

BYLAWS of ESCANABA AREA FIGURE SKATING CLUB

ARTICLE I

NAME; EXISTENCE; OFFICES

Section 1.1 Name. The name of this organization is the Escanaba Area Figure Skating Club (referred to in these Bylaws as the "Club" or EAFSC).

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

Section 1.3 Membership in U.S. Figure Skating. The Club has been formed to be a member of The United States Figure Skating Association ("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. This club shall have its headquarters at the Wells Sports Complex also known as Hannahville Ice and Turf.

ARTICLE II PURPOSES

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

ARTICLE III MEMBERS

Section 3.1 Members.

- a. General Member: Interested in the objects and purposes of the Club and who are registered with U.S. Figure Skating. Members of the Club shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws,

Official Rules, policies, procedures, code of conduct, and code of ethics and principles of ethical behavior of U.S. Figure Skating.

- b. Voting Member: Members of EAFSC who actively participate throughout the calendar year meeting the criteria set below. One vote will be permitted for each voting member for the purpose of electing members to the Board of Directors. Proxies and absentee ballots will not be recognized. A voting member for EAFSC shall be defined as:
 - i. Any interested individual over the age of 18 who has demonstrated an interest in EAFSC by attending at least four (4) regular monthly board meetings during the fiscal year.
 - ii. The EAFSC calendar year shall be defined as August 1 through July 31 of each year. Attendance will be recorded in the official minutes of EAFSC board by the Secretary. Prior to the annual meeting the Secretary will publish a list of eligible voters.

Membership in the EAFSC shall be as follows:

- a. Full Membership
- b. Associate Membership
- c. Collegiate Membership

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

Section 3.3 Voting Rights. A member whose home club is EAFSC and has met the following criteria, an age of majority (18) or parent/guardian of member, paid required fees and attended four or more scheduled board meetings for the year, may have voting privileges in the following year. Privileges for voting will be for board elections and special action items to be announced. Each family with voting rights shall only have one vote.

Section 3.4 Annual Meeting. The Club shall hold an annual meeting of its members for the purpose of announcing newly elected 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 cause a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club.

The President or, in his/her absence, the Vice President or, in both their absences, any person chosen by the members present shall call the meeting of the members to order and shall act as chairman of the meeting, and the Secretary shall act as secretary of the

meeting, but in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

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 request of the members (but not less than 5 members). No business shall be transacted at a special meeting except that of which notice was given. Written notice of notice by electronic mail stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called shall be delivered no less than 10 days nor more than 15 days before the date of the meeting, either personally or by mail or electronic mail by the Secretary to each member of record entitled to attend or vote at the meeting.

Section 3.6 Notice of Meetings. Notice shall be given to each member entitled to vote at a meeting in a fair and reasonable manner. Written notice by first class or registered mail of any annual, regular or special meeting stating the place, date and hour of the meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notifications will be given personally, paper mail, electronic mail or other form by the direction of the President, the Secretary or the persons calling the meeting, to each member entitled to vote at such a meeting.

Section 3.7 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 3.8 Termination, Expulsion or Suspension.

- a. Suspension. A member can be suspended for conduct that conflicts with the objectives, Handbook or bylaws of the organization. Suspensions shall be a minimum of one week up to a maximum of the time until the date of the next regularly scheduled meeting of the board of directors. Suspended members may not attend or participate in Club or U.S. Figure Skating activities other than the scheduled review of the suspension while under suspension.
- b. Expulsion. A member can be expelled for grievous conduct that conflicts with the objectives or bylaws of the organization. Expulsion shall mean permanent removal of the individual from participation in the activities of the organization.
- c. Procedure for Redress. Any suspension shall be reported to the President and the Membership Committee within 48 hours of such action. All suspensions shall be reviewed by the Board at its next regularly scheduled meeting. The suspended member may request an earlier review if submitted in writing to the

President or Secretary within 72 hours of suspension; such review shall then be scheduled within seven working days of such request.

