

BYLAWS of the NEW EDGE FIGURE SKATING CLUB

(Added Language only Yellow Shaded) Adopted: November 5, 2010

Revised: March 20, 2011

Amended: October 2, 2012

Amended: September 24, 2016

Amended December 9, 2018

Ammended May 23, 2023

ARTICLE I

NAME; EXISTENCE; OFFICES

1.1 **Name**. The name of this organization is the New Edge Figure Skating Club (referred to in these Bylaws as the “Club”).

1.2 **Incorporation**. The Club is incorporated as a nonprofit corporation under the laws of the state of Michigan and shall be governed by the nonprofit corporation law of the state.

1.3 **Membership in U.S. Figure Skating**. The Club has been formed to be a member of The United States Figure Skating Association (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**. As provided in the Articles, the principal office/headquarters of the Club shall be located at John Lindell Ice Arena, 1403 Lexington Blvd., Royal Oak, Michigan 48073. The registered office of the Club required by the Nonprofit Law to be maintained in the State may be, but need not be, the same as the principal office/headquarters of the Club, and the address of the registered office may be changed from time to time by the Board of Directors or by the Officers of the Club.

Section 1.5 **Corporate Seal**. The corporate seal shall be:



1.6 Definitions. The following words, terms or phrases, when used in these Bylaws, shall have the following meanings unless the context indicates a different meaning:

- 1.6.1 “Articles” shall mean the most current Restated Articles of Incorporation of the Club.
- 1.6.2 “Club” shall mean New Edge Figure Skating Club, a Michigan nonprofit corporation.
- 1.6.3 “Approved Written Communication” shall mean written communication by hand delivery or mail (including U.S. or recognized express mail service or in a publication of the Club directed to all intended recipients) or if the intended recipient is a, Director, Officer, employee or any other individual that has not objected, by Electronic Transmission using the best contact information given by recipient to or known to the Club. However, in urgent circumstances oral communications authorized jointly by any two Officers given in person or by telephone call, followed by communication in writing as provided above, shall constitute Approved Written Communication. Notices, votes or other communications given by any type of Approved Written Communication are considered to be “in writing” or “written notice” for purposes of the Bylaws and the Articles.
- 1.6.4 “Board” shall mean the Board of Directors of the Club under these Bylaws and the law
- 1.6.5 “Electronic Transmission” or “Electronically Transmitted” means, as provided in the Articles, any form of communication that meets all of the following:
- (a) It does not directly involve the physical transmission of paper.
 - (b) It creates a record that may be retained and retrieved by the recipient.
 - (c) It may be directly reproduced in paper form by the recipient through an automated process.
- 1.6.6 “In Attendance” means participation in a meeting by being physically present in person at the meeting or by, if, and in the manner authorized by the chair of the meeting or by the body that is meeting, Remote Participation.
- 1.6.7 “Remote Participation” means, consistent with the Articles, participating by conference telephone, video conference, or other means of remote communication, by which all persons participating in the meeting can effectively communicate with each other, and otherwise in accordance with the Articles and these Bylaws.
- 1.6.8 “Voter” means an individual who is currently eligible to vote at a USFS skating club for themselves or a family member.

ARTICLE II

PURPOSES

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.

2.1 Purposes and Powers. As provided in the Articles, the Club is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) and 509(b) of the Internal Revenue Code of 1986 (or any revision of said Code). Further, as a member club of The

United States Figure Skating Association, (“USFS”), the Club shall govern itself according to the stated objects of the USFS By-Laws as, amended to April 30, 2022 or any future revision which supports and/or develops participants in the sport of figure skating. Further, and/or more specifically the activities of the Club under the above stated purpose and object for organization and/or amendment to such purpose and object shall include and encompass the following:

