

FORT COLLINS FIGURE SKATING CLUB BYLAWS

Document History:

Past Revision	Adopted 05/15/94	General Membership Meeting
Past Revision	Adopted 05/01/04	General Membership Meeting
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Current Revision	Adopted 04/21/18	General Membership Meeting

This organization was incorporated under the laws of the State of Colorado as the “Ice Skating Club of Fort Collins (the Club) on the 18th day of June 1987. May 15, 2010, the membership voted to change the name of the organization to the “Fort Collins Figure Skating Club”. These Bylaws were then modified to reflect the organization’s new name.

Respectfully submitted by the Bylaws Committee to the FCFSC Board of Directors

ARTICLE I

NAME; EXISTENCE; OFFICES

Section 1.1 **NAME**. The name of this organization is the Fort Collins Figure Skating Club (referred to in these Bylaws as the “Club”).

Section 1.2 **INCORPORATION**. The club is incorporated as a nonprofit corporation under the laws of the state of Colorado (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 ”), t o e x i st 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 Edora Pool Ice Center (EPIC), 1801 Riverside Drive, Fort Collins, CO 80525. The registered office of the Club required by the Nonprofit 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 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 objects and purposes 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.

Section 2.2 SPECIFIC PURPOSES.

The purposes of the Club are:

- To encourage the instruction, practice and advancement of the members in, moves in the field, free skating, pair skating, ice dancing, synchronized skating, and all types of figure skating;
- To foster amateur figure skating competition from the beginner to the national or international level (without providing athletic facilities or equipment);
- To encourage and cultivate fellowship among ice skaters;
- To produce or cooperate in the production of amateur ice shows, competitions and exhibitions;
- To conduct U.S. Figure Skating tests;
- To encourage members to become qualified U.S. Figure Skating judges, accountants and referees;
- To generally perform such other acts as may be necessary, advisable, proper or incidental in the realization of the objectives and purposes of this organization;
- To carry out the general policies of United States Figure Skating Association.

Section 2.3 MISSION STATEMENT.

The Fort Collins Figure Skating Club (FCFSC) is a volunteer organization whose mission is to create, maintain and enhance a healthy and positive environment in which our members can develop physically and emotionally while building character through the sport of figure skating at all ages.

ARTICLE III

MEMBERS

Section 3.1: DEFINITION.

- A. **Member in Good Standing.** All members of the Club shall be considered to be “Members in Good Standing” when their dues are paid in full, and they demonstrate a commitment to assist the Club according to the Club volunteer policy and abide by the Code of Conduct of the Club.
- B. **Members.** The Club shall have members who are interested in the objects and purposes of the Club and who are registered with U.S. Figure Skating, 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, classification, 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 3.2: CLASSES OF MEMBERSHIP.

- A. **Senior Home Club Members.** Senior Home Club Members shall be at least 18 years of age and whose home club is the FCFSC. Senior Home Club Members are granted the right to vote in elections, serve on the Board of Directors or as Committee or Sub-Committee Chairs, receive financial assistance (pursuant to the Club Financial Assistance Policy), receive skating-related recognition, have priority on test sessions and run-throughs, skate on Club ice, and are entitled to all other benefits of full membership.
- B. **Junior Home Club Members.** Junior Home Club Members shall be under 18 years of age.

Junior Home Club Members are not granted the right to vote in elections, or serve on the Board of Directors (except on the Junior Board when in existence) or serve as Committee or Sub-Committee Chairs. They may receive financial assistance (pursuant to the Club Financial Assistance Policy) and receive skating-related recognition. Junior Home Club Members have priority on test sessions and run-throughs, may skate on Club ice, and are entitled to all other benefits of full membership. At least one parent or guardian of a Junior Home Club Member must also be a Senior Member of the Club.
- C. **Professional Members.** As defined in US Figure Skating rulebook under ER 1.00 (ineligible persons): An ineligible person in skating is someone who has received direct or indirect financial benefit from performance, teaching or officiating in skating or fame as a skater and has not been reinstated as an eligible person as prescribed in US Figure Skating rules. Professional members shall have the right to vote and to serve as Directors (see restriction under Article V, Section 2, but shall not be officers. All Professional Members shall at all times comply with any requirements set forth by U.S. Figure Skating.

- D. **Honorary Members**. Honorary members may be elected at any meeting of the Club after recommendations approved by the Board of Directors by 2/3 of the voting members present. An honorary member shall be exempt from initiation fees, dues/or assessments

under the same rules governing active members. He or she shall not be nominated or elected to office or serve as a member of the Board of Directors, but may be appointed by the Board to fill a vacancy. He or she shall only be allowed to vote as part of the committees or Board of Directors to which he or she has been appointed. He or she shall have no claim on the assets or property of the Club and shall not represent the Club in competitions. Such a member may be elected for life or a term of years.

