

**BYLAWS
OF
THE COLUMBIA FIGURE SKATING CLUB, INC.**

**ARTICLE I
GENERAL PROVISIONS**

Section 1.1 **Name**. The name of this organization is the Columbia Figure Skating Club, Inc. This name may be abbreviated to read "CFSC" or referred to as the "Club."

Section 1.2 **Incorporation**. The Club is a nonprofit 503(c)(4) corporation under the laws of the state of Maryland (the "State") and shall be governed by the law of the State governing nonprofit corporations (the "Nonprofit Law").

Section 1.3 **Membership in U.S. Figure Skating**. The Club has been formed to be a member of The United States Figure Skating Association ("U.S. Figure Skating"), to exist for the purposes specified in Article II of these Bylaws. As such, the Club and its members shall be subject to and abide by the Bylaws and Official Rules of U.S. Figure Skating, as in existence and amended from time-to-time by U.S. Figure Skating.

Section 1.4 **Offices**. The principal office/headquarters of the Club shall be located at The Columbia Ice Rink, 5876 Thunder Hill Road, Columbia, MD 21045. The office/headquarters may be changed from time to time by the Board of Directors or by the Officers of the Club.

**ARTICLE II
PURPOSES**

The purposes of the Club are to encourage the instruction, practice, and advancement of all types of figure skating thereby providing an outlet to promote health, fitness, and well-being; a means to build character, self-confidence, good sportsmanship; and provide competitive, non-competitive opportunities, and artistic and entertainment venues for members and the greater community.

**ARTICLE III
MEMBERS**

Section 3.1 **Members**. The Club shall have members who are interested in the purposes of the Club and who are registered with U.S. Figure Skating, with voting rights and any other privileges in connection with the governance of the Club, in accordance with the following provisions and other 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. **Classification, Qualification, Privileges of Members.** The Club shall have the following classes of voting and nonvoting Members, each requiring the qualifications and having the voting and other rights and privileges indicated.

(a) Member. Each Member shall be entitled to vote and is eligible for Board membership and/or office but may exercise those rights on her/herself only if at least eighteen years of age. When the Member is under the age of 18, the adult parent/guardian may vote on that Member's behalf. Members shall have all other full privileges of membership

(b) Associate Members. Associate Members shall be members of another USFSA club and hold U.S. Figure Skating membership through another club. They shall have all other privileges except that of voting and Board membership.

(c) Other Categories of Members. The Club may have such other classes of members as may be designated from time to time in the manner determined by the Board of Directors. Each class shall have the qualifications, rights and privileges determined by the Board of Directors.

Privileges of membership include U.S. Figure Skating membership through the Club, the ability to purchase club ice sessions at the rate established by the Board and to participate in club recitals and shows.

All classes of membership shall be required to abide by, and to conduct themselves in a manner consistent with the Bylaws, Official Rules, policies and procedures, code of conduct and code of ethics and principals of ethical behavior of U.S. Figure Skating and those of the Club.

Section 3.3 **Dues.** The Board of Directors may establish such membership initiation fees, periodic dues and other assessments, 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 the proration or refund of dues and assessments in appropriate cases, as the Board of Directors shall deem necessary or appropriate.

Section 3.4 **Term of Membership.** All memberships shall terminate on June 30 of each year.

Section 3.5 **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 thirty (30) 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 three (3) 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 3.5 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.

Membership may also be terminated by submitting a letter of resignation to the Board of Directors for action. The Member so resigning shall forfeit all rights or claims of every nature whatsoever to or against the Club, its property, funds, Directors, Officers and Agents. A member may only resign if the member has paid all dues and assessments then payable as specified in Section 3.3 above. The Board may, at its discretion, refund to the resigning member all or part of sums paid for membership privileges.

Section 3.6 **Transfer of Membership.** Membership in the Club is not transferable. Members shall have no ownership rights or beneficial interests of any kind in the property of the Club.

