

BYLAWS OF THE
FIGURE SKATING CLUB OF CHARLOTTE
Member Club of the United States Figure Skating Association

Adopted: December 5, 2015

Revised: February 5, 2017

ARTICLE I
INFORMATION

Name: The organization shall be known as the Figure Skating Club of Charlotte (the “Club”).

Incorporation: The Club was incorporated under the laws of the State of North Carolina on December 28th 2015.

Headquarters: The Club has its headquarters in the Pineville Ice House, 400 Towne Center Blvd., Pineville, NC 28134-8586.

Responsibilities: The Club and any of its officers (the “Board” or “Board Members”, as defined in Article VI below), shall not be held responsible for any injury, death or damages to persons or to personal belongings incurred during Club sessions to any Members or nonmembers who may be present.

Membership in the United States Figure Skating Association: The Club is a member of the United States Figure Skating Association (“USFS”), the national governing body for figure skating and shall maintain its membership and conduct its affairs in a manner consistent with the Bylaws of the USFS. Members of the Club shall conduct themselves in a manner consistent with the codes and ethics as stated in the USFS Rulebook.

ARTICLE II

PURPOSE

Purpose: The purpose or mission of the Club is to promote the discipline of figure skating, to introduce new skaters to opportunities figure skating offers, provide a family friendly club for all ages, and to build a club atmosphere that will build lifelong friendships and leadership skills.

ARTICLE III

MEMBERSHIP

Members: Members of the Club (“Members”) shall be required to abide by, and conduct themselves in a manner consistent with these Bylaws, official rules, policies, procedures, code of conduct and code of ethics and principles of ethical behavior as state by the USFS. Members of the Club shall consist of persons interested in the objectives and purposes of the Club and shall not be restricted in any way relating to age, race creed, gender, disability geography or national origin.

Membership: The types into which the memberships shall be divided, the methods of election, the privileges, voting rights, and the amount of initiation fees, dues and assessments of the Member of the several classes, and procedures for discipline and expulsion of members shall be fixed by the Board.

Member Services: All members, ages 18 and over, are eligible for and are encouraged to serve on or head committees, unless otherwise stated below. These committees include membership, safe sport, test, competition and shows, public relations, education and special activities as they are created during the Club year.

Type(s) of Membership:

Individual Membership: The Individual Memberships of the Club shall have the ability to do the following:

- Test at USFS sponsored test sessions,
- Compete at USFS sanctioned events,
- Participate in USFS qualifying events,
- Represent the Club at regional, sectional and national events,
- Participate in sanctioned events,
- Voting rights for Club members over the age 18 (exception: Learn to Skate and Associates).

Introductory Membership: The Introductory Membership is a full membership available to first time members at a discounted rated. Introductory Membership carries the same privileges as

a full membership, including a subscription to SKATING magazine and all testing and competition rights.

Family Membership: The Family Membership consists of a parent and one (1) child. The Family Membership is allowed the rights of the Individual Membership. All members under the age of 18 must have a Family Membership if not a Learn to Skate member.

Introductory Family Membership: The Introductory Family Membership is a full membership available to first time family members at a discounted rate. Introductory Family Memberships carry the same privileges as full family membership, including a subscription to SKATING magazine and all testing and competition rights.

Associate Membership: The Associate Membership does not have voting rights. They may be able to test at the Individual Member rate with no additional charge. They may skate in all shows and exhibitions hosted by the Club. During contracted ice time if they skate they may be required to pay an additional fee as set by the Board.

Learn to Skate Membership: Learn to Skate Membership does not allow member voting rights, or the right to hold office, nor be on the Board. The member shall test at the Learn to Skate levels and must become a full USFS member to test at any test level. They may skate in all shows and exhibitions hosted by the Club. During contracted ice time if they skate they may be required to pay an additional fee as set by the Board.

Professional Membership: Professional membership will be offered at a special rate to be determined yearly. These members have all rights of a club member, with the exception of holding an officer position on the Board.

Collegiate Membership: The Collegiate Membership is a four year, full membership at a reduced rate of college aged members, and all skating privileges apply for the four year duration. Each athlete may receive this option only once during their entire skating career.

Honorary Membership Honorary Members may be elected at any meeting of the Club after recommendations to the Board and two thirds ($\frac{2}{3}$) majority of votes for the duration of one year.

Dues: The Board shall establish a fee schedule for membership dues and that fee schedule may be changed yearly at the Board's discretion.

Arrears of Dues and Restrictions: Any Member in arrears for dues, or other indebtedness, shall be notified by mail, by a Board Member at the member's last known address. If the amount is not paid in full within one (1) month thereafter, the name of the delinquent shall be reported to the Board. The Board may drop from the roll any name of such delinquent Members. A Member dropped from the roll for nonpayment of dues, or indebtedness, may upon payment of the same, at the discretion of the Board be reinstated to full membership. No Member in arrears of dues, or other indebtedness, shall be eligible to hold office or be entitled to vote or to enter any club activities or competitions.

