

Bylaws of The Bay Country Figure Skating Club

Article I-Name, Existence, Office

Section 1.1 Name.

The name of this organization is the Bay Country 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 Maryland and shall be governed by the Nonprofit corporation law of the state Maryland.

Section 1.3 Membership in U.S. Figure Skating.

The Club has been formed to be a member of United States Figure Skating (USFS), 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 644 Fairground Rd Harrington, DE. 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 club is P.O. Box 8, Harrington, DE, and may be changed by the Board of Directors or by the Officers of the Club.

Article II- 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.

Article III-Membership

Section 3.1 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 Dues.

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. The fee schedule for the membership dues shall be determined by the Membership Committee; approved by the Board; and may change.

Section 3.3 Arrears for dues.

Any member in arrears for any payments due to the club including but not limited to dues, ice contract payments or other indebtedness shall be notified by mail, phone or email by the Treasurer. The Board of Directors may drop from the membership role the name of such delinquent member. A member dropped from the role for indebtedness shall be ineligible to receive discounts on ice sessions, hold office, vote, participate in Club test sessions, exhibition or other events, or utilize any other membership privileges. Such members may be denied Club authority to participate in any competition, test session, exhibition or other event sanctioned by the USFS and will be notified to USFS by the Treasurer, as members NOT in good standing. A member dropped from the role of indebtedness may, upon payment of debts, be reinstated to the membership by the Board of Directors.

Section 3.5 Resignation.

Any member not in arrears for dues or other indebtedness may resign membership in writing to the secretary, who shall inform the Board of Directors for action at the next regular Board meeting. Refunds of dues shall not be made to members resigning during the skating year.

Section 3.6 Classes of Membership.

Classes of Membership shall include the following:

~~Senior Members: Senior members shall be~~ Full Membership: Members who are at least eighteen (18) years of age, shall have the right to vote, serve on committee chairs and enjoy all the privileges of the

club. If over twenty-one (21) years of age can vote and hold office.

~~Junior Members with Parent/Guardian: Junior~~ Subsequent/Additional Membership: Members ~~shall be~~ who are under eighteen (18) years of age can ~~and shall~~ neither vote nor hold office. A parent or guardian will hold all the rights and privileges of such. A parent or guardian may have more than one junior member.

~~Associate Member:~~ Associate Membership: An associate member is a skater who holds a USFS number with another figure skating club. An associate member recognizes another club as his/her home club and can vote if over the age of 18. An Associate member may hold office if over 18, but may not hold majority of the board. ~~and may not vote or hold an office.~~

~~Professional Member:~~ Professional Membership: (i) A Full professional member is a professional instructor who holds a USFS number and recognizes the Club as his/her home club. A Professional Member may vote and hold office with the Club. (ii) An Associate professional member is a professional instructor who holds a USFS numbers and recognizes another club as his/her home club. An Associate Professional member may not vote nor hold office.

~~Introductory Member:~~ Beginner Membership: A skater who is interested in possibly joining the club but does not want to commit to a specific type of membership can be come ~~an Introductory~~ a Beginner Member. ~~An Introductory~~ A Beginner member can not be a current member of any other club or had a previous USFS membership. ~~This type of member will receive ice package only through the club.~~ A Beginner ~~An introductory~~ member will have voting privileges ~~no vote and~~ , however may not hold office. A Beginner ~~An introductory~~ membership expires at the end of the skating season (June 1) in which he/she became a member. For the purpose of this membership category, a skating season begins on or about September 8 and runs through June 11 of the following year.

Special Membership: The Board of Directors may, at its discretion, establish such other special membership categories, as it deems necessary and proper. These members shall have such rights as are designated by the Board of Directors.

Section 3.7 Application for Membership.

Bay Country Figure Skating Club admits members of any age, race, color, and national or ethnic origin. Applications for membership including payment of dues, completed waiver of liability and completed

emergency release forms must be submitted to the Chair of the Membership Committee. Annual membership for each class of membership begins concurrently with the USFS calendar which is July 1st of one year through June 30th of the next, and are renewable each year.

