

CONSTITUTION AND BYLAWS
of the
TRI-CITIES FIGURE SKATING CLUB

ARTICLE I - NAME; EXISTENCE; OFFICES

Section 1.1 Name. The name of this organization is the Tri-Cities Figure Skating Club (referred to in these Bylaws as the “TCFSC” or “Club”).

Section 1.2 Incorporation. The Club is incorporated as a nonprofit corporation under the laws of the state of Washington (the “State”) and shall be governed by the nonprofit corporation law of the state (the “Nonprofit Law”).

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

Section 1.4 Offices. The principal office/headquarters of the Club shall be located at 7016 W. Grandridge Blvd., Kennewick, Washington 99338. The registered office of the Club required by the Nonprofit Law to be maintained in the State may be, but need not be, the same as the principal office/headquarters of the Club, and the address of the registered office may be changed from time to time by the Board of Directors or by the Officers of the Club.

ARTICLE II - PURPOSES

The purpose of this Club shall be:

Section 2.1 To encourage and promote participation and growth of figure skating in the Tri-Cities area.

Section 2.2 To develop and encourage sportsmanship among all participants for the betterment of their physical, mental, and social wellbeing.

Section 2.3 To do any and all things desirable within the meaning of Section 501©3 of the Internal Revenue Code of 1954, or corresponding sections of any future United States tax code.

ARTICLE III - SUCCESSION

This Club shall have perpetual succession.

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ARTICLE IV - PREEMINENCE

This Club, as an affiliate of US Figure Skating, shall abide by and act in accordance with the Constitution, By-Laws, Rules and Regulations, and the decisions of the Board of Directors of US Figure Skating, which governing documents and/or decisions shall take precedence over and supersede all similar governing documents and/or decisions of the Club. Further, the Club shall assist in the administration and enforcement of the provisions of the Constitution, By-Laws, Rules and Regulations, and decisions of the Board of Directors of US Figure Skating, within its members and/or within its jurisdiction.

ARTICLE V - MEMBERS

Section 5.1 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 US Figure Skating.

Section 5.2 Membership by Application. The Club shall actively and continually seek new members. Membership shall be requested by written application. Regular voting membership shall be open to any adult 18 years of age or older desiring to carry out and further the purposes of the club. Membership eligibility shall be determined by the Board of Directors and guided by the annual membership application. Members who are in arrears to the Club shall not be allowed to renew their membership until all finances are paid in full or other arrangements have been approved by the Board of Directors.

Section 5.3 Status of Membership. Membership in the Club shall be personal and shall not survive the death of any individual person. Membership shall not be transferable by any means.

- a) Membership shall be open to persons who:
 - 1. Are current in payment of the Club's annual dues.
 - 2. Have no outstanding balance from previous years.

- b) To designate the Tri-Cities Figure Skating Club as a member's home club according to the rules of the US Figure skating, a member's permanent home address and training must be within the Northwest Pacific Region according to the current US Figure Skating rulebook.

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- c) Membership in the TCFSC may be revoked/refused by majority vote of the Board of Directors if it is deemed that said membership is being used only to compete in qualifying regional competitions.
- d) Any member who has applied to the TCFSC and withdrawn said membership application within the same skating season is ineligible for membership the remainder of that season. However, said US Figure Skating member may reapply on/or after the beginning of the next skating season.

Section 5.4 Dues. The Board of Directors may establish annually, as it shall deem necessary and appropriate, such periodic membership dues, other assessments and procedures for the manner of payment and collection thereof.

Section 5.5 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 to be determined by the Board of Directors. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club.

Section 5.6 Special Meetings. Special meetings of the members may be called at any time by the Board of Directors, the President or by written demand of the members stating the purpose or purposes for calling the meeting signed and dated by members holding at least ten percent (10%) of all votes entitled to be cast on any issue proposed to be considered at the meeting. The record date for determining the members entitled to demand a special meeting is the date of the earliest of any of the demands pursuant to which the meeting is called or the date that is thirty (30) days before the date the first of such demands is received by the Club, whichever is later. If notice is not given within thirty (30) days after the date of the written demand or demands are delivered to a Club Officer, a person signing the demand may set the time and place of the meeting and give notice as provided in these Bylaws. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. If no place is stated, special meetings shall be held at the Club's principal office. The purpose of any special meeting of the members shall be stated in such notice. Only business within the purpose described in the notice may be conducted at a special meeting of members.