During the review session, any and all Club members (or parents of minor members) may attend, non-members may be present only by invitation of the Board for a specified purpose; e.g., to verify factual circumstances.

The Board of Directors may:

1. Exonerate the suspended member and remove any detrimental statements in his records.
2. Uphold the original suspension as appropriate.
3. Extend the suspension for up to 6 months.
4. Expel the previously suspended member.

The decision of the Board of Directors is final. Application for reconsideration will be considered only if new factual information is forthcoming. Expelled members may not reapply for membership for a minimum of 12 months.

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 3.10 apply to a member's membership in the Club and not to membership in U.S. Figure Skating, the latter of which is subject to applicable provisions of the Bylaws and Official Rules of U.S. Figure Skating pertaining to expulsion or suspension of membership privileges in U.S. Figure Skating.

Section 3.11 Outstanding Financial Obligations: Any member who has an overdue outstanding financial obligation will be reported to U.S. Figure Skating and may be dropped from membership roll for non-payment. They will therefore not be eligible to hold office, vote, enter any Club tests or competitions or participate in any club sponsored activities. Upon payment of the same and at the discretion of the Board of Directors, they may be reinstated at full membership.

Section 3.12. Board Approval for Competition, Testing or Exhibition. No member or members of the Club shall make entry in the name of the Club in competition or exhibition except with the approval of the Board of Directors or their designated representative.

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.
- (b) Qualifications. Directors must be (i) at least eighteen (18) years old, (ii) registered with U.S. Figure Skating and (iii) home club members of EAFSC in accordance with provisions of applicable rules of U.S. Figure Skating and (iv) voting members of the Club. In addition, club coaches may serve as Directors of the Club so long as they do not collectively constitute a majority of the Board Members.
- (c) Ethical Behavior and Conflict of Interest. Those who choose to serve on the Board of Directors for EAFSC, whether as volunteers or paid professionals, are held to a high standard of conduct. Those who serve on the Board of Directors of EAFSC must do so without personal gain, must avoid any institutional loss or embarrassment, and must behave in such a way that the organization's trust and public confidence are enhanced. It is important to avoid any real or apparent conflict of interest.

While no set of guidelines can guarantee acceptable behavior, the general principles that guide behavior in this area are disclosure, physical absence and nonparticipation in the decision making process where personal or family gain is a possibility, and when a commitment to honor the confidentiality of organization information is affected.

All board members agree to a "Duty of Loyalty". When an individual decides to become a member of the ESFSC Board of Directors, they are expected to make the interest of EAFSC take precedence over personal interests they may have. When there are conflicting interests, the board member must leave the meeting room and not participate in the discussion of the subject and not vote on the issue.

Section 4.2 Number, Term, and Election of Directors.

- (a) Number of Directors. The business and affairs of the Corporation shall be managed by its Board of Directors. The number of directors of the Corporation shall be nine (9). Each director shall hold office for the term for which he/she is elected and until his/her successor shall have been elected and qualified or until his/her resignation or removal.
- (b) Change in Number of Directors. Any action of the Board of Directors 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 these Bylaws.

(c) Term of Directors. Members of the Board of Directors shall be elected for three (3) year terms, with three (3) directors elected each year to provide for continuity on the Board. Election to the Board of Directors shall be held during the annual member meeting in April, with the Board members' three-year term beginning at the May meeting of the Board of Directors immediately following their election. If a vacancy occurs during a director's term of office, the Board of Directors shall appoint a new director to serve the remainder of the unexpired term. Individuals who showed interest during the last election and were not chosen shall be asked first prior to opening up to the remainder of club members.

(d) Nomination and Election of Directors. At a time reasonably in advance of each annual meeting of the Club, the Board of Directors will seek nominations for upcoming elections. Candidates may be self nominated or nominated by another member of EAFSC. If nominated by another member, acceptance to serve if elected must be made in writing in advance of voting. The Board of Directors shall determine and present to the voting members, at a time reasonably in advance of the meeting, a list of nominees to stand for election to fill the positions of those Directors whose terms shall expire at the annual meeting. The voting members shall, by the affirmative vote as required by these Bylaws, elect the requisite number of Directors from among the list of nominees.