Section 3.8 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 fifteen (15) days prior written notice of the expulsion, suspension, or termination and 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. Written notice must be given by first class or certified mail sent to the last known address of the member shown on the club's records. Any member expelled or suspended shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to the termination, expulsion, or suspension.

Section 3.9 Approval for Competition and Exhibition.

No member or members of the Club shall make entry in the name of the Club in test competition or exhibition except with the approval of the President, Treasurer or the Test Chairperson. This approval by the Treasurer or Test Chairperson assures that the member is in "Good Standing" with the Club.

Section 3.10 Volunteer Time.

~~Senior~~ Full members or parent/guardians of ~~junior~~ members are required to give ~~10~~15 volunteer hours per skating season. Associate and Beginner members are required to give 5-10 volunteer hours per skating season. If member or parent/guardian does not complete or chooses not to volunteer ~~hours a fee of \$100.00 for Full Members must be paid to the club instead of volunteering~~ a fee of \$10.00 per hour will be assessed by the last month of the skating season. If this is not paid the skater, if over twenty one will be reported to USFS as a member not in good standing.

Article IV -Membership Meetings

Section 4.1-~~Regular~~ General Meetings.

There shall be at least two (2) ~~regular~~ general membership meetings for the membership each year. The first regular meeting shall be held within thirty (30) days of the opening of the skating season and within one month of the closing of the skating season in the spring. All

regular meetings shall allow transactions of business as may properly come before the meeting. There shall be at least one (1) annual stated General membership meeting each year in the spring. Elections will be held and annual reports submitted. The agenda for the Annual Fall General Membership Meeting shall include elections, reports by Officers and Committee Chairs, review of the year, and review and objectives for the upcoming year

~~Section 4.2 Annual Membership Meeting. Move to section 4.1~~

~~There shall be at least one (1) annual stated Club membership meeting each year in the spring. Elections will be held and annual reports submitted. The agenda for the Annual Meeting shall include elections, reports by Officers and Committee Chairs, review of the year, and review and objectives for the upcoming year.~~

Section 4.2 4.3 Special Meetings.

Special meetings of the membership may be called by the President, Board of Directors or upon written request of not less than ten percent (10%) of the voting members in Good Standing. Business to be transacted at any special meeting shall be limited to the discussion, consideration, and resolution of those items stated to be the purpose(s) of the meeting in the notice thereof.

Section 4.3 4.4 Quorum.

A quorum shall consist of twenty percent (20%) of the voting membership in Good Standing.

Section 4.4 4.5 Notices.

Notice of regular and special meetings shall be mailed via electronic means and/or US Postal services by the Secretary to every voting member at least ten (10) days in advance thereof, and shall be posted by the Secretary for the same length of time on the Club bulletin board. Notice of meetings shall state the purpose(s) of the meeting.

ARTICLE V-Board of Directors

Section 5.1 Board of Directors.

There shall be a Board of Directors (also known as the Board) composed of the four elected officers of the Club and three elected members of the Club. The Directors and Officers of the club shall be elected according to the procedure outlined in the Nomination and Elections section of these Bylaws. If due diligence has been taken to find new Board members and there are not enough nominations to fill 7 positions, the Board may authorize a one year waiver and have five

elected Directors, consisting of the four elected officers and one elected member. Notice of this waiver must be given not less than ten (10) days before the annual meeting.

Section 5.2 Authority.

The Board shall have entire authority in the management of affairs and finances of the Club and shall have general control of all its property. All rights and powers connected therein shall be vested in them.

Section 5.3 Qualifications.

Directors must be full members of the Club or have thirty (30) days of the beginning of the season to become members. Coaches may serve as Directors of the Club so long as they do not collectively constitute a majority of the Board of Directors. The chairpersons and committees shall be appointed by the Board.

Section 5.4 Term of Office & Vacancy.