- E. **Non-Home Club/Associate Members.** Non-Home Club/Associate Members are those who are individual members of USFS or those whose home club is another USFS club, and who are “members in good standing” with that club. Non-Home/Associate Members are invited to participate in general “Club ice” sessions and other social events. Non-Home /Associate Members will be listed in the Club directory and will be included on mailing lists for newsletters, seminars, and club emails. Non-Home Club/Associate Members are not granted right to vote in elections, cannot serve on the Board of Directors or as Committee or Sub-Committee Chairs, will not receive financial assistance (pursuant to the Club Financial Assistance Policy), will not receive skating-related recognition, do not have priority on test sessions and will not have priority in Club run-throughs. A Non-Home Club/Associate Member may receive skating-related recognition and may participate in Club run-throughs as a member on a synchro team designating the FCFSC as the team home club, or as a pair or dance partner of a Senior or Junior Home Club Member.
- F. **Basic Skills Membership.** Basic Skills Members are Learn-to-Skate level members that have not tested with USFS at the Pre-Preliminary Level. Basic Skills Members have no voting rights, cannot run for the Board and are not eligible for Club awards or financial assistance. Basic Skills Members may only compete at the Basic Skills Levels of competitions.
- G. **Partial-Year Membership** Partial-Year Membership is applicable after January 1 of the membership year beginning July 1, and is for new FCFSC members only. Partial-Year Members shall have reduced benefits and responsibilities, but shall have full voting rights, social opportunities, and test opportunities for the remainder of the membership year.
- H. **Supportive Membership.** Supportive Members are supportive, non-skating members of the Club. Supportive Members are not eligible for benefits except that members will be listed in the Club directory, included on mailing lists for newsletters, seminars and receive club emails. Supportive members have no voting rights and cannot run for the Board.

Section 3.3: APPLICATION FOR MEMBERSHIP.

- A. Each candidate for membership (except Supportive Membership) must make an application with the Fort Collins Figure Skating Club. The application shall state name, date of birth (optional for Senior Members), address, and includes an agreement to comply with the Bylaws, the Code of Conduct and the Volunteer Policy. All applications in compliance with the foregoing requirements shall be considered accepted upon receipt of the appropriate dues.

Section 3.4: DUES AND CLUB MEMBERSHIP YEAR.

- A. The Club membership year shall be defined as beginning July 1, of each year and continuing through June 30, of the next year in accordance with rules set by the U.S .Figure Skating.
- B. The Board of Directors may establish, as it shall deem necessary and appropriate, such periodic membership dues, other assessments and procedures for the manner of payment and collection thereof. Annual dues shall be established by the Board of Directors. All annual dues shall be payable on application. The full amount of the annual dues shall be paid for all or any portion of the Club membership year, except in the case of a ½ year prorated membership (Partial Year Membership).

Section 3.5: LATE DUES AND OTHER INDEBTEDNESS.

- A. Late payment of the annual dues may be defined as a failure by a Club Member to pay on or before the due date. The Board may drop from the Club membership roll the name of any Club Member who is late in paying annual dues. The Board may establish a penalty fee for late dues. A Member who is late in payment of the annual dues may be reinstated to the Club membership roll upon payment of the annual dues and associated penalty fee. A new applicant for membership or former Club Member who has been off the Club membership roll the previous 18 months shall not be required to pay the penalty fee. A Member may be dropped from the Club membership roll because annual dues or other indebtedness have not been paid, shall not be eligible to vote, be a Director, hold office, or be tested or compete as member of the Club.

Section 3.5: BOARD APPROVAL FOR COMPETITION OR EXHIBITION.

- A. No Member or Members of the Club shall make entry in the name of the Club in competition or exhibition except with the signature of a Club officer or Board designee.

Section 3.6: GUESTS.

- A. Prospective members and other guests shall be allowed use of the facilities upon approval of the Chairman of Club Ice or a member of the Board of Directors. Said person may be charged a reasonable fee for the use of the facilities.

Section 3.7: RESPONSIBILITY FOR GUESTS.

- A. Members shall be responsible for the payment of guest fees of all persons admitted to the Club's property/events at their request and for the conduct of said guests. Guests will abide by the Code of Conduct and shall sign a waiver of liability before the use of the facilities.

Section 3.8: DUES AND CLUB SEASON.

- A. The Club season shall be defined as beginning July 1st of each year and continuing to June 30th of the next year. All annual dues shall be payable on application and considered in arrears after July 31st for the ensuing year unless otherwise provided by the Board of Directors.

Section 3.9: FISCAL/MEMBERSHIP YEAR.

- A. The fiscal year of the Club shall begin on January 1st and end on December 31st.
The membership year of the Club shall begin on July 1st and end on June 30th.

ARTICLE IV CLUB MEETINGS

Section 4.1: REGULAR ANNUAL MEETINGS.

- A. There shall be one (1) regular Club Membership meeting each Club Season referred to as the “Annual Membership Meeting.” The meeting shall be held in the spring. The Club shall hold the meeting for the purpose of electing 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/headquarters. 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 4.2: SPECIAL MEETINGS.

- A. Special meetings of the members may be called at any time by the Board of Directors, the President or by written request of the members stating the purpose or 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 place as may be designated by the authority calling such meeting. If no place is stated, special meetings shall be held at the Club’s principal office. 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 4.3: QUORUM AND MANNER OF VOTING

- A. Twenty percent (20%) of all voting Senior members in good standing shall constitute a quorum 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 Article s of Incorporation.

Section 4.4: METHOD OF NOTICES.

- A. 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 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 4.5: WAIVER OF NOTICE.

- A. 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 not within the purposes described in the meeting notice unless the member objects to considering the matter when it is presented.

Section 4.6: VOTING LIST.

- A. After a record date is fixed for a membership meeting or for determining the members entitled to vote by written ballot, the Secretary shall make, at the earlier of ten (10) days before such meeting or two (2) business days after notice of the meeting has been given, a complete list of the members entitled to be given notice of such meeting or any adjournment thereof. The list shall be arranged in alphabetical order and shall show the name, address of each member and number of votes to which each member is entitled. For the period beginning the earlier of ten (10) days prior to the meeting or two (2) business days after notice of the meeting is given and continuing through the meeting and any adjournment thereof, this list shall be kept on file at the principal office of the Club, or at a place (which shall be identified in the notice) in the city where the meeting will be held. Such list shall be available for inspection on written demand by any member or the member's agent or attorney during regular business hours and during the period available for inspection.

