

BYLAWS
THE KANSAS CITY FIGURE SKATING CLUB

ADOPTED: April 17, 1974
AMENDED: May 19, 1976
 June 7, 1978
 September 28, 1998
 September 10, 2010

AMENDED FOR REVIEW: June 4, 2017

ARTICLE I

NAME, EXISTENCE AND OFFICES

Section 1.1 **Name.** The name of this organization shall be known as the Kansas City Figure Skating Club (referred to in these Bylaws as the “Club”).

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

Section 1.3 **Membership.** The club has been formed to be a member of The United States Figure Skating Association (“U.S. 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 KC Ice Center, 19900 Johnson Dr. Shawnee, KS 66218. The registered office of the club required by 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 by the Board of Directors or by the Officers of the Club.

ARTICLE II

PURPOSE

The principal purpose of the Club is to foster figure skating on ice. In order to do so, the Club has been organized to exist as a member club of U.S. Figure Skating and, therefore, seeks to assist in carrying out the objects and purposes of U.S. Figure Skating in accordance with the provisions of the U.S. Figure Skating Bylaws and Official Rules. The Club shall maintain its membership in U.S. Figure Skating and conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of U.S. Figure Skating.

ARTICLE III

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 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 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, codes of conduct, code of ethics and principals of ethical behavior of U.S. Figure Skating.

Section 3.2 **Dues.** The Board of Directors may establish, as it shall deem necessary and appropriate, such periodic membership dues, other assessments and procedures for the manner of payment and collection thereof.

Section 3.3 **Terms of Membership.** All memberships shall terminate on the date of the year as listed per the current U.S. Figure Skating Rulebook.

Section 3.4 **Annual Meeting.** The Club shall hold an annual meeting of its members for the purpose of electing Directors, and for the transaction of such other business as may come before the meeting at a time, date and place stated in or fixed in accordance with a resolution of the Board of Directors. If no place is stated, the meeting shall be held at the Club's principal office. Failure to hold an annual meeting shall not constitute a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club. The annual meeting will be held during a consistent timeframe, and be no earlier than two (2) months prior to the end of the fiscal year.

Section 3.5 **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 sixty (60) days before the date of 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 the Club Officer, a person signing the demand may set the time and place of the meeting and given 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 3.6 **Notices.** Notices of annual and special Club meetings may be delivered to each member in a fair and reasonable manner. Club communications may be delivered as part of a publication regularly sent to members and shall constitute a notice or report.

Section 3.7 **Quorum.** Fifty percent (50%) of the votes entitled to be cast by the members in good standing, 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 3.8 **Meetings by Telecommunications.** Any or all of the members may participate in an annual or special membership by, or the meetings may be conducted through the use of any means of communication by which all members participating in the meeting 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.

Section 3.9 **Arrears for Monetary Restrictions.** Any member in arrears for dues, club ice or other indebtedness shall be notified in writing by Treasurer. If the amount is not paid in full within one month thereafter, the name of the delinquent member shall be reported by the Treasurer to the Board of Directors at the next meeting. The Board of Directors may suspend from the roll (of the Club and notification to U.S. Figure Skating) for non-payment of dues, or other indebtedness, and may, upon payment of same, at the discretion of the Board of Directors, be reinstated to full membership.

Section 3.10 **Right of Representation.** The right to represent the Kansas City Figure Skating Club as a competitive skater or in any other capacity shall be limited to those members in good standing who receive permission from the Board of Directors or the Test Chairman. The Board nor the Test Chairman shall not grant this permission to any skater which would be in violation of the rules of U.S. Figure Skating. Mere membership in this Club shall not be sufficient to warrant the right to receive financial assistance toward skating and competition expenses.

Section 3.11 **Responsibilities for Guest.** Members shall be responsible for the conduct and indebtedness of all persons admitted to the Club's property at their request.

Section 3.12 **Resignation.** Any member not in arrears for dues, or other indebtedness, may tender a written resignation of his/her membership to the Secretary who shall report the same to the Board of Directors at their next meeting for their action.