Section 3.7 **Annual Meeting of Members.** An annual meeting of the voting members shall be held in the Spring at the time and place determined by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for the annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of the members as soon thereafter as conveniently may be. Failure to hold an annual meeting as required by these 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. The Spring meeting does not preclude holding a membership meeting for purposes other than election of Directors in the Fall.

Section 3.8 **Special Meetings.** Special meetings of the members may be called at any time by the Board of Directors, the President or by written demand of the members stating the 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 3.9 **Place of Meeting.** Each meeting of the members shall be held at such place as may be designated in the notice of meeting, or, if no place is designated in the notice, at the principal office of the Club in Maryland. Any or all members may participate in any meeting through the use of any means of communication readily available by which all persons participating in the meeting may hear each other during the meeting.

Section 3.10 **Notice of Meeting**. Except as otherwise prescribed by statute, written notice of each meeting of the members stating the place, date and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered no fewer than ten (10) nor more than sixty (60) days before the date of the meeting. Notice of an annual meeting need not include a description of the purpose or purposes except the purpose or purposes shall be stated with respect to (i) an amendment to the Articles of Incorporation or Bylaws of the Club; (ii) a merger; (iii) a sale, lease, exchange or other disposition other than in the usual and regular course of business, of all or substantially all of the property of the Club; or (iv) the dissolution and liquidation of the Club. When giving notice of an annual, regular or special meeting of the members, the Club shall give notice of a matter a member intends to raise at the meeting if a person entitled to call a special meeting submits a request, in writing, and it is received by the Secretary or president at least ten (10) days before the Club gives notice of the meeting.

Section 3.11 **Methods of Notice**. Notice shall be given personally, by mail or private carrier, or by facsimile, electronic transmission or any other form of wire or wireless communication, by or at the direction of the president, or the secretary, or the other Officer 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 such member's address as it appears in the records of the Club, with postage thereon prepaid. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile, electronic transmission or by any other form of wire or wireless communication, such notice shall be deemed to be given when the transmission is complete. A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to members shall constitute a written notice or report if addressed or delivered to the member's address or email 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 or email appearing on the current list of members.

Section 3.12 **Waiver of Notice**. 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, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice. A member's attendance at a meeting also waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 3.13 **Quorum and Action of the Voting Members**. Except as otherwise required by the Nonprofit Law or the articles of incorporation, twenty percent (20%) of the Members represented on a matter shall constitute a quorum of the members with respect to such matter. With respect to all matters other than the election of Directors, action is approved if a quorum exists and if the votes cast in favor of the action exceed the votes cast in opposition to the action, unless otherwise required by the Nonprofit Law. In an election of multiple Directors, that number of candidates equaling the number of Directors to be elected, having the highest number of votes cast in favor of their election, are elected to

the Board of Directors. When only one Director is being voted upon, the affirmative vote of a majority of the Members represented at a meeting at which a quorum is present shall be required for election to the Board of Directors. If less than a quorum of the Members is represented at a meeting, a majority of the Members so represented 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, at which a quorum shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 3.14 **Voting Rights; Proxies.**

(a) Each Member is entitled to one vote on each matter submitted to a vote of the Members. Cumulative voting shall not be allowed.

(b) Voting by the use of proxy upon any questions, issues or any matters to be brought before the general membership, Board of Directors or any committee is prohibited.

Section 3.15 **Voting List.** After a record date is fixed for a membership meeting or for determining the members entitled to vote by written ballot, the Board of Directors shall prepare, 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 3.16 **Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the members or any committee thereof may be taken without a meeting either by unanimous written consent or by written ballot.

Action by unanimous written consent is taken when a consent in writing, setting forth the action to be taken, is signed by all of the Members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Members. 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.

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 3.17 **Responsibility for Guests**. Members shall be responsible for the conduct and indebtedness of their guest at all club functions.

Section 3.18 **Right of Representation**. The right to represent The Columbia Figure Skating Club in any competition, exhibition or outside test session shall be limited to those members in good standing.