Termination, Expulsion or Suspension: No Member may be expelled or suspended from the Club, and no membership terminated or suspended, except as follows. The Member shall be given not less than sixty (60) days prior written notice of the expulsion, suspension or termination and the reasons therefore. The Member shall have an opportunity to be heard, orally or in writing by the Board, not less than thirty (30) days before the effective date of the expulsion, suspension or termination by the Board. 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 and any assessments or fees incurred or commitments made prior to expulsion. The provisions apply to a Member's membership in the

Club and not to membership in the USFS, the latter of which is subject to applicable provisions of the bylaws and official rules of the USFS pertaining to expulsion or suspension or membership privileges in the USFS.

Delegates to the U.S. Figure Skating Governing Council: Delegates of the U.S. Figure Skating Governing Council must be Members of the Club and must meet the qualifications as set forth in Article VIII, Section I of the USFS Bylaws. The Club's Board shall appoint from among the Club's 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 attend said meeting, either in person or by represented by proxy. The Club will file a certificate of appointment of its delegates with the Secretary of the USFS, duly signed by an authorized Officer of the Club.

ARTICLE IV

MEETINGS

Annual Meeting: The Club shall hold an annual meeting of its Members for the purpose of electing officers and for the transaction of other business and will be held at a time, date and place, established by the Board. If no place is stated the meeting shall be held at the Club's headquarters. Failure to hold an annual meeting shall not work to forfeiture or dissolution of the Club or invalidate any action taken by the Board.

Special Meetings: Special Meetings of the Members may be called at any time by the Board, the President or by written request of the voting Members of the Club who are in good standing stating the purpose for calling the meeting and the business of the meeting shall be limited to that topic.

Board Meeting: A Board Meeting is a meeting of the elected Officers of the Club, and committee chairpersons, and will be called as needed by the Club President, to discuss Club business. Any Member of the Club is welcome to attend any Board Meeting.

Executive Board Meeting: An Executive Board Meeting is a meeting of the elected Officers of the Club and will be called as needed by the Club President, to discuss Club business.

Notice of Meeting: Notice of Annual and Special Meetings shall be posted on the Club bulletin board and the Club's website and shall be emailed to all Members, whose email addresses have been given to the Club, at least ten (10) days in advance of said meeting.

Voting List: After a record date is fixed for a membership meeting or for determining the Members entitled to vote by written ballot, the Secretary shall make, at the earlier of ten (10) days before such meeting or two (2) business days after notice of the meeting has been given, a complete list of the Members entitled to be given notice of such meeting or any adjournment thereof.

Voting Rights: Each Member in good standing, having the right to vote, as defined herein, shall be entitled to one (1) vote in Board elections, and any general vote deemed necessary by the Board. Each vote must be cast in person or proxy given.

Quorum: For Board Meetings or Executive Board Meetings - a majority of the Executive Board shall constitute a quorum. For Annual Meetings or Special Meetings - twenty percent (20%) of

the votes entitled to vote on a matter shall constitute a quorum. If a quorum exists, action on a matter by the Members is approved if the votes favoring exceed the votes opposing.

Meetings by Telecommunications: Any or all of the Members of the Club may participate in Annual, or Special Meetings, conducted through the use of any means of communications which all Members participating can hear each other during the meeting. A Member participating in a meeting in this manner is deemed to be present in person at the meeting.

Proxies: At all meeting of Members a Member may vote by proxy by signing an appointed form, either personally or by the members duly authorized person. A member may also proxy by transmitting or authorizing the transmission via an electronic transmission. The appointment of a proxy is effective when received by the Club and is valid for eleven (11) months unless specified in writing by the Members.

ARTICLE V

OFFICERS

Numbers and Qualifications: The elected Officers of the Club shall be a President (who shall also serve as the Chairman of the Board); one (1) or more Vice Presidents, the number of Vice Presidents to be determined by the President prior to any scheduled election; a Secretary, and a Treasurer (the “Officers” and collectively the “Executive Board”). One person may hold more than one office at a time, except that no person may simultaneously hold the offices of President and Secretary.

Election and Term of Office: The Officers of the Executive Board shall be elected by the Members at each regular Annual Meeting of the Club. If the election of Officers shall not be held at such meeting, such election shall be held as soon as convenient. Each Officer shall hold office until the Officer’s successor shall have been duly elected and shall have qualified, or until the Officer’s death, resignation or removal.

Voting Rights: Only the Officers of the Executive Board shall have voting rights pertaining to any and all issues regarding the business of the Club, during Board and Executive Board Meetings.

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

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

Removal: Any Officer may be removed by the Board whenever in its judgement the best interest of the Club will be served thereby.

Vacancies: Any vacancy of an Officer however occurring may be filled by the Board, at its discretion for the unexpired portion of the term.

Authority and Duties of Officers: The Officers of the Club shall have the authority and shall exercise the powers and perform the duties specified herein and as may be additionally specified by the Board, except when such powers and duties may be required or negated by law.

The Officers:

President: The President shall be the Chairman of the Board, shall preside at all meetings of the Board, and shall perform all other duties incident to the office of the President and Chairman. The President shall be responsible for the entire supervision and management of the club and its property.