Section 3.13 **Suspension, Expulsion and Loss of Membership Privileges.** 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 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, by the Board of Directors no less than 10 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. Any member expelled or suspended shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to expulsion. The provisions of this Section 3.15 apply to the member's membership in the Club and not to membership of the U.S. Figure Skating, the latter of which is subject to applicable provision of the Bylaws and Official Rules of the U.S. Figure Skating pertaining to expulsion or suspension of the membership privileges in the U.S. Figure Skating.

Section 3.14 **Membership Reinstatement.** Any prior Club member may be reinstated upon approval by the Board of Directors.

Section 3.15 **U.S. Figure Skating Governing Council Delegates.** Delegates to the U.S. Figure Skating Governing Council must be registered members of the Club, and must meet the qualifications as set forth in Article VII, Section 1 of the U.S. Figure Skating Bylaws. The Club's Board of Directors shall appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with Article VII, Section 2 of the U.S. Figure Skating Bylaws. They shall be appointed or elected annually as of February first to serve for one (1) year or until their successors are appointed or elected.

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. A certificate of appointment, duly signed by the authorized officer of such full member club, shall be filed with the secretary of U.S. Figure Skating.

Section 3.16 **Voting Rights.** The Board of Directors shall determine the classes of membership and the criteria for voting membership, and the rights, privileges, preferences, restrictions and conditions applicable to the class of membership. There is no requirement that each class of membership have the same rights, privileges, preferences, restrictions and conditions. Each voting member of the Club satisfying the criteria set by the Board of Directors for voting membership shall be entitled to one vote. Voting by proxy shall only be permitted for election of Board members and Officers of the Club; and changes to the Bylaws. If no proxy or vote is received by a voting member, it is assumed to be an affirmative vote.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 General Powers and Qualifications.

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.

Qualifications. Directors must be

- (a) at least eighteen (18) years old;
- (b) in good standing with the Club;
- (c) registered members of U.S. Figure Skating;
- (d) home club members in accordance with provisions of applicable rules of U.S. Figure Skating; and
- (e) voting members of the Club.

Section 4.2 Numbers, Terms, Vacancies and Elected Officers.

Number of Directors. There shall be a Board of Directors of nine (9) regular members of the Club as long as the membership remains above 100 members at the end of fiscal year. If membership is below 100 members, then there may be (7) regular members of the Club. Two of the members up for election may not be replaced.

Vacancies. Any vacancy occurring among the Directors may be filled by the affirmative vote of a majority of the remaining members. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office. Replacements, rotations, or additions of Directors are subject to the same term limitations.

Elected Officers. The President, Vice-President, Secretary, and Treasurer (which offices may be combined at the Board's discretion) shall be elected according to the process outlined in the Article IV, Section 4.3, Elections and Nominating Committee.

Section 4.3 **Elections and Nominating Committee.** The Board shall select a nominating committee consisting of one Board member, plus two members appointed by the Board of Directors from the Club's general membership and from these three members, one will be selected as the chair. The purpose of the Nominating Committee is to locate, recommend, and confirm potential candidates for the Board of Director and Officer positions.

- (a) Elections will be held to fill the expired terms and Officer positions every year;
- (b) The committee will recommend nominees for election to the Board of Directors and the slate of Officers. The list of nominees may exceed the number of open positions;
- (c) Members of the Nominating Committee are not eligible for election to the Board of Directors or as an Officer for the upcoming year;
- (d) If necessary, the Nominating Committee may elect to fill an Officer position with a qualified member who does not have the requisite prior year Board experience;
- (e) The nominating committee will send a call for nominations to all club members;
- (f) All possible nominees and Officers shall be contacted by a member of the Nominating Committee to confirm interest in the position;
- (g) A final ballot of nominees and Officers, with a summary of qualifications (written by the nominee), will be presented to the Board no later than two (2) weeks prior to the stated annual meeting of the Club. No action is necessary from the Board of Directors;
- (h) The Chair of Nominating Committee shall communicate the list of nominees and Officers and their qualifications to the general membership;
- (i) All nominees shall be listed on a ballot and ballots will be issued to voting members prior to the annual membership meeting;
- (j) A quorum of votes must be collected, and the majority of those votes for each Board member and/or Officer position shall determine the outcome.

Section 4.4 **Resignation.** A Director may resign by written notice to the President. The resignation is effective when the notice is received by the Board of Directors, unless the notice specifies a later effective date.