- (a) encourage full participation in the sport of figure skating by all Persons, regardless of age, race, gender, religion, sexual orientation, ethnicity, or ability; to improve or advance figure skating in all its forms; and
- (b) to maintain uniform standards of skating proficiency as defined by the USFS and Learn to Skate USA (“LTS”);
- (c) to prescribe rules for holding tests, competitions, exhibitions and other special events where such rules are in accord with or do not controvert the objects and rules set forth by USFS existing at such time; to use officials for all tests, competitions and other figure skating events that are designated and appointed as qualified by USFS;
- (d) generally, to take all steps necessary to regulate and govern itself for the advancement of figure skating, including the raising of funds to support the activities of the Club and USFS by dues, sale of goods and services, event fees, sanction fees and/or any lawful means, provided that none of the income of the Club inures to the private profit of any of its Members or any individual whatsoever;
- (e) to sponsor and to participate or assist in the sponsorship of events for the purpose of stimulating and encouraging the growth of interest of all Persons and the general public in figure skating, and in connection therewith, to assist financially or otherwise in accordance with the rules of the Club and USFS, if said rules of USFS are applicable;
- (f) to assist those persons who have demonstrated a continuing interest in figure skating and a devotion to the aforesaid charitable and educational purposes of the Club and USFS, if said rules of USFS are applicable and who are in need of financial assistance in order to continue their advancement in figure skating and/or to obtain an education, by grants for the benefit of such persons to cover the costs of all or any part of the expenses incurred in furtherance of figure skating or educational goals;
- (g) To raise funds from the public and from all other sources for the purposes of furthering the charitable purposes of the Club; To acquire, own, use, lease as lessor or lessee, convey and otherwise deal with real and personal property and any interest therein, and to apply gifts, grants, bequests and devises and the proceeds of such, in furtherance of its charitable purposes, all in support of or in furtherance of the charitable purposes of entities which are exempt under Section 501(c)(3) and qualify as public charities under section 509(a)(1) or 509(a)(2) of the Code;
- (h) To receive, accept and utilize all gifts or grants which may be furnished to it in support of or in furtherance of the charitable purposes described in this Article;
- (i) To make gifts and grants to other organizations which are exempt from tax under Section

501(c)(3) of the Code, in support of or in furtherance of the charitable purposes of the Club;

(j) To contract with other organizations, for profit and nonprofit, with individuals, and with governmental agencies in support of or in furtherance of the charitable purposes of the organizations described in this Article;

(k) To do such things and to perform such acts to accomplish its purposes that are not forbidden by Sections 501(c)(3) and 509(a)(2) of the Code, with all the powers conferred on nonprofit corporations by the laws of the State of Michigan.

2.2 **Tax Exemption Compliance.** As provided in the Articles of Incorporation, notwithstanding any other provisions of the Articles, the Club shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Sections 501(c)(3) and 509(a)(2) of the Code and its regulations or under state laws as they now exist or as they may hereafter be amended. No part of the net earnings of the Club shall inure to the benefit of or be distributed to its Members, Directors, Officers or other private persons. The Club shall avoid any transaction which likely threatens the tax exemption of the Club. Further, no substantial part of the activities of the Club shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. No officer or Director shall have any title or interest to the Club's property. However, the Club may pay reasonable compensation for services rendered in furtherance of the Club's purposes.

ARTICLE III **MEMBERS**

3.1 **Members.** As provided in the Articles, the Club shall have Members who are interested in the objects and purposes of the Club and who are registered with USFS, 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 principles of ethical behavior of the Club and USFS.

3.2 **Responsibilities and Reserved Powers of the Members.** As provided in the Articles, in addition to doing all things required or allowed by law, the Members of the Club shall take the following actions:

3.2.1 Approve any change in the Articles of Incorporation, purposes or philosophy of the Club;

3.2.2 Approve changes in those provisions of the Club's Bylaws which affect the size, composition, and method of selection of the Board of Directors, or which affect this Article;

- 3.2.3 Approve plans of merger, consolidation or dissolution of the Club;
- 3.2.4 Elect and remove, with or without cause, the Club's Member Directors by 2/3 majority vote of the Members;
- 3.2.5 Approve the incurrence of debt by the Club or its subsidiaries or guarantees by the Club or its subsidiaries of the debt of others, in excess of maximum limits established by the Members;
- 3.2.6 Authorize the sale, lease, mortgage or other disposition of all or substantially all of the assets owned, held or leased by or to the Club;
- 3.2.7 Ratify or reject special operating and special capital budgets developed by the Board and any non-budgetary expenditures or creations of debt in excess of an amount designated by the Members from time to time;
- 3.2.8 Authorize the formation or acquisition of subsidiaries of the Club or the sale or other disposition of existing subsidiaries;
- 3.2.9 Approve any change in the method of distribution, or the class of beneficiaries receiving, funds of the Club; and
- 3.2.10 Authorize disbursement of charitable grants, distributions and donations in excess of limits established by the Members from time to time.

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

3.4 **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 twenty percent (20%) 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.