To insure that the Board of Directors has a balance of experienced and new Directors the terms for the Board will be as follows; the President will serve 2 years as an Officer and serve as an active Board Member for one year following his or her term of office, even if he/she just completed the last year of his/her first or second term. The Treasurer will serve a term of 2 years, the Vice-President, Secretary, and the remaining Board of Directors will serve one year. Board of Directors can not serve more than 2 consecutive terms. In the event of a vacancy on the Board of Directors, it shall be filled by vote of the remaining Directors with a full member in good standing. Such appointed Director shall fill the unexpired term of the vacated Director position.

Section 5.5 Rules.

The Board of Directors shall make such rules as they deem proper respecting the use of the Clubs property; prescribe rules for the admission of non-members; fix penalties for the offenses against the rules; and make rules for their own government and for the committees appointed by them.

Section 5.6 Appropriations & Review.

All appropriations from the funds of the Club shall be made by the Board. The Board shall review records of the Secretary, Treasurer, and the Committees as they deem necessary.

Section 5.7 Indebtedness.

The Board shall have power to limit the indebtedness of a member of the Club.

Section 5.8 Suspend or Expel.

The board shall have the power to suspend or expel any member for violation of the Bylaws or for conduct which they shall deem improper, but no member shall be expelled or suspended without right to hearing.

Section 5.9 Board Member Termination.

A Board of Director shall be terminated and position deemed vacant without any action being required of the Board of Director of its membership if:

- By notice in writing he/she resigns from the office.
- He/She is no longer a member of the Club.
- He/She serves on the Board of any other figure skating club.
- He/She is found unfit as a Board of Director by virtue of immorality, ineptness and/or lack of responsibility or any act detrimental to the Club.

Section 5.10 USFS Delegate.

The Board shall elect a Delegate(s) to the USFS Governing Council. The Secretary shall inform the USFS Secretary, in writing, of the representative(s) between the Club and the Association. The Delegate(s) shall attend the USFS meetings, either in person or by proxy.

Section 5.11 Duties of Directors.

The duties of all Board of Directors will be to focus on long-range vision, strategic plans and sustainability of the Club, monitor and evaluate program progress, carry out policies and procedures. The Board will prepare and review budgets and review expenditures. The Board will review contracts and review all standing committees.

ARTICLE VI-Officers

Section 6.1 Number, Qualification, and Term of Office.

The Officers of the Club shall include a President, Vice-President, Secretary, and Treasurer. All Officers shall be elected according to procedures outlined in the Nomination and Election section of these Bylaws. No person shall hold a simultaneous office in the Club. No Officer may hold the same office for more than two (2) consecutive terms. All nominations for Officers should have previous experience serving on a board of an organization, committee, or other professional qualifications.

Section 6.2 Duties of Officers.

President: Term of this position will be three years. Two years as president and one year after as a Board of Director.

- * Take charge of the club and act as Chief Executive Officer.
- * ~~Announce monthly meeting, provide and distribute agenda prior to meetings and~~ Preside at all meeting including the annual General Membership meeting.
- * Have general and active management of all club affairs.
- * Have the power to suspend members with Board approval. Handles all aspects of grievance with the Board.
- * Carries into effect all orders and resolutions of the board.
- * Sign all agreements and contracts made by the Club upon approval of the Board.
- * Ensures each Board Member understands and maintains their responsibilities. Liaison for all Chairs of Committees.
- * Provides clear concise communication to all Board Members.
- * Delegates responsibilities to the Vice President.

Vice President: Term of this position will be for one year.

- * Acts in all cases for and as the President in the latter's absence or incapacity.
- * Assists the President in discharge of all duties.
- * Officiates in the absence of the President
- * Assists ~~President~~ secretary in formulating and distributing the agenda for all meetings.
- * Maintains and updates all sanctions for the Club.
- * Notifies USFS of Club or Officer and Board changes.

Secretary: Term of this position will be for one year.