Section 4.7: PROXIES.

- A. At all meetings of members, a member may vote by proxy by signing an appointment form or similar writing, either personally or by the member's duly -4- authorized attorney-in-fact. A member may also appoint a proxy by transmitting or authorizing the transmission of an electronic transmission providing a written statement of the appointment to the proxy or other person duly authorized by the proxy to receive appointments as agent for the proxy or to the Club. The transmitted appointment shall set forth or be transmitted with written evidence from which it can be determined that the member transmitted or authorized the transmission of the appointment. The proxy appointment form or similar writing shall be filed with the Secretary of the Club before or at the time of the meeting. The appointment

of a proxy is effective when received by the Club and is valid for eleven (11) months unless a different period is expressly provided in the appointment form or similar writing.

Sections 4.8: ABSENTEE BALLOTS.

- A. Any member in good standing may vote by absentee ballot for candidates to the Board of Directors. Absentee ballots must be requested from the Board designee at least seven (7) days prior to the meeting at which elections will be held and submitted to the Election Committee prior to this meeting.

Section 4.9: CLUB'S ACCEPTANCE OF VOTES.

- A. If the name signed on a vote, consent, waiver, proxy appointment or proxy appointment revocation corresponds to the name of a member, the Club, if acting in good faith, is entitled to accept the vote, consent, waiver, proxy appointment or proxy appointment revocation and give it effect as the act of the member. If the name signed on a vote, consent, waiver proxy appointment or proxy appointment revocation does not correspond to the name of the member, the Club, if acting in good faith, is nevertheless entitled to accept the vote, consent, waiver, proxy appointment or proxy appointment revocation if to do so is proper under rules established by the corporation that are not inconsistent with this Section. No member under the age of 18 shall be entitled to vote.

Section 4.10: ADJOURNMENT OF MEETING:

- A. 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 which 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 4.11: RULES OF ORDER.

- A. At Annual and Special Meetings, the following order of business shall be observed:
 - 1. Roll Call via check in procedure
 - 2. Reading of the minutes of Previous Annual Meeting Reports of Officers
 - 3. Reports of Committees
 - 4. Elections of Officers
 - 5. New Business
- B. All questions of parliamentary practice not herein provided for shall be determined in accordance with Robert's Rules of Order current edition.

Section 4.12: MEETINGS BY TELECOMMUNICATIONS.

- A. 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 4.13 PRESUMPTION OF ASSENT.

A Director who is present at a meeting of the Board of Directors is deemed to have assented to all action taken unless: (i) the Director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken; (ii) the Director contemporaneously requests that the Director's dissent or abstention as to any specific action taken be entered in the minutes; or (iii) the Director causes written notice of the Director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment or by the Club promptly after adjournment. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 4.14: 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 effect 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 Written 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 a written ballot to every member entitled to vote on the matter. The written ballot shall:
- (i) set forth each proposed action; and
 - (ii) provide an opportunity to vote for or against the proposed action.

Approval by written 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 equals 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 written 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. Written ballots may not be revoked.

Section 4.15 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 twenty (20) 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 ten (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 expulsion. The provisions of this Section 4.15 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 4.16 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 4.17 EXECUTIVE AND OTHER COMMITTEES.

By one or more resolutions adopted by the Board of Directors, the Board may designate from among it's the 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 Nonprofit 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.

Section 4.18 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. The BOD may, as it sees fit, pay the traveling expenses of the Delegate(s) to such meetings.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1: NUMBER OF MEMBERS.

- A. **NUMBER OF DIRECTORS.** The number of Directors of the Club shall be as determined by the Board of Directors from time-to-time.
- B. **CHANGE IN NUMBER OF DIRECTORS.** Any action of the Board of Directors to increase or decrease the number of directors, whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these Bylaws effecting such increase or decrease, and, therefore, shall require approval of the members as referred to in Section 10.8 of these Bylaws.

Section 5.2 GENERAL POWERS

- A. The business and affairs of the Club shall be managed by its Board of Directors, except as otherwise provided in the Nonprofit Law, the Club's Articles of Incorporation or these Bylaws

Section 5.3: QUALIFICATIONS.

- A. Any candidate for the Board of Directors shall be a Senior Member in good standing. A maximum of two (2) Professional Members may serve as a Director. An additional professional member may serve as a liaison to the professional staff, but will not vote. Members of the immediate family and/or residents of the same household as a present Board Member may not serve concurrent terms on the Board of Directors. Any candidate for election to the BOD must have been a member of the Club for a minimum of six (6) months prior to the election date.
- B. Directors must be (i) at 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 member 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 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 they do not constitute a majority in total number of Directors of the Club (see, U.S. Figure Skating Membership Rule 4.00, as may amended from time-to-time).

Section 5.5: TERM OF DIRECTORS.

- A. Directors shall be elected for three (3) year terms and shall hold office until their successors are elected and qualify. The number of directors to be elected at each Annual Meeting shall

correspond to the number of directors whose terms expire in that year. At the same meeting, any vacancy occurring on the BOD during the preceding year shall be filled by electing a

director for the unexpired term. Four (4) members will be elected each year at the Annual Membership Meeting. A Director may be elected to serve consecutive terms after being appointed to fill a vacancy in a directorship.