3.5 Notice of Meetings. Notice shall be given to each member entitled to vote at a meeting by Approved Written Communication g. . The notice of any annual, regular or special meeting of the Members stating the place, date and hour of the meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, except notices of a vote to approve an amendment to the Articles requires at least twenty (20) days advance notice. . Notice of a special meeting shall include a description of the purpose or purposes of the meeting. Notice of an Annual Meeting need not include a description of the purpose or purposes except the purpose or purposes shall be stated with respect to (i) an amendment to the Articles of Incorporation or Bylaws of the Club; (ii) a merger; (iii) a sale, lease, exchange, or other disposition other than in the usual and regular course of business, of all or substantially all of the property of the Club; or (iv) the dissolution and liquidation of the Club. When giving notice of an annual, regular or special meeting of Members, the Club shall give notice of a matter a Member intends to raise at the meeting if a person entitled to call a special meeting submits a request, in writing, and it is received by the Secretary or President at least ten (10) days before the Club gives notice of the meeting.

3.6 Methods of Notice. Written notice shall be given at the direction of the President, the Secretary or the persons calling the meeting, to each Member entitled to vote at such meeting. Such notice shall be deemed to be given and effective at the earliest of the date sent, properly addressed to the Member at the Member's address as it appears in the Club's current record of Members. A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to Members shall constitute a written notice or report if addressed or delivered to the Member's address shown in the Club's current list of Members, or in the case of Members who are residents of the same household and who have the same address in the current list of Members, if addressed or delivered to one of such Members, at the address appearing on the current list of Members.

3.7 Voting List. After a record date is fixed for a Membership meeting or for determining the members entitled to vote by written ballot, the Secretary shall make, at the earlier of ten (10) days before such meeting or two (2) business days after notice of the meeting has been given, a complete list of the Members entitled to be given notice of such meeting or any adjournment thereof. The list shall be arranged in alphabetical order and shall show the name, address of each member and number of votes to which each member is entitled. For the period beginning the earlier of ten (10) days prior to the meeting or two (2) business days after notice of the meeting is given and continuing through the meeting and any adjournment thereof, this list shall be kept on file at the principal office of the Club, or, if an in-person meeting shall be held, at a place (which shall be identified in the notice) in the city where the meeting will be held. Otherwise the list shall be used as the addressees of written ballots either via paper ballot, email ballot or

utilizing a commercial company procedures employing email and website voting. 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.

3.8 **Voting Rights**. The Board of Directors shall determine the classes of membership and the criteria for voting Membership, and the rights, privileges, preferences and conditions applicable to each class of Membership. There is no requirement that each class of Membership have the same rights, privileges, preferences, restrictions and conditions. Members under the age of 18 at the time of voting shall be represented by their parents or legal guardian who shall vote in their stead. One (1) vote per paid Home Club Membership is allowed on any issue or matter to come before a general Membership meeting, including the Annual Meeting.

3.9 **Club's Acceptance of Votes**. If the name signed on a vote, consent, or waiver, corresponds to the name of a Member, the Club, if acting in good faith, is entitled to accept the vote, consent, or waiver, or, and give it effect as the act of the Member. No Member under the age of 18 shall be entitled to vote.

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

3.11 **Quorum and Manner of Voting**. Twenty percent (20%) of the votes entitled to be cast by the Members on a matter shall constitute a quorum for action on the matter. If a quorum exists, action on a matter by the Members is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the vote of a greater number of votes is required by law or the Articles.

3.12 **Action Without a Meeting**.

3.12.1 **Voting By 2/3 Majority Written Consent**. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if consent in writing (or counterparts thereof), which may be by Electronic Transmission that sets forth the action so taken, shall be signed by a 2/3 majority of all of the Members entitled to vote with respect to the subject matter thereof and received by the Club. Such consent may be signed in paper counterparts or by an Electronic Transmission stating the action voted on (e.g., reply email), and shall have the same force and effect as a unanimous vote of the Members. Action taken under this Section is effective as of the date the last writing necessary to effect the action is received by the Club, unless all of the writings specify a different effective date, in which case such specified date shall be the effective date for such action. The record date for determining Members entitled to take action without a meeting is the date the Club first receives a writing upon which the

action is taken. Any Member who has signed a writing describing and consenting to action taken pursuant to this Section may revoke such consent by a writing signed by the Member describing the action and stating the Member's prior consent is revoked, if such writing is received by the Club before the effectiveness of the action. All signed written instruments necessary under this provision shall be filed with the minutes of the Membership meetings.