Section 5.7 Notice of Meetings. Notice shall be given to each member entitled to vote at a meeting in a fair and reasonable manner. Notice may be given as set forth below or by other means when all the circumstances are considered. Notice of any annual, regular or special meeting stating the place, date and hour of the meeting shall be given not less than ten (10) nor more than thirty (30) days before the date of the meeting. 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 (vi) the dissolution and liquidation of the Club. When giving notice of an annual, regular or special meeting of members, the Club

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shall give notice of a matter a member intends to raise at the meeting if a person entitled to call a special meeting submits a request, in writing, and it is received by the Secretary or President at least ten (10) days before the Club gives notice of the meeting.

Section 5.8 Methods of Notice. Notice shall be given personally or by mail, facsimile or email by or at the direction of the President, the Secretary or the persons calling the meeting, to each member entitled to vote at such meeting. Such notice shall be deemed to be given and effective at the earliest of: (i) the date received; (ii) five (5) days after deposit in the United States mail, properly addressed to the member at the member's address as it appears in the Club's current record of members, with first-class postage prepaid; (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (iv) thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first-class, registered or certified postage affixed. A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to members shall constitute a written notice or report if addressed or delivered to the member's address shown in the Club's current list of members, or in the case of members who are residents of the same household and who have the same address in the current list of members, if addressed or delivered to one of such members, at the address appearing on the current list of members.

Section 5.9 Waiver of Notice. A member may waive notice of a meeting before or after the time and date of the meeting by a writing signed by such member. Such waiver shall be delivered to the Club for filing with the Club records, but this delivery and filing shall not be conditions to the effectiveness of the waiver. Further, by attending a meeting either in person or by proxy, a member waives objection to lack of notice or defective notice of the meeting unless the member objects at the beginning of the meeting to the holding of the meeting or the transaction of business at the meeting because of lack of notice or defective notice. By attending the meeting, the member also waives any objection to consideration at the meeting of a particular matter not within the purposes described in the meeting notice unless the member objects to considering the matter when it is presented.

Section 5.10 Voting List. After a record date is fixed for a membership meeting or for determining the members entitled to vote by written ballot, the Membership Chair 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 and number of votes to which each member is entitled. For the period beginning the earlier of ten (10) days prior to the meeting or two (2) business days after notice of the meeting is given and continuing through the meeting and any adjournment thereof, this list shall be kept on file at the principal office of the Club, or at a place (which shall be identified in the notice) in the city where the meeting will be held. Such list shall be available for inspection on written demand by any member or the member's agent or attorney during regular business hours and during the period available for inspection.

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Section 5.11 Proxies. At all meetings of members, a member may vote by proxy by signing an appointment form or similar writing, either personally or by the member's duly authorized attorney-in-fact. A member may also appoint a proxy by transmitting or authorizing the transmission of an electronic transmission providing a written statement of the appointment to the proxy or other person duly authorized by the proxy to receive appointments as agent for the proxy or to the Club. The transmitted appointment shall set forth or be transmitted with written evidence from which it can be determined that the member transmitted or authorized the transmission of the appointment. The proxy appointment form or similar writing shall be filed with the Secretary of the Club before or at the time of the meeting. The appointment of a proxy is effective when received by the Club and is valid for eleven (11) months unless a different period is expressly provided in the appointment form or similar writing.

Section 5.12 Club's Acceptance of Votes. If the name signed on a vote, consent, waiver, proxy appointment or proxy appointment revocation corresponds to the name of a member, the Club, if acting in good faith, is entitled to accept the vote, consent, waiver, proxy appointment or proxy appointment revocation and give it effect as the act of the member. If the name signed on a vote, consent, waiver, proxy appointment or proxy appointment revocation does not correspond to the name of the member, the Club, if acting in good faith, is nevertheless entitled to accept the vote, consent, waiver, proxy appointment or proxy appointment revocation if to do so is proper under rules established by the corporation that are not inconsistent with this Section. No member under the age of 18 shall be entitled to vote.