Section 5.6: NOMINATION OF DIRECTORS.

- A. At a time reasonably in advance of each annual meeting of the Club, the President 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. The nominating committee shall determine and present to the members, at a time reasonably in advance of the annual meeting, 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. Additional nominations for Directors to be elected may be made by any voting member at the time of the annual meeting. Notwithstanding anything hereinabove to the contrary, any nominee for election as a Director must evidence in writing in advance of or at the annual meeting, or in person at the annual meeting, such person's willingness to serve if elected. The members shall, by the affirmative vote as required by the provisions of Section 5.3 of these Bylaws, elect the requisite number of Directors from among the list of nominees.

Section 5.7: RESIGNATION OF DIRECTORS.

- A. 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 5.8: VACANCIES.

- A. 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 un-expired 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 -8- Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal.

Section 5.10: APPOINTMENT AND REMOVAL OF DIRECTORS.

- A. If a Directorship becomes vacant, the Board of Directors shall appoint a Senior Club Member to serve as a Director until the next election. Any Director may be removed from office by a two-thirds (2/3) majority vote of all the remaining Directors for conduct detrimental to the interest of the Club, for refusal to render reasonable assistance in carrying

out the Club's purposes, or for excessive absences from Board Meetings, or breaches to the Code of Conduct. The BOD reserves the right to appoint a temporary Director to serve during an extended excused absence of any Director.

Section 5.10: METHOD OF ELECTION OF BOARD OF DIRECTORS.

- A. No more than ninety (90) and no less than thirty (30) days before the Annual Meeting, the Board of Directors shall appoint a Election Committee consisting of no more than three (3) Senior Members, none of which may presently be a Director. This committee shall be responsible for seeking qualified candidates to run for election to the Board of Directors at the Annual Membership Meeting.
- B. The names of the candidates shall be included in the notice of the Annual Membership Meeting which shall be mailed or emailed to all voting members and posted at least ten (10) days prior to said meeting. Candidates, with their approval, may also be nominated from the floor. If a proposed candidate is not present at the Annual Meeting, a written statement signifying their willingness to run must be presented to the Recording Secretary prior to the start of the meeting.
- C. The voting membership at each Annual Meeting shall, by majority vote, elect members to the Board of Directors. Each Senior Member shall be entitled to cast as many votes as there may be Directors to be selected, but may not cast more than one (1) vote for any one (1) candidate. Votes shall be by secret ballot and shall be tabulated by the Election Committee. The candidates receiving the greatest number of votes shall be declared elected and the Election Committee shall publish and certify the results of such election.
- D. Votes by absentee ballot must be presented to the Recording Secretary no less than 24 hours prior to the meeting and for votes by proxy must be presented to and verified by the Recording Secretary and/or the Election Committee prior to the start of the meeting and will be counted for Senior members in good standing.

ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 6.1: BOARD OF DIRECTORS MEETINGS.

- A. The BOD shall meet at least once a month. The dates of such meetings shall be decided at the prior meeting of the Board or by the President.
- B. Any six (6) members of the Board of Directors may call a meeting upon seven (7) days notice to all members of the BOD. The notice shall state the date of the meeting and the purpose for which the meeting has been called. Discussion and action shall be limited to the stated purpose of the meeting.
- C. When time is considered of the essence, the BOD may choose to distribute information, hold discussion, and vote by email and/or telephone in the same manner as regularly conducted meetings. Any six (6) BOD members may request that the email information, discussion and ensuing vote be postponed to the next regularly scheduled meeting or request that a special meeting (with seven (7) days notice to all BOD members) be held to discuss the issue.
- D. The BOD shall have the option to approve minutes from the BOD meetings by email sent to each Board Member no less than seven (7) prior to the subsequent BOD Meeting.

Section 6.2: QUORUM.

- A. Seven (7) members shall constitute a quorum for a BOD meeting.

Section 6.3: AUTHORITY.

- A. The BOD shall have the sole authority in the establishment of managerial policy, approval of financial expenditures in excess of seventy-five (\$75.00) dollars and general control of all Club property.

Section 6.4: RULES.

- A. The BOD shall make such rules as it deems proper respecting the use of the Club's property, prescribe rules for admission of non-members, fix penalties for offenses against the rules or Code of Conduct and make rules for government of the committees appointed by them.

Section 6.5: OFFICERS.

A. The BOD shall have the power to elect and remove officers of the Club.

Section 6.6: AUDITS.

A. The BOD may audit the records of the Recording Secretary, Corresponding Secretary, Treasurer and Committees, or may have such records audited by an independent professional.

Section 6.7: INDEBTEDNESS.

A. The BOD shall have the power to limit the indebtedness to the club of a member.

Section 6.8: SUSPEND OR EXPEL.

A. The BOD shall have the power to suspend or expel any member for violation of the Bylaws which it shall deem as improper, but no member shall be expelled or suspended for more than thirty (30) days without a hearing.

Section 6.9: READMISSION TO MEMBERSHIP.

A. The BOD may readmit to membership any former member expelled by it.

Section 6.10: ANNUAL DUES AND FEES.

A. The BOD shall establish all fees and terms for annual dues, fees and assessments.

Section 6.11: STANDING COMMITTEES.

A. The BOD shall appoint all Standing Committees and such other committees as it shall deem appropriate with full authority over them. (See Article IX).

Section 6.12: EXPENDITURES AND REVENUE.