3.12.2 Voting By Written Ballot. Any action that may be taken at any annual, regular or special meeting of Members may be taken without a meeting if the Club delivers a ballot, on paper or by Electronic Transmission, to every Member entitled to vote on the matter received at least twenty-one days before the written ballots must be received back by the Club. The 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. If Electronic Transmission is to be utilized, the voting process may be performed using commercial company procedures employing emailing and website voting that in the judgment of the Board operates as effectively and as reliably as the written ballot processes historically used by the Club.

3.12.3 Definition of Electronic Transmission. For purposes of these Bylaws and compliance with law, "Electronic Transmission" or "Electronically Transmitted" means any form of communication that meets all of the following:

- (i) It does not directly involve the physical transmission of paper.
- (ii) It creates a record that may be retained and retrieved by the recipient.
- (iii) It may be directly reproduced in paper form by the recipient through an automated process.

3.13 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 ten (10) 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 seven (7) days before the effective date of the expulsion, suspension or termination by the Board of Directors. Written notice must be given by 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 3.15 apply to a Member's Membership in the Club and not to membership in U.S. Figure Skating, the latter of which is subject to applicable provisions of the Bylaws and Official Rules of U.S. Figure Skating pertaining to expulsion or suspension of membership privileges in U.S. Figure Skating.

3.14 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.

3.15 **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.

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, including Membership oversight, except as otherwise provided in the Nonprofit Law, the Club's Articles of Incorporation or these Bylaws.

(b) **Qualifications.** Directors must (i) be at least eighteen (18) years old and a high school graduate, (ii) be registered with USFS (iii) be voting Members of the Club (iv) be Home Club Members of the Club in accordance with provisions of applicable rules of USFS (v) not be a "Voter" at any other skating club (vi) be a Home Club Member for at least 12 consecutive months. Any Director holding office at the time a Bylaws change is approved, and who is made ineligible by those changes, may complete their term of office. In addition, Directors of the Club must be eligible persons, as defined in the eligibility rules of USFS; (*see*, U.S. Figure Skating Membership Rule 4.00, as may be amended from time-to-time).

4.2 Number, Term, and Election of Directors.

(a) **Number of Directors.** The number of Directors of the Club shall be as determined by the Board of Directors from time-to-time, but shall be no less than five (5) in number, except in the case of a temporary vacancy.

(b) **Term of Directors.** Directors shall serve a term of two (2) years. There is and shall continue to be classification of the Directors into 2 classes. The Directors whose term expires at the Annual Meeting of the Board of Directors in odd numbered years constitute "the Odd Year Class". The Directors whose terms of office expire at the Annual Meeting of the Board of

Directors in even numbered years constitute the “Even Year Class”. At each Annual Meeting after such classification, the number of Directors equal to the number of the class whose term expires at the time of such meeting shall be elected, in accordance with the procedures set forth. 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. No Director may be elected to serve more than 3 consecutive terms, but a Director may be elected to serve 3 additional consecutive terms after being appointed to fill a vacancy in a directorship.

(c) **Nomination and Election of Directors.** At a time reasonably in advance of each Annual Meeting of the Club, the President shall appoint a nominating committee chairperson of the Directors whose terms are not scheduled to expire at the upcoming Annual Meeting. The nominating chairperson shall solicit from the Membership four (4) nominating committee members. The nominating committee determines and presents to the Members, at a time reasonably in advance of the Annual Meeting, a list of nominees to stand for election as Directors to fill the positions of those Directors whose terms shall expire at the Annual Meeting. Additional nominations for Directors to be elected may be made by any voting Member at the time of the Annual Meeting. Notwithstanding anything herein above to the contrary, any nominee for election as a Director must evidence in writing in advance of or at the Annual Meeting, or in person at the Annual Meeting, such person's willingness to serve if elected. The Members shall, by the affirmative vote as required by the provisions of Section 3.12 of these Bylaws, elect the requisite number of Directors from among the list of nominees.

(d) **Voting.** Voting shall be by written ballot as provided in section 3.12(b). At least 10 days before the Annual Meeting, the Secretary shall by Approved Written Communication send written ballots consistent with their respective Member status to each Member. Such written ballots shall be returned before Return Date specified in the written ballot or voted in person at the Annual Meeting at the designated time. . Ballots not received 1 at or before the time required shall be invalid. At the conclusion of the Annual Meeting, all ballots will counted. This meeting shall be open to all Members, though the actual counting of the ballots shall be conducted under the supervision of the Secretary or such other person as the Board of Directors may designate. All Members will be notified of the results of the election within seven (7) days.