Section 5.13 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 that may have been transacted at the original meeting. If a new records date is fixed for the adjourned meeting, a new notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting as of the new record date.

Section 5.14 Quorum and Manner of Voting. Forty percent (40%) 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 by simple majority, unless the vote of a greater number of votes is required by law or the Club's Articles of Incorporation.

Section 5.15 Termination, Expulsion or Suspension. Any member's membership may be terminated by a majority vote of the Board of Directors for violation of the TCFSC Constitution and Bylaws and/or the Code of Conduct. The member shall be given not less than thirty (30) days prior written notice of the expulsion, suspension or termination and the reasons therefore. The member shall have an opportunity to be heard, orally or in writing, at a meeting by the Board of Directors, not less than ten (10) days before the effective date of the expulsion, suspension or termination by the Board of Directors. This

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meeting requires 100% attendance of the Board of Directors and a two-thirds majority vote for action. Written notice must be given by first-class or certified mail sent to the last address of the member shown on the Club's records. Any member expelled or suspended shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to expulsion. The provisions of this Section 5.14 apply to a member's membership in the Club and not to membership in US Figure Skating, the latter of which is subject to applicable provisions of the Bylaws and Official Rules of US Figure Skating pertaining to expulsion or suspension of membership privileges in US Figure Skating.

Section 5.16 Member Resignation. Any member wishing to resign their membership must do so in writing to the President or Secretary. Member resignation from the Club shall not relieve any member from the liability for any unpaid fees or other amounts, and any other obligations that exist at the time of resignation. Any member who resigns in the same skating season is ineligible for membership the remainder of that said season.

Section 5.17 Delegates to the U.S. Figure Skating Governing Council. Delegates to the US 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 US 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 US 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 US Figure Skating, duly signed by an authorized Officer of the Club.

ARTICLE VI - OFFICERS/BOARD OF DIRECTORS AND THEIR DUTIES

Section 6.1 General Powers and Qualifications.

- a) **Powers.** The business and affairs of the Club shall be managed by its Officers and Board of Directors who shall be elected from the active membership of the Club and shall have all rights, powers, and privileges granted by law except as otherwise provided in the Nonprofit Law of the State of Washington, the Club's Articles of Incorporation or these Bylaws.
- b) **Qualifications.** Officers and Directors must be (i) at least eighteen (18) years old, (ii) registered with US Figure Skating, and (iii) home club members of the Club in accordance with provisions of applicable rules of US Figure Skating, and (iv) voting member of the Club.

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Section 6.2 Number, Term, and Election of Board of Directors.

- a) The following positions are considered Officers of the Club; President, Vice-President, Secretary, and Treasurer.
- b) **Number of Directors.** The Board of Directors shall consist of the following positions – four (4) Officers and six (6) Directors. Any of these could be elected as co-positions and their duties shared as mutually agreed upon. In the event of an office being shared, that office shall be limited to one vote.
- c) **Term of Board of Directors.** The President and Treasurer are elected for two years. The Vice-President, Secretary, and four Directors are elected for a one-year period. Two Directors' positions are elected for a two-year period, ideally on opposite years.
- d) **Nomination and Election of Board of Directors.** At a time reasonably in advance of each annual meeting of the Club, the President shall appoint a nominating committee consisting of no less than one (1) Board Member and one (1) Club member who may be, but need not be, a serving Board Member. The committee shall be responsible for contacting and encouraging qualified voting members of the Club to stand for election, and agree to serve if elected. Every reasonable effort shall be made to secure at least two qualified candidates for each position to be elected. The slate of nominees shall be presented to the Board of Directors no less than thirty (30) days prior to the scheduled election meeting. The Secretary shall include the list of nominees with the notice for the annual meeting. Any voting member may make additional nominations for open positions to be elected at the time of the annual meeting. Notwithstanding anything hereinabove to the contrary, any nominee for election as a Board of Director must provide evidence, in person at the annual meeting, on their willingness to serve if elected. The members shall, by ballot, elect the requisite number of Board of Directors from among the list of nominees.

Section 6.3 Resignation. A Board of Director may resign at any time by giving written notice of resignation to the Board of Directors. The resignation is effective when the Board of Directors receives the notice unless the notice specifies a later effective date.

