

BYLAWS

of

HIGHLAND SKATING CLUB

ARTICLE I

NAME; EXISTENCE; OFFICES

Section 1.1 Name. The name of this organization is the Highland Skating Club (referred to in these Bylaws as the “Club”).

Section 1.2 Incorporation. The Club was incorporated under the Laws of the State of Washington, March, 1982. The Club is incorporated as a nonprofit corporation under the laws of the state of Washington and shall be governed by the nonprofit corporation law of the state (the “Nonprofit Law”).

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

Section 1.4 Offices. The principal headquarters of the Club shall be located at Highland Ice Arena in Shoreline, WA. 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 headquarters of the Club, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II PURPOSES

The principal purpose of the Club is to foster figure skating on ice and to support and benefit club Members by providing a positive environment/venue to participate in figure skating. In order to do so, the Club has been organized to exist as a Member club of USFS and therefore seeks to assist in carrying out the objectives and purposes of USFS in accordance with the provisions of the USFS Bylaws and Official Rules. The Club shall maintain its Membership in USFS and conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of USFS.

ARTICLE III MEMBERS

Section 3.1 Members. The Club shall have members who are interested in the objectives 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 Highland Skating Club Board. 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, code of ethics, and principles of ethical behavior of USFS. For the purposes of voting and holding office, any Member 18 years of age or older as of 60 days before the Annual Meeting shall be designated an Adult, and any member 17 years of age or younger shall be designated as a Junior.

Section 3.2 Dues. The Board of Directors may establish, as it shall deem necessary and appropriate, such periodic membership dues or other assessments, and procedures for the manner of payment and collection thereof. Dues shall be payable on or before July 1st, and shall be delinquent on August 1st. In the case of a new Member, the dues shall be payable upon completion of the application for membership.

Section 3.3 Classes of Membership.
The Membership of the Club shall be divided into classes as follows:

(a) First Family Members and Additional Family Members

First Family and Additional Family Members shall have the full rights and privileges of the Club, including skating privileges. Only Adult Members registered with the USFS shall have the right to vote.

(b) Honorary Members

The Board or Membership may from time to time elect any person as an Honorary Member of the Club for life and such person shall have privileges as may be granted by the resolution by which they are selected, except that they shall pay no dues.

(c) Ineligible Members

Ineligible Members are those Members defined as "Ineligible" by USFS and shall have the full rights and privileges of the Club, including skating privileges, except that they may not be Directors or Officers of the Club. Only Adult Members registered with the USFS shall have the right to vote.

(d) Associate Members

Associate Members are those Members who are registered with the USFS but do not designate Highland Skating Club as their home club. Associate Members shall not have the right to vote. They shall have skating privileges of the Club. They may have other privileges of the Club as granted from time to time by the Board of Directors.

(e) Introductory

Introductory Members are those Members who have not been a registered USFS Member in the past. Introductory Members shall have the full rights and privileges of the Club, including skating privileges. Only Adult Members registered with the USFS shall have the right to vote.

(f) Collegiate

Collegiate Membership is a four-year membership for anyone enrolled in college and Collegiate Members shall have the full rights and privileges of the Club, including

skating privileges. Only Adult Members registered with the USFS shall have the right to vote.

Section 3.4 Resignation. Any Member may withdraw from the Club by submitting his written resignation to the Secretary of the Club with payment of all outstanding dues and fees; such resignation shall constitute a release and assignment of interest in the Club and its property.

Section 3.5 Annual Meeting. The Club shall hold an annual meeting of its members by May 15th of the year at a time, date and place stated in or fixed in accordance with a resolution of the Board of Directors for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting. 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. A quorum at the annual meeting shall consist of the Adult Members in attendance who are eligible to vote and a majority of the votes present shall govern.

Section 3.6 Special Meetings. Special meetings of the Members may be called at any time by the Board, the President, or by written demand of the Members stating the purpose or purposes for calling the meeting signed and dated by Members holding at least ten percent (10%) of all votes entitled to be cast on any issue proposed to be considered at the meeting. The record date for determining the Members entitled to demand a special meeting is the date of the earliest of any of the demands pursuant to which the meeting is called or the date that is sixty (60) days before the date the first of such demands is received by the Club, whichever is later. If notice is not given within thirty (30) days after the date of the written demand or demands are delivered to a Club Officer, a person signing the demand may set the time and place of the meeting and give notice as provided in these Bylaws. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. If no place is stated, special meetings shall be held at the Club's principal office. The purpose of any special meeting of the Members shall be stated in such notice. Only business within the purpose described in the notice may be conducted at a special meeting of Members. A quorum for a special meeting shall consist of ten percent (10%) of the eligible voters and a majority of those present shall govern.