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.

4.4 **Removal.** Directors may be removed as follows: (i) The voting Members may remove one or more Directors elected by majority of eligible voting Members with cause (ii) A Director may be removed without cause by the voting Members only if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors; (iii) A Director may be removed only at a meeting of the Members 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 by majority of eligible voting Members (iv) A Director

elected by the Board of Directors may be removed with or without cause by the vote of a majority of all the Directors then in office, excluding the Director being considered for removal.

4.5 **Vacancies.** Any vacancy occurring among the Directors may be filled by the affirmative vote of a majority of the remaining Directors, even if that number is less than a quorum. A Director elected to fill a vacancy shall be elected for the un-expired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by a vote of the Members, and a Director so chosen shall hold office until the next election of the class for which such Director was chosen and thereafter until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal.

4.6 **Regular Meetings.** The Board of Directors shall hold no fewer than six (6) meetings during the calendar year. The date of such meeting shall be stated by the President or, in his/her absence, by the Vice-President. Meetings shall follow Roberts Rule of Order.

4.7 **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board called by them. Notice stating the place, day and hour of every special meeting of the Board of Directors shall be given to each Director at least two (2) days before the date fixed for the meeting. The notice of a special meeting need not specify the purpose of the meeting.

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.

4.9 **Meeting in Executive Session.** Any meeting or portion of a meeting of the Board at which the subject matter involves negotiation, competitive, or personal information, or a personnel action about a stakeholder which may be potentially embarrassing to one or more individuals or organizations or harmful to the Club if made public may be discussed in executive session with only Directors and others whose attendance is deemed necessary by the Board. A Director who is under review by the Board has no right to attend and may be excused by the Board from attendance. 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.

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 Director gives notice by Approved Written Communication of their consent to the Secretary for filing with the Club's records. The combined consents using written consent given by all Directors shall have the same effect as a unanimous vote of all Directors at a meeting.

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

ARTICLE V **OFFICERS**

Section 5.1 **Number and Qualifications**. The elected officers of the Club ("Officers") shall be a President (who shall also serve as the Chairman of the Board), one or more Vice-Presidents, a Secretary a Membership Chairperson 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 holding the office of President may simultaneously hold any other officer position. 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 Officers of the Club shall be elected by the Board of Directors at each regular Annual Meeting of the Club. If the election of Officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each Officer shall hold office until the Officer's successor shall have been duly elected and shall have qualified, or until the Officer's earlier death, resignation or removal.

Section 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, which would require a specific written contract.

Section 5.6 **Vacancies**. A vacancy in any office, however occurring, may be filled by the Board of Directors.

Section 5.7 **Authority and Duties of Officers**. The Officers 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 Chair 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 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) **Secretary**. The Secretary shall (i) cause the minutes of the proceedings of the Board of Directors be taken and be custodian of the Club records. (ii) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

(d) **Membership Chairperson**. The Membership Chairperson shall (i) cause records of all of the Club Members to be kept (ii) in general, perform all duties incident to the office of the Membership Chairperson and such other duties as from time to time may be assigned to the Membership Chairperson by the President or by the Board of Directors.

(e) **Treasurer.** The Treasurer shall (i) be the principal financial officer of the Club and have the cause the care and custody of all its funds, securities, evidences of indebtedness and other personal property be well maintained and deposit funds or equivalent the same in accordance with the instructions of the Board of Directors; (ii) receive and give receipts for monies paid in on account of the Club, and cause to be paid 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, cause to be safely kept 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 cause to be prepared and furnished 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. This is not needed if Theft/Crime insurance is purchased by the Club.

ARTICLE VI

STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

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

6.2 **Reliance on Certain Information and Other Matters.** In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director or Officer shall not be considered to be acting in good faith if the Director or Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a Director or Officer are entitled to rely are: (i) one or more officers or employees of the Club whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal

counsel, a public accountant, or other person as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence; (iii) a committee of the Board of Directors on which the Director or Officer does not serve if the Director reasonably believes the committee merits confidence.

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

ARTICLE VII **CONFLICTS OF INTEREST**

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.

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.

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.