Section 6.4 Removal. The Board may remove an officer or a board member whenever, in its judgment, the best interests of the corporation will be served, by a two-thirds majority vote of the Board. The officer or Board member removed shall have a right to appeal such decision in writing or in person to the Board within thirty (30) days of notification. After hearing or receiving such appeal, the Board must again vote and removal shall be sustained or overturned by a two-thirds vote.

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Section 6.5 Vacancies. The Board of Directors may fill any office or Board position left vacant as a result of death, incapacity, resignation, removal, or inability to serve, by a majority vote. Directors or officers so chosen shall serve the remaining term of the departing board member until the next regular election or until their successors are elected and take office. In case of temporary absence of an officer or inability to perform her/his duties, the Board may approve a temporary replacement. If a Director is absent from three board meetings with in a calendar year, the Board may review the effectiveness of this Director.

Section 6.6 Regular Meetings. The Board of Directors shall hold its first meeting within one month following the General Membership election meeting. The Board shall hold regular monthly meetings at such time and place as the board members agree upon.

Section 6.7 Special Meetings. Special meetings may be called by the President or by majority of officers and directors provided 48-hour notice is given to each director. 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 by notice at least 48 hours before the date fixed for the meeting. The notice of a special meeting need not specify the purpose of the meeting.

Section 6.8 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. No Director may vote or act by proxy at any meeting of Directors. The President shall not be entitled to vote except in the case of a tie.

Section 6.9 Meetings by Telephone. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 6.10 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.

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Section 6.11 Compensation. Directors shall not receive compensation for their services as such. 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 6.12 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, or in the absence thereof, by the committee itself.

Section 6.13 Action without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of Directors may be taken without a meeting if every member of the Board in writing either: (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that action not be taken without a meeting. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. The action shall only be effective if there are writings, which describe the action, received by the Club and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication. A Director's right to demand that action not be taken without a meeting shall be deemed to have been waived if the Club receives a writing satisfying the requirements. Actions taken shall be effective when the last writing necessary to effect the action is received by the Club unless the writings set forth a different date. All such actions shall have the same effect as action taken at a meeting.

The Secretary will communicate general information to the Club membership using email. Minors, and anyone else who requests, shall have their email address as bcc.

Section 6.14 Authority and Duties of Officers. The Officers of the Club shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- a) **President**. The President shall preside at all meetings of the General Membership and the Board of Directors at which (s)he is present, and shall exercise general executive supervision of its business affairs, subject to the approval of the Board. (S)he shall sign all reports, instruments, and documents requiring execution by the corporation. S(he) shall represent the club at other meetings. (S)he may delegate duties as necessary.

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- b) **Vice-President.** The Vice-President shall assist the President and shall perform such duties as may be assigned to them by the Board of Directors or the President. The Vice-President 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 keep the minutes of the proceedings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the Club records; and 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) **Treasurer.** The Treasurer shall be the principal financial officer of the Club and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property. Funds shall be deposited by another authorized Board member in the name of the Club in a local FDIC bank or SIPC company. Receive, give receipts, and quittance for moneys paid in an account of the Club, and pays out of said funds on hand all bills, payrolls and other just debts of the Club of whatever nature upon maturity. The Treasurer shall be the principal accounting officer of the Club and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the Club and the results of its operations; upon request of the Board, make such reports to it as may be required at any time. The Treasurer will also provide applicable documents to designated tax preparer in a timely manner to assure that all local, state and federal tax returns and related documents are filed appropriately. The Treasurer and at least one other approved Officer or Board Member of the Club shall sign all checks, as appropriate. The Treasurer shall 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. The Treasurer shall assist and participate in an annual third party reconciliation of the Club's financial affairs. The Treasurer shall present an annual operating budget for the coming year for members' approval at the annual membership meeting.

Section 6.15 Board of Directors. The Two Year Directors (two positions) and the One Year Directors (four positions) shall perform other duties as may be required by the Board of Directors. Test Chair: The Board of Directors shall appoint the Test Chair. The Chair shall be a member of US Figure Skating and a voting member of the TCFSC. The Test Chair shall coordinate all US Figure Skating test sessions; maintain all relevant record keeping and reporting requirements as set forth in Section TR 3.03 of the Official US Figure Skating Rulebook. The Chair shall report test session results and provide information in all matters regarding tests and test sessions to the Board of Directors as requested.