Section 3.7 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 by email and posting on the club website and bulletin board, or by other means when all the circumstances are considered. Notice stating the place, date and hour of the meeting shall be communicated not less than ten (10) days or more than sixty (60) 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 when the purpose or purposes are 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 shall give notice of a matter a member intends to raise at the meeting if a person entitled to call a

special meeting submits a request, in writing, and it is received by the Secretary or President at least ten (10) days before the Club gives notice of the meeting.

Section 3.8 Methods of Notice. Notice shall be given by Board approved electronic communication and posting on the club webpage and bulletin board, or by mail or at the direction of the President, the Secretary or the persons calling the meeting, to each Member entitled to vote at such meeting.

Section 3.9 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 either ten (10) days before such meeting or two (2) business days after notice of the meeting has been given, whichever is earlier, 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 of each Member and number of votes to which each Member is entitled. For the period beginning the earlier of ten (10) days prior to the meeting or two (2) business days after notice of the meeting is given and continuing through the meeting and any adjournment thereof, this list shall be kept on file at the principal office of the Club, or at a place (which shall be identified in the notice) in the city where the meeting will be held. The list shall be available for inspection on written demand by any Member or the Member's agent or attorney during regular business hours and during the period available for inspection.

Section 3.10 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 30 days unless a different period is expressly provided in the appointment form or similar writing.

Section 3.11 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 3.12 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 record 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 3.13 Quorum and Manner of Voting. Ten percent (10%) 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 Club's Articles of Incorporation.

Section 3.14 Action Without a Meeting.

(a) By Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing (or counterparts thereof) that sets forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof and received by the Club. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the members. Action taken under this Section is effective as of the date the last writing necessary to affect the action is received by the Club, unless all of the writings specify a different effective date, in which case the 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 as being revoked, as long as 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.

By Written Ballot. Any action that may be taken at any annual, regular, or special meeting of Members may be taken without a meeting if the Club delivers a written ballot to every Member entitled to vote on the matter. The written ballot shall: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against the proposed action. Approval by written ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (i) indicate the number of responses necessary to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of directors; (iii) specify the time by which the ballot must be received by the Club in order to be counted; and (iv) be accompanied by written information sufficient to permit each person voting to reach an informed decision. Written ballots may not be revoked.

Section 3.15 Termination, Expulsion, or Suspension. No member may be expelled or suspended from the Club, and no membership may be terminated or suspended, except as follows. The member shall be given not less than twenty (20) business day 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 fourteen (14) days before the effective date of the expulsion, suspension or termination by the Board of Directors. Written notice must be given by first-class or certified mail sent to the last address of the member shown on the Club's records. A two-thirds majority vote of the Board shall be required by the Board for any disciplinary action. 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 apply to a member's membership in the Club and not to membership in USFS, the latter of which is subject to applicable provisions of the Bylaws and Official Rules of USFS that pertain to expulsion or suspension of membership privileges in USFS.

Section 3.16 Delegates to the USFS Governing Council. Delegates to the USFS Governing Council must be registered Members of the Club and must meet the qualifications as set forth in Article VII, Section 1 of the USFS 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 USFS 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 as represented by proxy. The Club will file a certificate of appointment of its delegates with the Secretary of USFS, duly signed by an authorized Officer of the Club.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 General Powers and Qualifications.

- (a) Powers. The business and affairs of the Club shall be managed by its Board of Directors, except as otherwise provided in the Nonprofit Law, the Club's Articles of Incorporation or these Bylaws. Modifications to policies, rules and regulations shall require approval by a quorum of the board in order to become binding upon the management and affairs of the Club.
- (b) Number and Qualifications. The Board of Directors (the "Board") shall consist of no less than eight (8) and no more than twelve (12) positions including the Officers. Each of the positions shall carry a single Board vote. The Board of Directors shall be elected by the membership and shall consist of; a President, a Vice President/President Elect, a Secretary, a Treasurer, and four (4) to eight (8) Directors, one of whom is reserved as a board appointee. Officers and Directors must be (i) at least eighteen (18) years old, (ii) registered

with USFS and (iii) home club Members of the Club in accordance with provisions of applicable rules of USFS and (iv) voting Members of the Club. In addition, prior to their nomination Officers and Directors of the Club must be Members of the Club in good standing since August 1 of the current season for Officers and since December 1 of the current season for Directors; be eligible persons, as defined in the eligibility rules of USFS; provided, however, that one restricted person, one ineligible person and coaches with eligible status may serve as on the Board of the Club so long as they do not collectively constitute a majority of the Board and, further provided, that eligible coaches may serve on the Board of the Club so long as collectively they do not constitute a majority of the total number of Board Members (see, USFS Membership Rule 4.00, as may be amended from time-to-time).