7.4 **Member or Board Policy**. To protect the interests of the Club and its charitable tax exempt status under Section 501(c)(3) of the Code, the Members or Board may establish conflict of interest policies which either amplify the foregoing or define specific circumstances which are not deemed to be a conflict of interest or potential conflict of interest.

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 policies outlined by U.S. Figure Skating.

ARTICLE IX **LIMITATION OF LIABILITY AND INDEMNIFICATION**

Section 9.1 **Indemnification**. The Club shall indemnify any Director, Officer or authorized unpaid volunteer and may indemnify an 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.

9.2 **Approval of Indemnification.** As provided in the Articles of Incorporation, any indemnification under Sections 9.1 of this Article shall be made by the Club only if authorized by a majority vote of the Board, limited to those Directors who are not parties to the action suit or proceeding, or if ordered by a court of competent jurisdiction. The determination of the Board should be based upon a determination, under all of the facts and circumstances, that the individual requesting indemnification has met all applicable standards of conduct for his or her position with the Club.

9.3 **Liability Insurance.** The Club shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Club, who served on any formally constituted committee of the Club, or who served at the request of the Club as a trustee, shareholder, member, officer, director, employee or agent of another corporation, organization, partnership, joint venture, or any other enterprise. This insurance may indemnify any person so insured against any liability asserted against, or incurred by, the indemnified party in any capacity or arising out of the status described above, whether or not the Club would otherwise have the power to indemnify that individual against such liability under the provisions of the Michigan Nonprofit Corporation Act. Any liability payable under any policy of liability insurance, whether purchased by the Club or any other entity on behalf of the individual to be indemnified, shall be primary with respect to any indemnity provided under these Bylaws, and the indemnity provided under these Bylaws shall be payable only after the proceeds of such insurance have been paid.

9.4 **Contract Rights.** As provided in the Articles of Incorporation, nothing contained in this Article shall limit any rights to indemnification which the Club has granted by a lawful contract to persons other than Directors and Officers, unless such indemnity is made subject to the terms of insurance policies acquired by the Club. The total amount of indemnification provided under a lawful contract shall be limited to the amount of actual expenses incurred by the individual being indemnified. With regard to this type of indemnification, expenses incurred in defending any action, suit or proceeding may be paid by the Club in advance of the final disposition of that action, suit or proceeding upon approval by a majority vote of the Board. If it is ultimately determined that the individual being indemnified is not entitled to indemnification by the Club, as determined by the final disposition of the action, suit or proceeding, the Club shall take the appropriate measures to recover the expenses advanced.

9.5 **Limited Director and Volunteer Officer Liability.** As authorized by Michigan Statutes (MCL 450.2209(c)) and provided in the Articles, a Director or volunteer officer of the Club shall not be personally liable to the Club, its Shareholders or Members for monetary damages for any action taken or any failure to take any action as a Director or volunteer officer, except liability for any of the following:

9.5.1 The amount of a financial benefit received by a Director or volunteer officer to which he or she is not entitled.

9.5.2 Intentional infliction of harm on the Club.

9.5.3 A violation of MCL 450.2551.

9.5.4 An intentional criminal act.

9.5.5 A liability imposed under MCL 450.2497(a).

A Director or volunteer officer of the Club shall only be personally liable for monetary damages for any action taken or any failure to take any action as a Director or volunteer officer to the Club to the extent set forth in this Section.

9.6 Assumption of Volunteer Director, Volunteer Officer and Non-Director Volunteer Liability. As authorized by Michigan Statutes (MCL 450.2209 (e)), the Club assumes all liability for the acts or omissions of a volunteer Director, volunteer officer or non-Director volunteer occurring on or after the effective date of the Articles, provided that all of the following conditions are met:

9.6.1 The volunteer Director, volunteer officer or non-Director volunteer was acting or reasonably believed that he or she was acting within the scope of his or her authority.

9.6.2 The volunteer Director, volunteer officer or non-Director volunteer was acting in good faith.

9.6.3 The volunteer Director, volunteer officer or non-Director volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.

9.6.4 The volunteer Director, volunteer officer or non-Director volunteer's conduct was not an intentional tort.

9.6.5 The volunteer Director, volunteer officer or non-Director volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed under the Michigan Insurance Code.

With respect to the foregoing, as described in Michigan Statutes (MCL 450.2110 (1) and (2)):

(a) "Volunteer" means an individual who performs services for a corporation, other than services as a volunteer Director, who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.