Section 4.5 **Removal for Cause.** The office of a Board member shall be ipso facto vacated if:

- (a) declared of unsound mind by a final order of court;
- (b) convicted of a felony;
- (c) s/he is no longer a member of the Club;
- (d) a 2/3 majority of all members vote to remove from office;
- (e) conduct is not conducive to the purpose of the Club or U.S. Figure Skating;
- (f) is absent for (2) two consecutive, regularly scheduled monthly meetings of the Board, without rendering sufficient reason for such absences.

Section 4.6 **Meetings.** The Board of Directors shall meet on a regular basis.

- (a) Any member of the Club may attend a regularly scheduled Board meeting;
- (b) Special meetings of the Board may be closed to the general membership;
- (c) Any four (4) members of the Board may call a special Board meeting upon written notice to all members of the Board of Directors at least (3) three days prior to the meeting. The notice shall state the date of the meeting, purpose for which the meeting is called, and the names of the four (4) members requesting the meeting.

Section 4.7 **Notices.** Notices of Board meetings shall be posted on the club website.

Section 4.8 **Quorum and Voting.** A majority of the Board five (5) members for a nine (9) member board or four (4) members for a seven (7) member board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting

Section 4.9 **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 4.10 **Audits.** The Board shall audit records of the Secretary and of the committees. They shall appoint or secure the services of a qualified individual to audit the books and records of the Treasurer. Audits will be conducted internally every other year. Audits will be conducted as requested by a club member or by an external party.

Section 4.11 **Indebtedness.** The Board shall have the power to limit the indebtedness of any member of the Club.

Section 4.12 **Compensation.** Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors of attendance at Board meetings may be paid or reimbursed by the Club. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 4.13 **Standing Committees.** The Board shall appoint all standing committees with full authority over them except as hereinafter provided and shall appoint such

other committees as shall seem to them necessary.

ARTICLE V

OFFICERS AND THEIR DUTIES

Section 5.1 **Officers.** The Officers shall be President, Vice-President, Secretary, and Treasurer. All Officers must be registered members of U.S. Figure Skating who have designated the Club as their home club.

Section 5.2 **Qualifications.** Each Officer of the Club must meet the qualifications outlined in Article IV, Section 1, and have at least one (1) year board experience.

Section 5.3 **Election and Term of Office.** The Officers of the Club shall be elected by club members and will hold office for one (1) year. An Officer may be re-elected to the same or different officer positions multiple times. No officer shall hold the same officer position for more than six (6) consecutive terms.

Section 5.4 **Compensation.** Officers shall not receive compensation for their services as such, although the reasonable expenses of Officers may be paid or reimbursed by the Club. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 5.5 **Resignation.** An Officer may resign at any time by giving written notice of resignation to the Board. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date.

Section 5.6 **Removal.** Any Officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the Club will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not in itself create contract rights.

Section 5.7 **Vacancies.** All vacancies in the elected officer positions shall be filled by an affirmative vote of a majority of the remaining directors. An officer appointed to fill a vacancy shall be appointed for the unexpired term of such officer's predecessor in office.

Section 5.8 **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) The President shall:
 - i. be the Chairman of the Board;
 - ii. preside at all meetings of the Board of Directors; and
 - iii. perform all other duties incident to the office of the president and chairman.

- (b) The Vice-President shall:
 - i. 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;
 - ii. at the request of the Board of Directors, periodically review the Constitution and Bylaws of the Club and to submit recommendations for amendments and/or changes.

- (c) The Secretary shall:
 - i. keep the minutes of any Club or Board of Directors meetings, with the time and place of holding, whether regular or special, and if special, how authorized, the notice there of given, the names of those present or represented at member meetings and proceedings thereof;
 - ii. supervise all reports and documents connected with the business of the Club, including the annual filings (e.g. incorporation filing, General Council delegate certificates, etc.);

- iii. keep a ledger (electronic or paper) showing the names of the Club members, their addresses, telephone number, email and class;
- iv. supervise Club correspondence including but not limited to the preparation and distribution of annual and special meeting notices, scheduled Board meetings and Club events;
- v. notify the Board of Directors of any Club member resignations.