- (c) Change of Number of Directors. Any action of the Board to increase or decrease the number of Directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these Bylaws effecting such increase or decrease, and, therefore, shall require approval of the Members as referred to in Section 10.8 of these Bylaws.

Section 4.2 Term of Officers and Directors

- (a) Term of Officers. Officers shall serve a term of two (2) years. Each Officer shall hold office until such Officer's term expires and thereafter until such Officer's successor shall have been elected and qualified, or until such Officer's earlier death, resignation or removal. The Vice President and Secretary shall be elected in odd-numbered years and the President and Treasurer shall be elected in even-numbered years.

- (b) Term of Directors. Directors shall serve a term of two (2) years, with the exception of the Board-Appointed Director, who shall serve a term of one (1) year. The election cycles shall alternate so that only half the Directors shall be newly elected in any given year. Half the Directors shall be elected in even-numbered years and half the Directors shall be elected in odd-numbered years. Each Director shall hold office until such time as their 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. The Board-appointed Director position is not a requirement for a full Board; at any time, the Board may choose to leave this position vacant.

Section 4.3 Authority and Duties of Officers.

- (a) President. The President shall be well versed in the current bylaws. The President shall preside at all meetings of the Club and the Board of Directors. The President shall call all meetings of the Club and of the Board of Directors, execute all contracts for and on behalf of the Club, together with the Secretary, and only with the knowledge and approval of a

majority of the Board. The President shall perform all duties usually incident to the office of the President, and perform other duties as the Board may prescribe. The President shall sign and endorse in the name of the Club, all drafts and checks made by the Treasurer, subject to the approval of the Board. In the event of the absence or disability to act of the Treasurer, the President shall make and the Secretary shall sign and endorse in the name of the Club all checks, drafts, and other orders for the payment of money, subject to the approval of the Board of Directors. When necessary, the President may appoint additional signatories to act under his or her supervision, subject to the approval of the board. The President shall appoint all standing committee chairpersons subject to Board approval and be an ex-officio member of the same.

(b) Vice-President. The Vice-President shall be well versed in the current bylaws. The Vice-President shall assist the President and shall perform such duties as may be assigned to them by the President or by the Board of Directors. 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 be well versed in the current bylaws. The Secretary shall record and keep on file the minutes of the proceedings of the Board of Directors and special meetings of the Membership; 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; conduct all general Club correspondence with the knowledge and approval of the Board; notify Members of meetings and special Club events; sign all contracts and obligations of the Club together with the President; 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. The Secretary shall prepare the ballot, supervise and attend the balloting at all elections; with the approval of the Board appoint an assistant when necessary. The Secretary shall be the Club Sanctions officer. The Secretary shall be a signatory on the Club account.

(d) Treasurer.

The Treasurer shall

- (i) keep or cause to be kept, full and accurate accounts of receipts and disbursements, and receive and deposit, or cause to be received and deposited, all monies and other valuables received by the Club, in such depositories as may be designated by the Board;
- (ii) disburse or cause to be disbursed the funds of the Club as may be directed by the Board, taking proper vouchers for disbursement, and receive requests for supplies and supervise the issuance and keep accurate account of the same;
- (iii) prescribe and maintain the methods and systems of accounting to be followed, complete records of accounts, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the Club and the results of its operations;

- (iv) upon request of the Board, make such reports to it as may be required at any time, render to the Members at each Meeting an itemized report of receipts and expenditures for the preceding month, and read to the Board at its regular meetings any bills above and beyond the approved budget that need to be paid, thus requiring Board approval for payment;
- (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;
- (vi) deliver to an auditor who is a CPA, upon the Board's request, all records, monies and valuables belonging to the Club then in or his possession or control, and deliver the same to his or her successor, and when necessary, appoint with the annual approval of the Board an assistant to act under his or her supervision;
- (vii) Neither the Treasurer nor the Treasurer's assistant shall be a signatory on any Club account; however, he shall have all other privileges and rights of a signatory.