A. The BOD shall approve a program of anticipated expenditures for the coming year together with the proposals of sources of revenue to meet same.

Section 6.13: MILE HIGH FIGURE SKATING ASSOCIATION OF CLUBS.

- A. The BOD shall elect two (2) representatives from the Senior Membership each year. They shall attend, when possible, all Mile High Figure Skating Association meetings and report back to the BOD at the next regularly scheduled meeting. Expenses connected with attending these meetings should first be approved by the BOD.

Section 6.14: DISBURSEMENT OF FUNDS.

- A. The BOD shall review applications for Financial Hardship, Awards and Financial Assistance and approve the disbursement of funds as they deem appropriate according to need, availability of funds and past precedent set.

Section 6.15: VOLUNTEER WORK.

- A. The BOD shall establish a volunteer policy to solicit support from members to accomplish the purposes of the Club.

ARTICLE VII

OFFICERS OF THE BOARD OF DIRECTORS

Section 7.1 NUMBER AND QUALIFICATIONS.

The elected officers shall be President, First and Second Vice Presidents, Recording Secretary, Treasurer, and Corresponding Secretary. All Officers shall be current members of the BOD. The Officers shall be elected by the BOD at their first regular meeting subsequent to the Annual Membership Meeting and shall hold office for one (1) year or until such time as a successor is elected by the BOD. The office of President must be filled by a Director who has served at least one (1) full year on the current BOD.

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 be Directors of the Club and, therefore, must meet the qualifications of Directors as set forth in Section 4.1(b) of these Bylaws.

Section 7.2 ELECTION AND TERM OF OFFICE.

The elected Officers of the Club shall be elected by the Board of Directors at each regular annual meeting of the Club. 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 the Officer's successor shall have been duly elected and shall have qualified, or until the Officer's earlier death, resignation or removal.

Section 7.3 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 7.3 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 7.4 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 7.5 VACANCIES.

A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7.6 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 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. **DUTIES OF THE PRESIDENT:** It shall be the duty of the President to preside at all meetings of the Club and of the BOD. The President shall have the entire supervision and management of the Club's property subject to action by the BOD. The President may be empowered by the BOD to suspend any member for violating the Bylaws or breach of the Code of Conduct. The President shall also have the power to call Special Meetings and may also act as an ex-officio member of all committees. The President shall have the power to approve any expenditure of the Club not in excess of seventy-five (\$75.00) dollars. The President, together with one other officer, shall sign all agreements and contracts made by the Club, upon approval of the BOD. At the request of the BOD, when completion of the term of President coincides with the expiration of the term of directorship, the outgoing President may serve as an ex-officio member of the BOD for 6 months after the expiration of term.
- B. **DUTIES OF THE FIRST (AND SECOND) VICE-PRESIDENTS:** It shall be the duty of the Vice Presidents to assist the President in the discharge of his or her duties and in their order perform the duties of the President in the President's absence, inability or refusal to act. In addition it will be encouraged that the First Vice President be interested in being elected to the office of President when vacated.
- C. **DUTIES OF THE TREASURER:** The Treasurer shall have charge of the funds of the Club and shall keep a record of all receipts, and disbursements and shall render a written report when requested by the President of BOD. The Treasurer shall be responsible for budgeting the assets of the Club. Disbursements shall be made only upon vouchers approved by the BOD. The funds shall be deposited in the name of the Club in a bank approved by the BOD or in securities approved by the BOD. All disbursements over seventy-five (\$75.00) dollars shall be approved by the BOD and signed by the Treasurer and one other designated Officer or member of the BOD. The term of Board Treasurer will be limited to two years, with the provision for the ex-officio Treasurer to train the incoming Treasurer as deemed necessary by the BOD. The Board of Directors retains the provision to extend the term of the Treasurer but not to exceed more than one (1) additional term of two (2) years resulting in four (4) total.
- D. **DUTIES OF THE RECORDING SECRETARY:** It shall be the duty of the Recording Secretary to keep Minutes of the Club Meetings and of the BOD Meetings. The Recording Secretary shall be responsible for posting approved minutes and other information on the Club bulletin board, keeping track (or appoint a member to track) volunteer hours; and preparing meeting announcements for Club Meetings and other Club activities.

- E. **DUTIES OF THE CORRESPONDING SECRETARY.** It shall be the duty of the Corresponding Secretary to maintain current mailing lists of all Club members and mail or email Club meeting notices, newsletters and other communication to other Club members. The Corresponding Secretary will prepare (or appoint a member) to prepare the Club Directory and send necessary correspondence to Club members and US Figure Skating as directed by the BOD. The Corresponding Secretary will be responsible for making arrangements for meeting rooms for club and BOD meetings.

Section 7.7 SURETY BONDS. The Board of Directors 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 such person's duties and for the restoration to the Club of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Club.

ARTICLE VIII

STANDARD OF CONDUCT FOR BOARD OF DIRECTORS AND OFFICERS

Section 8.1: 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 8.2: 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 8.3: 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 IX

CONFLICTS OF INTEREST

Section 9.1 DEFINITION.

- A. 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 descendent, an ancestor, a sibling, the spouse or descendent 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 a party related to a Director is a director, officer, or has a financial interest.

Section 9.2 PROCEDURE; ACTION; DISCLOSURE.

- A. 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 if: (i) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or (ii) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or (iii) the conflicting interest transaction is fair as to the Club. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.

Section 9.3 LOANS.

- A. No loans shall be made by the Club to 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 the repayment thereof.