- * Captures, finalizes, and distributes Minutes of the Meetings of the Club.
- * Obtains all reports from Committees and Board Members.
- * Records all voting and all meeting minutes.
- * Maintains and updates Minutes, file Committee reports, Bylaws, Handbook and Sanctions.
 - Reserves room for all meetings of the Club.
 - Announce monthly meeting, provide and distribute agenda prior to meetings to the board.

Treasurer: Term of this position will be for two years.

- * Shall have charge of all the funds of the Club.
- * Keeps accurate record of all receipts and disbursements.
- * Prepares and presents detailed fiscal statements at every Board meeting.

*Able to review and sign competition and test forms for Club members.

* Prepare and file all local, state, and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit.

ARTICLE VII-Committees of the club

Section 7.1 Names of Committees.

The standing committees shall be (a) Membership Chair, (b) Test Chair, (c) Show/Exhibition Chair, (d) Nomination Chair, (e) Ice Monitor Chair, (f) Public Relations Chair, (g) Fundraising Chair, (h) Safesport Compliance Chair and such other committees as the Board of Directors shall deem necessary. They shall be appointed during the annual election meeting in the spring for the following year by the Board of Directors; except for the Nomination Committee.

Membership Committee:

- * This committee will consist of one member or parent/guardian of a member.
- * Distributes and handles all applications for membership to the Club and USFS.
- * Works with Treasurer to ensure membership dues are deposited.
- * Updates and maintains all on-line and club records for address changes.
- * Distributes information to new members.
- * Provides and updates a yearly member list, to be kept in the Club handbook.
- * Reviews, tracks, and reports on registration statistics yearly.

Test Committee:

- * This committee will consist of one member or parent/guardian of a member.
- * Schedule all tests, selects and arrange for judges.
- * Initiates and completes test checklist as set forth in the USFS rulebook.
- * Responsible for planning, executing, and reporting of each test session.
- * Provides a detailed financial report with assistance of the Treasurer.
- * Works with the Treasurer to make sure monies are deposited.
- * Updates and maintains record of all test results.
- * Posts recognition of tests passed on the bulletin board and in the newsletter.

- * Able to review and sign competition forms and test forms for Club members.

Show/Exhibition Chair:

- * This committee will consist of no less than two members or parents/guardians of a member..
- * Arranges all exhibitions and shows with Board approval.
- * Meet regularly and as needed to assure progress of show details and report progress to the Board.
- * Consider strategic plans to assure all areas of the show are adequately provided.
- * Works with the Public Relations chair in executing notification of events.
- * Work closely with the Treasurer to assure timely and appropriate accounting of fees and related payments.
- * Establish sub-committees as necessary to cover the details needed.

Nomination Committee:

- * This committee will be appointed by its members annually, consisting of three (3) members or parents/guardians of a member and the Board electing one of those members as the Chair.
- * Reviews the nomination process, including the nomination form and ballot form at least five (5) months prior to Annual meeting and elections with the board and the nomination committee
- * Maintains a list of members who are eligible to vote with assistance of Membership Chair.
- * Follows the nomination and election procedures outlined in these Bylaws.

Ice Monitor Committee:

- * This committee will consist of one member and one Director of the Club.
- * Shall have complete charge of the Club ice sessions by enforcing the rules and regulations governing the membership and their conduct at the rink during club ice sessions.
- * Schedules volunteers to ensure the check in of all ice sessions are monitored.
- * Schedules and assist volunteers for music monitor position.

- * Work closely with the Treasurer to assure accuracy of payment of scheduled ice.
- * Track volunteer hours for Club membership to report hours worked to report to Membership Chair.

Public Relations Committee:

- * This committee will consist of one member.
- * Furnish requested news items of the club's activities to local newspapers, radio and television stations.
- * Promote good will with other skaters, with the public, and other clubs.
- * Further the education of the public toward figure skating through educational press releases.
- * Prepare and distribute a periodic club newsletter. Update and maintain the BCFS bulletin board. Coordinate information with the Webmaster.