Section 4.4 Election of Officers and Directors

- (a) Nomination of Officers and Directors. In advance of each annual meeting of the Club and no later than February 15, the President shall appoint a nominating committee consisting of the Secretary and no less than two (2) full adult Members of the club, subject to approval of the board. At the annual meeting, the nominating committee shall determine and present to the membership a list of nominees to stand for election as Officers and/or Directors for those on the Board whose terms expire on June 30th of that year. Nominations for Officers and Directors to be elected may also be made to the Secretary by any voting member by submitting the Candidate's names in writing together with the signatures of two other Adult Members and the written acceptance of the candidate, no sooner than thirty (30) days prior to the annual meeting. Candidates may also be nominated from the floor at the annual meeting. Floor nominations must be seconded and accepted by the candidate to be valid.
- (b) Election of Officers and Directors. Officers and Directors shall be elected by secret mailed ballot, said ballot to be emailed to the email on file or mailed to Members without an email to Adult Members in good standing within three (3) calendar days following the annual meeting, and returned to Secretary within 15 calendar days following the annual meeting. Delinquent ballots shall be void. It shall be the duty of the Secretary and the two (2) appointed adult Members to supervise and attend to the balloting. The candidate receiving the greatest number of votes in ballots cast for a particular office shall be elected to that office. In the event of a tie for a given office, the outgoing Board will vote by secret ballot to break said tie. The President of the Board shall vote only if necessary to break a tie vote of the Board. In the event that there is no opposition (only one candidate running) for each Officer/Director position, ballots will not be distributed to the Membership. Those persons receiving nomination will assume office on July 1.

Section 4.5 Background Check. Officers and Directors shall complete a background check no later than July 1st following an election or within 21 days following an appointment to fill a vacancy.

Section 4.6 Resignation. An Officer or Director may resign at any time by giving written notice of resignation to the Club. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date.

Section 4.7 Removal. Any Officer or Director may be removed by the vote of the majority of the Board 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 or Director shall not in itself create contract rights.

Section 4.8 Vacancies. Any vacancy occurring among the Officers or Directors may be filled by the affirmative vote of a majority of the remaining Board, though less than a quorum. A Director elected to fill a vacancy shall be elected for the un-expired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by a vote of the Members, and a Director so chosen shall hold office until the next election of the class for which such Director was chosen and thereafter until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal.

Section 4.9 Board Meetings. Board meetings shall be open to all Members unless otherwise stated in the notice of meeting. The Board of Directors shall meet at least ten (10) times throughout the year (July 1 to June 30), and not more than sixty (60) days shall lapse between any two meetings. Special meetings of the Board of Directors shall be held on the call of the President or on the request of any three (3) Members of the Board. The Secretary shall provide notice of time, place and purpose of the meeting at least three (3) days prior to the event. The Board of Directors may permit any director to participate in a regular or special Board meeting thereof through the use of any means of communication by which all directors can hear each other during the meeting. A person participating in a meeting in this manner is deemed to be present at the meeting.

Section 4.10 Board Attendance. Any Director or Officer who is absent more than three (3) consecutive meetings or more than five (5) total meetings in any one year shall be called upon to show just cause to the Board why he should not be removed from office. Should said person fail to show cause, said person shall be removed from office and a successor shall be selected in accordance with Section 4.7.

Section 4.11 Special Meetings. Special meetings of the Board may be called by or at the request of the President or any three board members. The person or persons authorized to call special meetings of the Board of the Club 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 shall be given to each director by Board approved electronic communication or mail at least ten (10) days before the date fixed for the meeting. The notice of a special meeting need not specify the purpose of the meeting. No fewer than one-half of the current filled positions of the Board must be present to constitute a quorum.

Section 4.12 Quorum and Voting. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, and the vote of a majority of the Board

present in person at a meeting at which a quorum is present shall be the act of the Board. If less than a quorum is present at a meeting, a majority of the Board 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. No Board Member may vote or act by proxy at any meeting of Board.

Section 4.13 Meetings by Telephone. Members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 4.14 Presumption of Assent. A Board Member who is present at a meeting of the Board is deemed to have assented to all action taken unless: (i) the Board Member 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 Board Member contemporaneously requests that the Board Member's dissent or abstention as to any specific action taken be entered in the minutes; or (iii) the Board Member causes written notice of the board Member'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 Board Member who votes in favor of the action taken.

Section 4.15 Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of the Club or any other action which may be taken at a meeting of the Boards 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 Officers and Directors then in office were present and voted. The action shall only be effective if there are writings, which describe the action, signed by all Officers and Directors, received by the Club and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication that provides the Club with a complete copy of the document including a copy of the signature. An Officer's or Director's right to demand that action not be taken without a meeting shall be deemed to have been waived if the Club receives a writing satisfying the requirements hereof that has been signed by the Officer or Director and not revoked as provided below. Actions taken shall be effective when the writings set forth a different date. Any Officer or Director who has signed a writing may revoke it by a writing signed, dated, and stating the prior vote is revoked. However, such writing must be received by the Club before the last writing necessary to effect the action is received. All such actions shall have the same effect as action taken at a meeting.