Vice President(s) The Vice President or Vice Presidents shall assist the President and shall perform such duties as may be assigned to them by the Board or the President. The Vice President, in order of their election, shall at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President.

Secretary The Secretary shall (i) keep the minutes of the proceedings of the Board; (ii) see that all notices are duly given in accordance with these Bylaws, the Policies and Procedures or as required by law; (iii) be custodian of the Club records; and (iv) in general, perform all duties incident to this office or as may be assigned by the Board or the President.

Treasurer The Treasurer shall (i) maintain the account records of the Club; (ii) have access to the accounts and accounting records of the Club at all times; (iii) prepare period ending statements, as required; (iv) disburse the funds of the Club appropriately; (v) perform all usual duties of such office as well as special duties which the Board may assign; and (vi) provide financial reports as required by the Board, the USFS or under the law.

ARTICLE VI

FIGURE SKATING CLUB OF CHARLOTTE BOARD

Number of Members and Qualifications: There shall be a Board composed of the Officers of the Executive Board and the chairpersons of each committee (each a "Board Member"). All Board Members of the Club shall be eligible Members eighteen (18) years of age or older and be a Member in good standing of the Club for at least six (6) months. The chairpersons shall have no voting rights on issues pertaining to the business of the Club during Board or Executive Board Meetings.

Qualifying hours to hold Board/Chair Position: Board Members shall have a minimum of ten (10) hours to hold an Executive Board Member position and a minimum of five (5) hours to hold a chair position. All hours can be waived for Executive Board Members and Chairpersons at the current President's discretion.

ARTICLE VII

STANDARD OF CONDUCT FOR BOARD MEMBERS AND OFFICERS

General: Each Board Member shall perform their duties, including without limitation to their duties as a member of any committee of the Board, (i) in good faith, (ii) in a manner the Board

Member reasonably believes to be in the best interest of the Club and (iii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Reliance on Certain Information and Other Matters: In the performance of their duties, a Board Member shall be entitled to rely on information, opinions, reports or statements, in each case prepared or presented by the persons designated below. However, a Board Member shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated person on whom a Board Member is entitled to rely are: (i) one or more Officers of the Club whom they deem to be reliable and competent in the matter presented; (ii) legal counsel, a public accountant, or other person as to matters which the Board Member reasonably believes to be within such person's professional or expert competence; and (iii) a committee of the Board on which they do not serve.

Limitation on Liability: A Board Member shall not be liable to the Club or its Members for any action they take, or refuse to take, as a Board Member, if they perform their duties in compliance with this Article VII.

Attendance: Attendance at the Annual Meeting and Special Meetings by Officers is essential. If an Officer misses three (3) consecutive meetings, the Board will discuss the absences with the Officer and determine if the Officer should continue in the position. If it is determined by the Board that the Officer will not continue, the Board will appoint a replacement, from the active Members in good standing, to fill that Officer's position for the remainder of the term.

Conflict of Interest: A conflicting interest transaction is a contract, transaction or other financial relationship between the Club and a Board Member, or a party related to a Board Member, or between the Club and an entity in which the Board Member who has a financial interest. Whenever Board member has a financial or personal interest the Board Member must fully disclose the interest to the Executive Board. If the Conflict of Interest is not brought before the Executive Board, the President may choose to suspend, remove or expel said Board Member, basing its judgement in the best interest of the Club. Upon disclosure, said Board Member will not vote or lobby on the interest. The Board Member cannot be counted in the existence of a quorum being voted upon.

ARTICLE VIII

CONFLICT RESOLUTION

Resolution: If any Member of the Club has a complaint against another Member of the Club for an infraction of any Bylaw, rule, policies or procedure, other than skating rules, they may file a complaint in writing to the Board. Such complaints will be investigated and resolved [according to the Club's conflict resolution policy] which the Club is required to adopt and have in effect in accordance with the bylaws of USFS.

ARTICLE IX

RECORDS & MISCELLANEOUS

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, 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 of any class or category of members if any (iv) a list of the names and business and home addresses of its current Board Members; (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 names and addresses 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 statement prepared for periods during the last three (3) years that a Member of the Club could have required under the State law.

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 Article IX. Section 1, 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 cost of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost 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 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 directly connected with the described purpose. The right set for herein may not be abolished or limited by the [Articles of Incorporation] or the Bylaws.

Limitations on Use of Membership Lists: 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 purposes; or (iv) sold to or purchased by any person.

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

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 of the property and assets of the Club shall be authorized only in the named prescribed applicable statute.

Fiscal Year: The fiscal year of the Club is January 1st through December 31st.

Severability: The invalidity of any provision of these Bylaws shall not affect the other provision hereof and in such events these Bylaws shall be construed in respects as if such invalid provision were omitted.

Amendments: These Bylaws may be amended, altered or repealed and new Bylaws may be adopted by a vote of two thirds ($\frac{2}{3}$) of the Members present at any meeting of the Members at which a quorum is present, and not otherwise.

ARTICLE X

DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Code as the Board shall determine, or to federal, state or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.