Fundraising Committee:

- * This committee will consist of at least one member.
- * Seek out profitable fundraising opportunities for club members to participate.
- * Maintain open communication with the Board and seek approval of fundraising opportunities to be carried out.
- * Designate a contact person to track volunteer hours for Club memberships to report hours worked, and direct questions as needed.
- * Work closely with the treasurer to assure timely and appropriate accounting of related financial transactions.
 - ★ complete all fundraisers in a timely manner

Safesport Committee:

- ★ This committee will consist of at least one member
- ★ Oversee and implement club policies based upon recommendations of USFS Safesport program.
- ★ Provide educational programs for all members, parents and coaches.
- ★ Verify that all coaches participating in club and USFS events are compliant per USFS Safesport program.

- ★ Understand and execute reporting structure and refer all reports of violations of Safesport policies directly to appropriate USFS committee.
- ★ Perform other functions as necessary in the fulfillment of USFS continuing efforts to foster safe, healthy and positive environments for its members.

ARTICLE VIII-Standard of Conduct for Directors and Officers

Section 8.1 General.

Each Director and Officer shall perform their duties as a Director of 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 interest of the Club and (iii) with the care an ordinary prudent person in like position would exercise under similar circumstances. A Director of 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 as 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 person on who 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 believe to be within such person's professional or expert competence; (iii) a committee of the Board of Directors or Officer does not serve if the Director reasonably believes the committee merits confidence.

Section 8.3 Limitation of 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 Office if, in connection with such action or omission, the Director or Officer performs their duties in compliance with this section.

Section 8.4 Loans.

No loans shall be made by the Club to its Director or Officers. Any Director or Officer who attempts to or participates in the making of any such loan shall be liable to the Club for the amount such loan until the repayment thereof.

ARTICLE IX-Meetings

Section 9.1 Board Meetings.

The Board shall meet once every month. The date of such meetings shall be stated by the President or in the President's absence by the Vice President. Any four (4) members of the Board may call an additional Board meeting upon written notice to all the members of the board at least seven (7) days prior to the meeting. The notice shall state the date of the meeting, purpose for which meeting is called and the names of the four members requesting the meeting. Members may attend calendar identified board meetings. Notice to the secretary, at least ten (10) days prior to board meetings, is required by the Club members for the addition of an agenda item to be discussed at board meetings. Club members may not vote or take part in the discussion. Members may request a Special meeting to the membership to discuss an issue or topic. (See Section 4.2)

Section 9.2 Voting by Board Members.

Each Board member shall have one vote. Voting is done by a show of hands for yes or no. Those present at a meeting may vote unless excused by the Board. The excused Board member may then, by written notice to the Board, be allowed to vote. Approval by the Board for the excused voting must be requested at least three (3) days in advance of the Board meeting. The secretary shall reflect this request in the Board meeting minutes. Votes shall be recorded in the minutes reflecting the number of yes and no votes as well as the outcome decided. Voting for nomination and elections is submitted by paper ballots.

Section 9.3 Order of Motions at Board and Club Meetings.

Motions shall be entered only when adjourning meeting, table a previous question, postpone questions, commit an outcome to action, and amend an outcome or question. A motion to reconsider must be made by Board members who vote with the majority, and at the same or succeeding meeting.

Section 9.4 Quorum.

Four (4) members of the Board shall constitute a quorum.

Section 9.5 Regular Meetings.

There shall be at least two (2) regular meetings for the membership each year. The first regular meeting shall be held within thirty (30) days of the opening of the skating season and within one month of the closing of the skating season in the spring. All regular meetings shall allow transactions of business as may properly come before the meeting.

Section 9.6 Annual Membership Meeting.

There shall be at least one (1) annual stated Club Election meeting each year in the spring. Elections will be held and annual reports submitted. The agenda for the Election Meeting shall include, but not be limited to, reports by current Officers and Committee Chairs, review of yearly schedule, proposal and review objectives for the year, elections, approval of amendments and revisions of Bylaws.