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Section 6.16 Past President Advisor to board. The immediate past President shall ideally serve on the Board of Directors in an advisory role for a period of one year. This position shall have no voting rights unless the Past President is taking a Board position.

Section 6.17 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.

Section 6.18 Standing Committees.

Board of Directors is required to be chairpersons of standing committees with support from Club members as requested. Other committees, either of a permanent or temporary nature, may be established by the Board of Directors from time to time to meet the needs of the Club. A list of the standing committees shall be included in the current membership contract.

ARTICLE VII STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 7.1 General. Each Director and Officer shall perform their duties as a Director or Officer, including without limitation their duties as a member of any committee of the Board, (i) in good faith, (ii) in a manner the Director or Officer reasonably believes to be in the best interests of the Club and (iii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A Director or Officer, regardless of title, shall not be deemed to be a trustee with respect to the Club or with respect to any property held or administered by the Club including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 7.2 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.

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Section 7.3 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.

Section 7.4 Insurance. The Club shall purchase annually the U.S. Figure Skating Club Directors and Officers Liability Program from the USFSA.

ARTICLE VIII CONFLICTS OF INTEREST

Section 8.1 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 8.2 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 two-thirds 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 8.3 Loans. No loans shall be made by the Club to its Directors or Officers.

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ARTICLE IX CONFLICT RESOLUTION

Section 9.1 Grievance and Arbitration Committee. The Club's Officers and Directors shall act as a Grievance and Arbitration Committee to hear and render opinions on such grievances as may be submitted to it for decision. In the event the grievance involves an action or the absence of an action by the Board, either collectively or individually, a special committee comprised of the President plus four (4) Senior Club members shall be appointed to act as the Grievance and Arbitration Committee. In the event the grievance involves an action or the absence of an action by the President, the Board shall select an uninvolved Officer or Director to substitute for the President on the Grievance and Arbitration Committee.

Section 9.2 Procedures. Any Club member may file a written grievance to the Club Secretary as to any matter with the cognizance of the Club and alleging a violation of any provision of these Bylaws, Code of Conduct, rules, policy or procedure of the Club. The Club may impose a reasonable charge for copies of documents provided and/or expenses incurred in responding to the grievance. Such complaints will be investigated and resolved according.

Section 9.3 Hearings. Normally grievance will be heard by the Grievance and Arbitration Committee at regular Board meetings. Grievances of an urgent nature will be heard within five (5) days of receipt. The decision of the Grievance and Arbitration Committee shall be considered final.

ARTICLE X INDEMNIFICATION

The Club shall indemnify any Director, Officer or agent of the Club to the fullest extent permitted by the Nonprofit Law and any other applicable laws of the State if (i) such person conducted himself or herself in good faith, (ii) such person reasonably believed (A) in the case of a Director acting in his or her official capacity, that his or her conduct was in the Club's best interests, or (B) in all other cases, that such person's conduct was at least not opposed to the Club's best interests, and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. However, the Club may not indemnify a person either (i) in connection with a proceeding by the Club in which the person is or has been adjudged liable for gross negligence or willful misconduct in the performance of the person's duty to the Club or (ii) in connection with any proceeding charging improper personal benefit to the person, whether or not involving action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person (even if the Club was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by the Club only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the

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Board of Directors by a majority vote of a quorum of the Board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

ARTICLE XI MISCELLANEOUS

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

Section 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 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.

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Section 11.4 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 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 by two-thirds vote of Board of Directors.

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

Section 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.

Section 11.8. Rules of Procedures . The most current edition of Robert’s Rules of Order Newly Revised shall apply to all meetings and procedures, unless amended herein.

Section 11.9 Amendments. These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of **two-thirds (2/3)** of the membership present in person or by proxy at any meeting of the members at which a quorum, as defined in Section 5.14, is present in person or by proxy, and not otherwise.

BYLAWS CERTIFICATE

The undersigned certifies that he/she is the Secretary of the Tri-Cities Figure Skating Club, and that he/she is authorized to execute this certificate on behalf of said Club and the foregoing is a complete and correct copy of the presently effective Bylaws of the Club.

Dated: _____.

Name: _____