ARTICLE X CONFLICT RESOLUTION

Section 10.1 PROCESS

- A. 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 XI: GRIEVANCES

Section 11.1: MEMBERS.

A. Any member or members having a complaint against another member for an infraction of any By Law or breach of the Code of Conduct, or general rules of the Club, may report the same in writing to the BOD. Such complaint shall set forth the facts of the case, together with the names and signatures of witnesses (if any.) After receiving such complaint, a meeting of the BOD and the Grievance Committee shall be held within thirty (30) days to investigate same and a copy of the complaint shall be mailed to the respondent of the complaint at least fifteen (15) days prior to the meeting. The complainant and the respondent may be heard with their witnesses at the meeting. The BOD shall report action taken in writing to the parties within seven (7) days of the meeting. An appeal of the decision of the BOD may be taken to the Senior Club Membership by serving a written notice of such an appeal on the Corresponding Secretary with seven (7) days of the receipt of the BOD report. A Special Meeting of the membership shall be called within thirty (30) days for consideration of the case. Two-thirds of the Senior Members present shall be necessary to reverse any decision made by the Board. The vote shall be taken by secret ballot and counted in the presence of 2 non board members and 2 board members. Absentee ballots and proxies will not be counted as the vote should represent evaluation of the discussion at the meeting.

Section 11.2: DIRECTORS.

A. The membership may remove a Director at any meeting of the members called for such purpose. The Board Member shall be provided a copy of the charges against him or her at least ten (10) days in advance of such meeting. The Board Member shall be given the opportunity at the meeting to defend him/herself against the charges. A vote by ballot shall be taken and the vote of two-thirds majority of the Senior Members present shall be required for removal of any director. The vote shall be taken by secret ballot and counted in the presence of 2 non board members and 2 board members. Absentee ballots and proxies will not be counted as the vote should represent evaluation of the discussion at the meeting.

ARTICLE XII INDEMNIFICATION

Section 12.1

The Club shall indemnify any Director, Officer or agent of the Club to the fullest extent permitted by the Nonprofit 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 the person's duty to the Club or (ii) in connection with any proceeding charging improper personal benefit to the person, whether or not involving 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 XIII MISCELLANEOUS

Section 13.1 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, and a record of all waivers of notices of meetings of members, the Board of Directors or any committee. The Club shall also maintain the following records: (i) appropriate accounting records; (ii) its Articles of Incorporation 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 13.2 INSPECTION AND COPYING OF CLUB RECORDS.

Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect and copy any of the Club records identified in Section 10.1 of this Article, a member, their agent or attorney is entitled to inspect and copy such records during regular business hours at the Club's principal office. The Club may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A member may also inspect any other records at a reasonable location specified by the Club upon the same terms and conditions. Members entitled to inspect these other records must also meet the following requirements: (i) the member must have been a member at least three (3) months immediately preceding the demand; (ii) the demand must be made in good faith and for a proper purpose; (iii) the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and (iv) the records must be directly connected with the described purpose. The rights set forth herein may not be abolished or limited by the Articles of Incorporation or these Bylaws.

Section 10.3 LIMITATIONS ON USE OF MEMBERSHIP LIST.

Unless the Board of Directors gives its consent, the Club's membership list or any part thereof may not be: (i) obtained or used by any person for any purpose unrelated to a member's interest as a member; (ii) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election by the corporation; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person. Section 10.4 Financial Statements. Upon the written request of any member, the Club shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

Section 13.5 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 applicable statute.

Section 13.6 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 13.7 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.

Section 13.8 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.

ARTICLE XIV: STANDING COMMITTEES

Section 14.1: NAMES OF STANDING COMMITTEES.

A. Each committee shall appoint a liaison to the BOD to be available to attend portions of the BOD meetings and communicate the activities of the committee and obtain approval from the BOD for such activities.

1. Rink Relations
2. Bylaws
3. Election
4. Fundraising (Sub-Committees):
 - Synchronized Team Skating Fundraising
 - High School Team Competition Fundraising
 - Competition Host Fundraising
 - General Membership Fundraising
5. Social
6. Membership
7. Public Relations
8. Club Ice Programming
9. Tests
10. Competitions
11. Exhibitions
12. Historical
13. Strategic Planning
14. Continuing Education
15. Sanctions
16. Grievance
17. Website
18. Synchronized Skating Steering
19. SafeSport

Section 14.2: COMMITTEE MEMBERS.

A. Each committee Chairman shall be a Senior Member of the Club appointed by the BOD. The Chairman shall appoint other members of the committee as he or she shall deem necessary or desirable. The President may be an ex-officio of each committee.

Section 14.3: LIMITATIONS ON CHAIRING OF STANDING COMMITTEES:

A. No member shall chair more than two (2) Standing Committees except in cases of urgency and the appointment shall be reviewed and approved by the BOD prior to the first meeting with such member as chairman. A co-chair is considered a chair for these purposes. This exclusion does not exclude a member from being a member of more than two (2) committees.

Section 14.4: DUTIES AND RESPONSIBILITIES.

A. Committee proposals (including a statement of financial impact) shall be reviewed and approved by the BOD before being presented to the general membership. Committee shall also submit a post-event report within 60 days of the event to the BOD for review and record keeping purposes. Members must be 18 years of age or older and a Senior Home Club Member to chair a committee or a sub-committee.