(d) The Treasurer shall:

- i. 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, and deposit the same in accordance with the instructions of the Board of Directors;
- ii. keep a record of all receipts and disbursements;
- iii. 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, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit;
- iv. provide a Treasurer's Report including a detailed profit-and-loss statement at regularly scheduled Board meetings;
- v. deposit funds in the name of the Club, in a bank approved by the Board of Directors, or in securities approved by the Board of Directors; and
- vi. prepare and submit at the annual meeting of the Club a list of anticipated expenditures for the coming year together with proposals for sources of revenue to meet the anticipated expenses.

The Board of Directors shall have the power, whenever they deem it necessary, to appoint an acting Assistant Treasurer. Upon the appointment of an assistant treasurer, the treasurer or the assistant treasurer will take charge of deposits while the other shall take charge of disbursements.

ARTICLE VI

STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 6.1 **General.** Each Director and Officer shall perform their duties without limitation;

- (a) in good faith;
- (b) in a manner the Director or Officer reasonably believes to be in the best interests of the Club; and
- (c) 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 6.2 **Reliance on Certain Information and Other Matters.** In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director or Officer shall not be considered to be acting in good faith if

the Director or Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a Director or Officer are entitled to rely are:

- (a) one or more Officers or members of the Club whom the Director or Officer reasonably believes to be reliable and competent in the matters presented;
- (b) 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;
- (c) 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 6.3 **Limitation on Liability.** A Director or Officer shall not be liable to the Club or its members for any action the Director or Officer takes or omits to take as a director or Officer if, in connection with such action or omission, the Director or Officer performs their duties in compliance with this Section.

ARTICLE VII CONFLICTS OF INTEREST

Section 7.1 **Definition.** As used in this Section:

- (a) "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
- (b) 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 7.2 **Procedure; Action; Disclosure.** No conflicting interest transaction shall be deemed void or voidable, 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:

- (a) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or

- (b) 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
- (c) 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 7.3 **Agreement.** All Board of Directors are required annually to sign a Conflict of Interest statement.

Section 7.4 **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 VIII CONFLICT RESOLUTION

If any member of the Club has a complaint against another member of the Club for an infraction of any Bylaw, rule, policy or procedure of the Club, other than U.S. Figure Skating rules and regulations, they may file a complaint in writing to the Board of Directors of the Club. Such complaints will be investigated and resolved according to the Club's conflict resolution policy that the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.

ARTICLE IX 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

- (a) such person conducted himself or herself in good faith;
- (b) such person reasonably believed
 - i. 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
 - ii. 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

- (a) 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
- (b) in connection with any proceeding charging improper personal benefit to the person, whether or not involving action in the person's official capacity, in which the person was adjudged liable on

the basis that personal benefit was improperly received by the person (even if the Club was not thereby damaged).

Any indemnification under this Article (unless ordered by a court) shall be made by the Club only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Board of Directors by a majority vote of a quorum of the Board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

ARTICLE X

MISCELLANEOUS

Section 10.1 **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:

- (a) appropriate accounting records;
- (b) Articles of Incorporation and Bylaws;
- (c) resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members, if any
- (d) a list of the names and business or home addresses of its current Directors and Officers;
- (e) a copy of its most recent corporate report delivered to the state;
- (f) 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;
- (g) all written communications within the past three (3) years to members; and
- (h) 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 10.2 **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:

- (a) the member must have been a member at least three (3) months immediately preceding the demand;

- (b) the demand must be made in good faith and for a proper purpose;
- (c) the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and
- (d) 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 10.3 **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:

- (a) obtained or used by any person for any purpose unrelated to a member's interest as a member;
- (b) 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;
- (c) used for any commercial purpose; or
- (d) sold to or purchased by any person.

Section 10.4 **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 10.5 **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.

Section 10.6 **Fiscal Year.** The fiscal year of the Club will correspond with the fiscal year of U.S. Figure Skating (i.e., beginning on July 1 and ending on June 30).

Section 10.7 **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 10.8 **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, or by proxy, at any meeting of the members at which a quorum is present, and not otherwise.

Section 10.9 **Parliamentary Authority.** The rules contained in the current edition of Robert's Rules of Order shall govern the Club in all classes to which they are applicable and in which they are not superseded with these bylaws and any special rules of order the Club may adopt.