Section 4.16 Executive and Other Committees. By one or more resolutions adopted by the Board, the Board may designate from among the Officers and 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, except as prohibited by the Nonprofit Law. Rules governing meetings of

any committee shall be as established by the Board, or in the absence thereof, by the committee itself.

Section 4.17 Standing Committees. Standing Committees shall have a minimum of 3 (three) committee Members. The following shall be standing committees of the Club and shall be appointed by the President with the approval of the Board of Directors:

- (a) Budget and Financial Committee
- (b) Membership Committee
- (c) Test Committee
- (d) Communication Committee
- (e) Fundraising Committee
- (f) Competition Committee

Section 4.18 Surety Bonds. The Board may require any officer or agent of the Club to execute to the Club a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the Club of all books, papers, vouchers, money, and other property of whatever kind in such person's possession or under such person's control belonging to the Club.

ARTICLE V STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 5.1 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 5.2 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 certified public accountant, or other person as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence; (iii) a committee of the Board of Directors on which the Director or Officer does not serve if the Director reasonably believes the committee merits confidence.

Section 5.3 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 VI CONFLICTS OF INTEREST

Section 6.1 Definition. As used in this Section 7.1: (i) "conflicting interest transactions" means a contract, transaction, or other financial relationship between the Club and an Officer or Director of the Club, or between the Club and a party related to an Officer or Director, or between the Club and an entity in which an Officer or Director of the Club is an officer or director 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 Officer or Director or a party related to an Officer or Director has a beneficial interest, or an entity in which a party related to an Officer or Director is an officer, director, or has a financial interest.

Section 6.2 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 an Officer or Director of the Club or a party related to an Officer or Director or an entity in which an Officer or Director of the Club is a director or officer or has a financial interest or solely because the Office or Director is present at or participates in the meeting of the Club's Board or of a committee of the Board that authorizes, approves, or ratifies the conflicting interest transaction, or solely because the Officer's or Director's vote is counted for such purpose, if (i) the material facts as to the Officer's or Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Officers and Directors, even though the disinterested Officers and Directors are less than a quorum, (ii) the material facts as to the Officer's or 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 Officers or Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.

Section 6.3 Loans. No loans shall be made by the Club to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until the repayment thereof.

**ARTICLE VII
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 the Club. Such complaints will be investigated and resolved according to the Club's conflict resolution policy that the Club is required to adopt and have in effect in accordance with the Bylaws of USFS.

**ARTICLE VIII
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 an officer or 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 by a majority vote of a quorum of the Board, which quorum shall consist of officers and directors not parties to the subject proceeding, or by such other person or body as permitted by law.

**ARTICLE IX
MISCELLANEOUS**

Section 9.1 Records. The Club shall keep as permanent records minutes of all meetings of its Members and Board, a record of all actions taken by the Members or Board without a meeting and of actions taken by a committee in place of the Board, and a record of all waivers of notices of meetings of Members, the Board or any committee. The Club shall also maintain the following records: (i) appropriate accounting records; (ii) its Articles of Incorporation and Bylaws; (iii) Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of Members or any class or category of Members, if any (iv) a list of the names and business or home addresses of its current Directors and Officers; (v) a copy of its most recent corporate report

delivered to the State; (vi) a record of its Members which permits preparation of a list of the name and address of all Members in alphabetical order and, if applicable, by class which shows the number of votes each Member is entitled to cast; (vii) all written communications within the past three (3) years to Members; and (viii) all financial statements prepared for periods during the last three (3) years that a Member of the Club could have requested under the State law.

Section 9.2 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 9.3 Limitations on Use of Membership List. Unless the Board gives its consent, the Club's Membership list or any part thereof may not be: (i) obtained or used by any person for any purpose unrelated to a Member's interest as a Member; (ii) used to solicit money or property unless such money or property will be used solely to solicit the votes of the Members in an election by the corporation; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

Section 9.4 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 9.5 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, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Club shall be authorized only in the manner prescribed by applicable statute.

Section 9.6 Fiscal Year. The fiscal year of the Club should, but is not required to, correspond with the fiscal year of USFS (i.e., beginning on July 1 and ending on June 30).

Section 9.7 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 9.8 Amendments. These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of two-thirds (2/3) of the Members present at any meeting of the Members at which a quorum is present, and not otherwise.

BYLAWS CERTIFICATE

The undersigned certifies that they are the Secretary of Highland Skating Club, and that they are 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: 9 May 2020
Jacline Burns, Secretary