1. Rink Relations: Shall consist of three (3) or more members that shall act as the Club's representative in dealing with the ice arena management. This committee should include President, Club Ice Chair, Competitions Chair and Test Chair.
2. Bylaws: Shall consist of three (3) or more members that shall review Bylaws and make proposals for changes, subject to approval by the BOD, to be presented and decided on by the general membership.
3. Election: Shall consist of three (3) or more members. Such duties as are set forth in Article IV, Section 4.
4. Fundraising: Shall consist of a chair and a member from each sub-committee to plan and manage fund raising projects and to recommend distribution of funds with the legal limits and guidelines of the Club's tax exempt status. All fundraising proposals shall be presented the BOD for approval prior to the commencement of any such activity and a report shall be presented to the BOD at the culmination of any such activity. The chairman of each Fundraising Subcommittee will be a member of the Fund Raising (main) Committee.
 - a) Synchronized Skating Fundraising Sub Committee: Shall consist of one (1) or more members who shall be appointed by the Synchronized Skating Steering Committee (SSSC) after being nominated and voted on by the synchronized team skating members. The primary objective of the Synchronized Skating Fundraising Sub Committee is to develop a fundraising plan for the synchronized skating program in order to meet its financial objectives for team expenses. All fundraising initiatives and plans will be reviewed and approved by the FCFSC Fundraising Chair and FCFSC BOD.
 - b) High School Team Competition Fundraising Sub Committee: Shall consist of one (1) or more members to plan and manage raising funds to be used for the High School Team Competition.
 - c) Competitions Host Fundraising Sub Committee: Shall consist of one (1) or more members to plan and manage raising funds to apply towards the Club hosting competitions.
 - d) General Membership Fundraising Sub Committee: Shall consist of one (1) or more members to plan and manage raising funds to be used for the benefit of the general membership.

5. Social: Shall consist of one (1) or more members that shall plan and manage social functions and make such other provisions for hospitality as the BOD may direct.
6. Membership: Shall consist of one (1) or more members that shall review, submit and distribute applications for membership and keep an active roll of members.
7. Public Relations: Shall consist of one (1) or more members that shall plan and manage publicity and promotion of the Club. This committee shall be responsible for submitting articles to "Skating" magazine, providing competition results and news about members to local news sources, and publishing the Club newsletter, and working with the Club Website Committee.
8. Club Ice Programming: Shall consist of one (1) or more members that shall plan and manage club ice sessions.
9. Tests: Shall consist of one (1) or more members that shall plan and manage test sessions by administering US Figure Skating tests which includes, but is not limited to, setting dates, arranging for ice time, obtaining approved US Figure Skating judges for the tests, compiling the results and keeping appropriate records.
10. Competitions: Shall consist of one (1) or more members that shall plan and manage all Club and Inter-Club competitions and all aspects thereof. All competition committee business will be reviewed and approved by the BOD prior being implemented.
11. Exhibition: Shall consist of one (1) or more members appointed by the BOD for the purpose of organizing and carrying out an exhibition, and such committee shall plan and manage for the exhibition for which it is organized. It shall make rules and regulations for the conduct of members involved in such exhibition as it deems necessary; such rules and regulations shall be submitted to the BOD for approval and then posted on the Club Bulletin Board at least ten (10) days prior to the rehearsals commencing. Said rules and regulations shall specify the eligibility requirements for entering and participating in the exhibition, and the committee shall have final decisions as to persons eligible to enter and participate under the rules and regulations adopted and approved.
12. Historical: Shall consist of one (1) or more members who shall maintain an historical record of the Club and its activities. It shall maintain a Club scrapbook and shall have charge of the collection, maintenance, and preservation of all documents, records, and other items that may be of historical interest to the Club.
13. Strategic Planning: Shall consist of one (1) or more members who shall meet and outline 1 year, 3 year, and 5 year goals for the Club and strategies to meet these goals. Goals shall be reviewed and approved by the BOD before being presented to the general membership. Shall assist the BOD in the creation and maintenance of the Club Mission Statement and routinely evaluate the attainment of the goals set for by the committee.
14. Continuing Education: Shall consist of one (1) or more members who shall plan and manage continuing educational opportunities for the Club members. Such continuing educational opportunities and programs shall be reviewed and approved by the BOD before being presented to the general membership.

15. Sanctions: Shall consist of one (1) or more members who shall obtain all sanctions for Club purposes. All sanctions requests will be approved by the BOD prior to being sent to the US Figure Skating for approval.
16. Grievance: Shall consist of no more than three (3) Senior Members of the membership appointed by the BOD in such case that a grievance is filed with the BOD in accordance with ARTICLE 8 SECTION 1.
17. Website: Shall consist of one (1) or more members who shall assemble Club related information, establish and maintain the Club website. All additions to the website will be approved by the BOD before they are posted. Shall design the website, layout, and content of the website.
18. Synchronized Skating Steering: Shall consist of current synchronized skating team members/FCFSC Senior members and will consist of a Chairperson, who will be appointed by the FCFSC BOD after nominations are received from the synchronized skating team program. The chairperson will be appointed annually following the team tryouts and formation of the teams. The FCFSC BOD will appoint a non-voting FCFSC board liaison who may be the chairperson or a designee.

The committee will be made up of positions to include, but not limited to: coaches, team managers/assistant managers, treasurer, secretary and fundraising coordinator (who will be designated as the Synchronized Skating Fundraising Sub-Committee Chairman).

These positions will be nominated and voted in by the Synchronized Skating Team Members/Senior Members.