(b) "Volunteer Director" means a Director who does not receive anything of value from the Club for serving as a Director other than reasonable per diem compensation and reimbursement for actual, reasonable and necessary expenses incurred by a Director in his/her capacity as such.

9.7 **Good Faith Activities of Volunteers with Special Background Protected.** In the application of foregoing protections, the fact that a Director, committee chair, committee member or other uncompensated “hand’s on” volunteer (“Volunteer”) has special education, licensing and/or knowledge (“Special Background) or uses that the Special Knowledge in performing activities for the Club, does not increase the legal duty or responsibility or the level of ordinary prudence that may be required of such individual over that of a Volunteer without such Special Knowledge.. By way of example and not in limitation of the application of the this principle, a coach or engineer who provides advice on rink safety, an attorney or insurance agent Volunteer who participates in drafting documents, a CPA Volunteer who participates in the preparation of financial or other statements, or a contractor, architect of engineer who provides input on building materials or processes, are not considered to be engaged in the practice of a profession or occupation and neither they nor their employer shall be considered to be practicing their profession or occupation while individual is so acting as a Volunteer. The foregoing notwithstanding, willfully withholding relevant information or using activities as a Volunteer for direct personal or employer pecuniary benefit is not authorized, nor protected by this principle.

9.8 **Amendment of Liability Law.** If Michigan or federal law applicable to the Club is amended to authorize the further elimination or limitation of the liability of the Director, officers or non-Director volunteers of nonprofit corporations, then the liability of the Director, officers or non-Director volunteers, in addition to the limitation, elimination and assumption of personal liability contained in this Article, shall be assumed by the Club, eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the Club as a nonprofit organization. No amendment or repeal of the Article shall apply to or have any effect on the liability or alleged liability of any Director, officer or non-Director volunteer of this Club for or with respect to any acts or omissions of such Director, officer or non-Director volunteer occurring prior to the effective date of any such amendment or repeal.

ARTICLE X **DISSOLUTION**

As provided in the Articles. in the event of the dissolution of the Club for any reason, all of its assets and property shall be distributed, or sold and the proceeds therefore distributed to the organization which shall be a successor to the Club, provided that such organization shall first have obtained a ruling exempting it from Federal income taxation under Section 501 (a) of the Internal Revenue Code of 1986 as an organization of the type described in Section 501(c)(3) of the Internal Revenue Code, as amended by the Tax Reform Act of 1986 or under the corresponding provisions of any subsequent laws, and if such successor organization has not obtained such ruling within a reasonable time following its establishment, or if there shall be no successor to the Club, then all of the Club's assets and property shall be distributed, or sold and the proceeds thereof distributed to or among such one or more organizations having objects and purposes similar or related to those of the Club, provided that no distribution shall be made to an

organization which does not have a ruling exempting such organizations from Federal income taxation as described above and provided further that in no event shall any part of such assets or property, or the proceeds of sales thereof, be distributed to or inure to the benefit of any Member of the Club or of any individual. The procedure for dissolution of the Club shall be as provided by and in the Nonprofit Corporation Act of the State of Michigan.

ARTICLE XI **MISCELLANEOUS**

11.1 **Records**. The Club shall keep as permanent records minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Board of Directors without a meeting and of actions taken by a committee in place of the Board of Directors, and a record of all waivers of notices of meetings of Members, the Board of Directors or any committee. The Club shall also maintain the following records: (i) appropriate accounting records; (ii) its Articles of Incorporation and Bylaws; (iii) Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of Members or any class or category of Members, if any (iv) a list of the names and business or home addresses of its current Directors and Officers; (v) a copy of its most recent corporate report delivered to the State; (vi) a record of its Members which permits preparation of a list of the name and address of all Members in alphabetical order and, if applicable, by class which shows the number of votes each Member is entitled to cast; (vii) all written communications within the past three (3) years to Members; and (viii) all financial statements prepared for periods during the last three (3) years that a Member of the Club could have requested under the State law.

11.2 **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 9.1 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 11.3 **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 for any commercial purpose; or (iii) sold to or purchased by any person.

11.4 Financial Statements. Upon the written request of any voting Member, the Club shall mail to such Member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

11.5 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.

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

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

11.8 Amendments. These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of either **two-thirds (2/3)** affirmative vote of the Members present at any meeting of the Members at which a quorum is achieved or by affirmative vote of a majority of all of the voting Members, whither at a meeting of the Members or by remote ballot.