Section 3.19 **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 IV
BOARD OF DIRECTORS

Section 4.1 **General Powers and Qualifications.**

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

(b) **Qualifications.** Directors must be (i) at least eighteen (18) years old, (ii) registered with U.S. Figure Skating, (iii) home club members of the Club in accordance with provisions of applicable rules of U.S. Figure Skating, (iv) voting members of the Club, and (v) be directly involved in Club activities or have a child directly involved in Club activities (e.g. skating in shows or testing). Eligible coaches may serve as Directors of the Club so long as collectively they do not constitute a majority of the total number of Directors of the Club.

Section 4.2 **Number, Term, and Election of Directors.**

(a) **Number of Directors.** The number of Directors of the Club shall not exceed fifteen (15).

(b) **Change in Number of Directors.** Any action of the Board of Directors to increase the number of elected Directors, whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these Bylaws effecting such increase, and, therefore, shall require approval of the members as referred to in Section 11.4 of these Bylaws.

(c) **Term of Directors.** Directors shall serve a term of one (1) year.

Each Director shall hold office until such Director's term expires and thereafter until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal.

(d) **Nomination and Election of Directors.** At a time reasonably in advance of each annual meeting of members, the President shall appoint a nominating committee consisting of no less than two (2) Directors. 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. 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 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 3.13 of these Bylaws, elect the requisite number of Directors from among the list of nominees.

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

Section 4.4 **Removal**. Directors elected by voting members or Directors may be removed as follows:

(i) The voting members may remove one or more Directors elected by them with or without cause unless otherwise indicated in the Nonprofit Law;

(ii) If a Director is elected by a voting group, only that voting group may participate in the vote to remove that Director;

(iii) A Director may be removed only if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors;

(iv) A Director may be removed only at a meeting called for the purpose of removing that Director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Director;

(v) An entire Board of Directors may be removed under paragraphs (i) to (iv) above; and

(vi) A Director elected by the Board of Directors may be removed with or without cause by the vote of a majority of the Directors then in office; except that a Director elected by the Board of Directors to fill the vacancy of a Director elected by the voting members may be removed without cause by the voting members, but not the Board of Directors.

Section 4.5 **Vacancies**. Any vacancy occurring among the existing 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 and thereafter until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal.

Section 4.6 **Regular Meetings**. A regular annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of the members, or as soon as practicable thereafter at the time and place determined by the Board, for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. The Directors may provide by resolution the time and place for the holding of additional regular meetings.

Section 4.7 **Special Meetings**. Special meetings of the Board of Directors may be called by or at the request of the President or any five (5) Directors. Notice stating the place, day and hour of the meeting shall be given to each Director at least five (5) days prior to the meeting if by written first class, certified or registered mail, or at least two days prior if by personal delivery of written notice, or electronic transmission or any other form of wire or wireless communication.

Section 4.8 **Quorum and Voting**. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the

Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 4.9 **Voting by Proxy**. No Director may vote or act by proxy at any meeting of Directors.

Section 4.9 **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 4.10 **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 4.11 **Action Without a Meeting**. Any action required by law to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of Directors may be taken without a meeting if every member of the Board in writing either: (i) votes for such action or (ii) votes against such action or (iii) abstains from voting and waives the right to demand that action not be taken without a meeting. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. The action shall only be effective if there are writings, which describe the action, signed by all Directors, received by the Club and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the Club with a complete copy of the document including a copy of the signature. A Director's right to demand that action not be taken without a meeting shall be deemed to have been waived if the Club receives a writing satisfying the requirements hereof that has been signed by the Director and not revoked as provided below. Actions taken shall be effective when the last writing necessary to effect the action is received unless the writings describing the action taken set forth a different effective date. Any Director who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the Club before the last writing necessary to effect the action is received. All such actions pursuant to this Section shall have the same effect as action taken at a meeting.

Section 4.12 **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 4.13 **Committees**. By one or more resolutions adopted by the Board of Directors, the Board may designate from among its the Directors one or more 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 the same as those set forth in these bylaws unless the Board or the committee determines otherwise.

The President shall appoint a Director as chairperson for each committee, subject to the approval of the Board of Directors. Said chairpersons shall serve terms of one year or until their successors have been appointed. Each committee chairperson may appoint assistants who shall familiarize themselves with the functions, duties, and responsibilities of that committee. Each committee chairperson shall maintain a written record of important suggestions and copies of all correspondence for the permanent Club files.