The planning and direction of the teams shall be done by the City of Fort Collins Synchronized Skating Staff. All on-ice decisions, program implementation, skater placement and team(s) level shall be the responsibility of the coaches.
19. SafeSport: Shall consist of one (1) to three (3) FCFSC senior members, who will be appointed by the Board of Directors to administer and to ensure that the Club and its members adhere to the U.S. Figure Skating SafeSport Policy Handbook, including Coach Compliance and the proper process for SafeSport complaints, concerns, issues, and matters.

Section 14.5: FCFSC Junior Board of Directors:

20. When in existence, a Junior Board of Directors may be used as an advisory voice from the Junior Membership. The JB shall be under the supervision of the BOD and engage in special activities as needed during each year. One elected member from the JB shall represent the JB at the BOD Meetings.

ARTICLE XV: AMENDMENTS

Section 15.1: AMENDMENTS.

A. These Bylaws may be amended by an affirmative vote of two-thirds of the Senior Membership present at any Annual or Special Meeting of the members provided such amendment shall have been mailed or emailed to each Senior Member of the Club at least ten (10) days prior to the meeting at which said proposed amendment is to be considered.

ARTICLE XVI MISCELLANEOUS

Section 16.1: RECORDS.

- A. 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, and a record of all waivers of notices of meetings of members, the Board of Directors or any committee. The Club shall also maintain the following records:
1. Appropriate accounting records;
 2. The Articles of Incorporation and Bylaws;
 3. Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members, if any
 4. List of the names and business or home addresses of its current Directors and Officers;
 5. Copy of its most recent corporate report delivered to the State;
 6. 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;
 7. All written communications within the past three (3) years to the general membership; and
 8. 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 of Colorado.

Section 16.2: INSPECTION AND COPYING OF CLUB RECORDS.

- A. Upon written demand delivered at least five (5) business days before the date on which a voting member wishes to inspect any of the Club records identified in Section 10.1 of this Article, a member, their agent or attorney is entitled to inspect such records at a mutually agreed upon appointed time. If parties cannot agree to a time, the Board of Directors or a duly authorized representative thereof shall set a time to make such records available during regular business hours. The Club shall make any documents available for copying that are required to be available under applicable Colorado law. The club may further make available certain other documents for copying at the discretion of the Board of Directors.
- B. The Club may impose a reasonable charge for copies of documents. Such charge shall be determined by the treasurer, or a duly authorized representative thereof, for the estimated cost of production and reproduction of the records. An estimate of such charge shall be provided prior to copying of the records and the final charge shall not exceed the estimated amount. A member may also inspect any other records at a reasonable location specified by the Club upon the same terms and conditions set forth above. Members entitled to inspect these other records must also meet the following requirements:

- 1) the member must have been a member at least three (3) months immediately preceding the demand;
- 2) the demand must be made in good faith and for a proper purpose;
- 3) the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and
- 4) the records must be directly connected with the described purpose as determined by the Board of Directors or a duly appointed representative thereof. The rights set forth herein may not be abolished or limited by the Articles of Incorporation or these Bylaws.
- 5) the member must hold information contained in the records in confidence, except information that is publicly known without benefit of disclosure by the member or information which the Club has represented to the member may be disclosed publicly.

Section 16.3: LIMITATIONS ON USE OF MEMBERSHIP LIST

A. Unless the Board of Directors gives its consent, the Club's membership list or any part thereof may not be:

- 1) obtained or used by any person for any purpose unrelated to a member's interest as a member;

Section 16.4 FINANCIAL STATEMENTS

A. Upon the written request of any voting member, the Club shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations. The Club may impose reasonable charges for this request, to be determined by the treasurer.

Section 16.5: CONVEYANCES AND ENCUMBRANCES

A. 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 applicable statute.

Section 16.7: SEVERABILITY.

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

ARTICLE XVII: DISSOLUTION

Section 17.1: METHOD OF APPROVAL.

A. Upon the recommendation of a majority of the BOD to dissolve the Club, a Special Membership Meeting shall be called and a final approval by two-thirds of the Senior Membership present shall be required.

Section 17.2: LIQUIDATION OF ASSETS.

A. In the event of the dissolution of the FCFSC, the BOD is empowered to act as trustees and supervise the liquidation of the Club's assets.

Section 17.3: DISTRIBUTION OF ASSETS.

- A. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Any and all remaining assets of the Club after liquidation shall be donated to the USFS (United States Figure Skating) Memorial Fund, a 501(c)(3) organization.
- B. If the USFS Memorial Fund is no longer in existence at time of dissolution, then United States Figure Skating, a 501(c)(3) organization, shall be awarded all of the assets so as to insure permanent dedication of the assets for the exempt purposes stated in Article II of the Club's bylaws.
- C. If neither of the above organizations is in existence at the time of dissolution of the FCFSC, all remaining assets of the Club shall be donated to the City of Fort Collins (Fort Collins, Colorado). Further, if the remaining assets of the Club are to be donated to the City of Fort Collins, to the extent permitted by law and the City of Fort Collins, the remaining assets of the Club shall be directed to entities within the City of Fort Collins that would support the sport of figure skating, such as the Edora Ice and Pool Center and the City of Fort Collins Recreation Department.

ARTICLE XVIII

Section 18: REVOCATION

- A. The forgoing Bylaws constitute the complete Bylaws of the Club as of the date of their adoption and any Bylaws heretofore in existence are hereby revoked.

BYLAWS CERTIFICATE

The undersigned certifies that he/she is the Secretary of The Fort Collins Figure Skating 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.

Name: _____

Dated:

Fort Collins Figure Skating Club Bylaws Revised April 2018

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