Section 9.7 Special Meetings.

The secretary shall call a special meeting at the direction of the President, or upon written request of seven (7) home club members in good standing. Members are required to provide agenda items to be discussed at the meeting. No business shall be transacted at a special meeting except that of which notice was given. Notice of special meetings shall be written by the Secretary to every member at least seven (7) days in advance thereof, and/or shall be posted by the Secretary for the same length of time on Club bulletin board/website.

ARTICLE X-Nomination and Elections

Section 10.1 The Nominating Committee.

The Nomination Committee shall be composed of three (3) members and shall be elected by the membership annually. The Chair of the Nomination Committee shall be elected by the Board of Directors from the three members. No club officers shall be members of the Nomination Committee. The term of the Nominating Committee shall be one (1) year. Members or Parents/Guardians must be at least 21 years of age to participate on this committee.

Section 10.2 The Nominating Process.

The nominating process shall be conducted annually.

Section 10.3 Call for Nominations. A call for nominations for the next year's Nominating Committee and for open positions on the Board

shall be published and distributed to all voting members of the club.

Section 10.4 Nominations for Directors and Officers of the Board.

The Nominating Committee shall identify qualified candidates to be slated in the election for open Board positions. The selection of candidates shall be from those identified through the nomination and voting process. Nominee can only accept nomination for one position. Should this process result in fewer than the required number of candidates, the nominating committee shall identify additional candidates. The nominating committee shall present qualified candidates for open positions on the Board on paper ballots.

Section 10.5 The Ballot Listing Candidates.

The paper ballot listing candidates shall be sent by the Nominating Chair to each eligible voting member of the Club at least one (1) month preceding the Annual Election Meeting. The ballot shall list the nominees selected for the Board and Nominating Committee. Each eligible voting member may cast one vote for each candidate in each of the categories.

Section 10.6 Ensuring Fair Voting.

The Nominating committee shall take steps necessary to ensure that balloting is fair and equitable. Actual opening of the ballot envelopes and counting of the ballot is to take place at the annual meeting (see Section 4.2). All ballots have to be received by the Nomination Chair prior to the day of the annual meeting; no late ballots will be accepted; no floor nominations will be accepted.

Section 10.7 Counting the Votes.

The Nomination committee shall tabulate votes. The candidates for each board position receiving the largest number of votes shall be elected to the respective Board position. The candidates for the Nominating committee receiving the highest number of votes shall be elected to the Nominating committee. At the conclusion of the counting of the votes, the nomination committee will review the results with the Board. The President will present the results of the election to the members. These results will be noted in the Minutes of the Annual meeting.

Section 10.8 Records.

The Secretary shall preserve the records of an election for at least three years.

Section 10.9 Tie Votes.

Tie votes for the election of Directors, Officers, or the Nomination Committee shall be settled by a vote of the current Board.

ARTICLE XI-Conflicts of Interest

Section 11.1 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 11.2 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 11.3 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 as follows:

Any member or members having a complaint against another member for the infraction of any law or rule, other than skating rules, as for conduct injurious to the welfare of the Club, may report the same in writing to the Board of Directors. Such complaint shall set forth the facts of the case, together with the names of the witnesses, if any. After receiving such complaint, a meeting of the Board of Directors shall be held as soon as practicable to investigate same. The complainant or complainants, and the member complained of, shall receive at least seven (7) days notice, of such meeting and may be heard with their witnesses. The statements and evidence shall be reduced to writing and filed with the Secretary to the complainant or complainants, and to the member complained of. A decision of the Board of Directors will be made within seven (7) days thereafter and communicated to all parties.

ARTICLE XII-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 standards 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 party 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 the 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, 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 12.1 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 13.3 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 13.4 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.

Date: _____ 2012 _____

Printed name

On file with Secretary

President: _____

Signature

Kim Anderson

Secretary: _____

Date: _____ 2012 _____

Printed name

On file with Secretary

Secretary: _____

Signature