(a) **Membership Committee**. The Membership Committee shall be chaired by a Director and is responsible for maintaining membership rolls of the Club, conducting a membership drive, disseminating information to potential members, receiving all applications for membership, notifying the applicant of status and making available an updated roster to all Board members as necessary or upon request. The committee shall submit the annual membership materials and the required fees to U.S. Figure Skating. This committee shall furnish new members with a packet of information to include the Rules and Bylaws. The committee shall perform such other duties as may be assigned by the Board of Directors.

(b) **Test Committee**. The Test Committee shall be chaired by a Director and is responsible for arranging for and conducting U.S. Figure Skating tests for Club members, of setting and publicizing dates, and of obtaining approved U.S. Figure Skating judges for tests. The committee shall set deadlines to receive applications, and establish the time schedule and order of skating, as well as any priorities to be followed by the candidates. The committee shall be responsible for assuring all tests conform to U.S. Figure Skating Rules and Regulations. The committee shall provide hospitality for judges and officials at all test sessions. This committee shall obtain the necessary U.S. Figure Skating approval for those events that require U.S. Figure Skating approval. It shall be the duty of the Chairperson to fulfill all requirements as set forth in the current U.S. Figure Skating Rulebook. The Test Chairperson shall be responsible for any letters of permission that may be required for a Club member to take a test at another club's test session. The committee shall perform such other duties as may be assigned by the Board of Directors.

(c) **SafeSport Committee**. The SafeSport Committee shall be comprised of at least three (3) members and shall be chaired by a Director who shall be designated Club SafeSport Compliance Chair and shall serve as the liaison for the U.S. Figure Skating SafeSport Program. This committee is responsible for the implementation and coordination of the U.S. Figure Skating SafeSport Program within the Club. The SafeSport Committee shall complete the U.S. Figure Skating SafeSport training course and is responsible for monitoring the U.S. Figure Skating SafeSport policies and procedures of the Club; verifying that all of the coaches engaged in any type of coaching activity with any Club skater are in compliance with the U.S. Figure Skating coaching membership rules regarding background checks and continuing education

requirements; and serve as the initial contact in the Club for persons to report suspected abuse, misconduct or other violations, and when necessary, report such information to U.S. Figure Skating. The committee shall perform other functions as necessary in the fulfillment of U.S. Figure Skating's continuing efforts to foster safe, healthy and positive environments for its members.

(d) Communications Committee. The Communications Committee shall be chaired by a Director to serve as a liaison between the Club, other area clubs, the community and the media to promote and publicize Club associated activities and events. The committee shall be responsible for collecting Club related information and news and reporting Club news to U.S. Figure Skating Magazine, as appropriate. The Committee shall also be responsible for distribution and update of Club information and news via Social Media outlets. The committee shall be responsible for the coordination, review and publication of any Club related event flyers, programs, or newsletters. The committee shall perform such other duties as may be assigned by the Board of Directors.

(e) Show Committee. The Show Committee shall be chaired by a Director and is responsible for the coordination and management of the annual ice shows. The committee shall report regularly to the Board and shall prepare a written report of the procedures and outcomes of the shows. The committee shall perform such other duties as may be assigned by the Board of Directors.

(f) Ad Hoc Committees. The President shall create and appoint chairpersons and members to such committees as the President deems necessary, subject to approval of the Board of Directors. The committee shall perform such other duties as may be assigned by the Board of Directors.

ARTICLE V OFFICERS

Section 5.1 **Number and Qualifications**. The elected Officers of the Club shall be a President (who shall also serve as the Chairman of the Board), one or more Vice-Presidents, a Secretary and a Treasurer. The Board of Directors may also appoint such other Officers, assistant Officers and agents as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of President and Secretary. Officers must 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 5.2 **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. The office of Treasurer may only be filled by the same Director for three (3) consecutive one-year terms; a one-year term must separate subsequent terms as Treasurer.

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

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

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

Section 5.6 **Vacancies**. A vacancy in any office, however occurring, shall be filled by the remaining Directors, by majority vote, for the unexpired portion of the term.

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

(a) President. The President shall be the Chairman of the Board, shall preside at all meetings of the Board of Directors, and shall perform all other duties incident to the office of the president and chairman.

(b) Vice-Presidents. The Vice-President or Vice-Presidents shall assist the President and shall perform such duties as may be assigned to them by the by the Board of Directors of the President. The Vice-President (or if there is more than one, then the Vice-President designated by the Board of Directors, or if there be no such designation, then the Vice-Presidents in order of their election) shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the President.

(c) Recording Secretary. The Secretary shall (i) keep the minutes of the proceedings of the Board of Directors; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the Club records; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors. The Recording Secretary shall supervise all reports, documents, contacts and agreements connected with the business of the Club.

(d) Corresponding Secretary. The Corresponding Secretary shall notify the U.S. Figure Skating of changes to the Officers and the Constitution/Bylaws. The Corresponding Secretary shall act as the Capital Regional Council, CRC, representative for the Board. If no Corresponding Secretary is elected, the duties of the position shall be accomplished by the Recording Secretary.

(e) Treasurer. The Treasurer shall (i) be the principal financial Officer of the Club and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the Club, and pay out of the funds on hand all bills, payrolls and other just debts of the Club of whatever nature upon maturity; (iii) be the principal accounting Officer of the Club and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the Club and the results of its operations; (iv) upon request of the Board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

Section 5.8 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 VI
STANDARDS OF CONDUCT FOR DIRECTORS AND OFFICERS

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

6.2 **Reliance on Certain Information and Other Matters**. In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director or Officer shall not be considered to be acting in good faith if the Director or Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a Director or Officer are entitled to rely are: (i) one or more Officers 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. A Director or Officer is not acting in good faith if the Director or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 6.2(b) unwarranted.

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

**ARTICLE VII
CONFLICTS OF INTEREST**

Section 7.1 **Definition.** As used in this Section 7.1: (i) "conflicting interest transactions" means a contract, transaction, or other financial relationship between the Club and a Director of the Club, or between the Club and a party related to a Director, or between the Club and an entity in which a Director of the Club is a Director or Officer or has a financial interest, and (ii) a "party related to a Director" means a spouse, a 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 7.2 **Procedure; Action; Disclosure.** No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Club, solely because the conflicting interest transaction involves a Director of the Club or a party related to a Director or an entity in which a Director of the Club is a Director or Officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Club's Board of Directors or of a committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose 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 7.3 **Loans.** 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 VIII

CONFLICT RESOLUTION

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

**ARTICLE IX
INDEMNIFICATION**

The Club shall indemnify any Director, Officer or agent of the Club to the fullest extent permitted by the 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 X RECORDS

Section 10.1 **Records**. The Club shall keep as permanent records minutes of all meetings of the members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Club, and a record of all waivers of notices of meetings of the members and of the Board of Directors or any committee of the Board of Directors. The Club shall also maintain the following records: (i) appropriate accounting records; (ii) its articles of incorporation and these 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; (viii) The Club's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and (ix) all financial statements prepared for periods during the last three (3) years that a member of the Club could have requested under the State law.

Section 10.2 **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 the designated time 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 Club; (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.

**ARTICLE XI
MISCELLANEOUS**

Section 11.1 **Fiscal Year.** The fiscal year of the Club begins on July 1 and ends on June 30, which corresponds with the fiscal year of U.S. Figure Skating.

Section 11.2 **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 applicable statute.

Section 11.3 **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 11.4 **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.

**COLUMBIA FIGURE SKATING CLUB
BYLAWS CERTIFICATE**

The undersigned certifies that he/she is the Secretary of The Columbia Figure Skating Club, Inc. and that, as such, the undersigned is authorized to execute this certificate on behalf of said Club and further certifies that attached hereto is a complete and correct copy of the presently effective Bylaws of the Club.

Dated: _____

Secretary, CFSC