Section 4.3 Resignation. A Director may resign at any time by giving written notice of resignation to the Club. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date.

Section 4.4 Removal. A Director may be removed as follows: (i) The voting members may remove one or more directors elected by them for cause; and (ii) The Directors may remove a director for lack of attendance at meetings.

Section 4.5 Vacancies. Any vacancy occurring among the Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the un-expired term of such Director's predecessor in office.

Section 4.6 Regular Meetings. The Board of Directors shall meet once monthly throughout the year, with the exception of the months of June and July. Meetings may

be held during those months if there is business to conduct. Special meetings may be called by the President of the Board of Directors or by two or more directors.

Special meetings may be called by or at the request of the President, Secretary, or any two Board members. Each Director shall be entitled to a 48 hour notice of any special meeting. The President, and in his/her absence, the Vice President, and in both their absences, any director shall call the meeting of the Board of Directors to order and act as chairman of the meeting.

A majority of the members of the Board then in office, or of the members of a committee thereof, constitutes a quorum for the transaction of business. The vote of the majority of the members present at a meeting at which a quorum is present constitutes the action of the Board or of the committee.

Section 4.7 Notice of Meetings to Members. A meeting schedule will be posted at the Wells Sports Complex, and meeting dates, times, and location will be published in the club newsletter and on the website. Special meetings will be posted at least 48 hours prior to the meeting at the Wells Sports Complex.

Written notice of the time, place and purpose of any members' meeting shall be given to each member personally or by mail, not less than ten (ten) or more than sixty (60) days before the meeting. If mailed, notice shall be deemed given by depositing the written notice at a post office or in a mailbox for collection, with first-class postage affixed, and addressed to the club member at the most recent address provided to the EAFSC.

Such notice of meeting shall state the time and place where such a meeting shall be held, and shall briefly set forth the matter to be considered; except that the failure to set forth the matters to be considered shall not affect in any way the consideration of such matters at the meeting unless objected to by the majority of members present at such meeting.

Section 4.8 Quorum and Voting. A majority of the members of the Board then in office, or of the members of a committee thereof, constitutes a quorum for the transaction of business. The vote of the majority of the members present at a meeting at which a quorum is present constitutes the action of the Board or of the committee.

Section 4.9 Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of Directors may be taken without a meeting if every member of the Board in writing either: (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that action not be taken without a meeting. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. The action shall only be effective if

there are writings, which describe the action, signed by all 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 providing the Club with a complete copy of the document including a copy of the signature. A Director's right to demand that action not be taken without a meeting shall be deemed to have been waived if the Club receives a writing satisfying the requirements hereof that has been signed by the Director and not revoked as provided below. Actions taken shall be effective when the writings set forth a different date. Any 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 4.10 Compensation. Directors shall not receive compensation for their services from EAFSC.

Section 4.12 Review of Bylaws Not less than every three (3) years, the Board of Directors shall review, or cause to be reviewed, the bylaws of the Club.

Section 4.13 Standing Committees. The Board of Directors shall appoint all standing committees with full authority over them and shall appoint such other committees as shall seem to them necessary. Such committees may be required, from time to time, to assist the Board and attend monthly meetings to report out committee details.

ARTICLE V OFFICERS and MEMBERS AT LARGE

Section 5.1 Officers. The officers shall be president, vice-president, secretary and treasurer. These officers shall assume their duties upon election. They shall be elected by the Board of Directors at their first Board Meeting for a term of one year and until their successors are duly elected and qualified. Any vacancy in the office during a term shall be filled by the Board of Directors. Officers must be Directors of the Club and, therefore, must meet the qualifications of Directors as set forth in these Bylaws.

Section 5.2 Authority and Duties of Officers. The Officers of the Club shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. The duties of the President of the Corporation shall be to direct the overall operation of the organization. The president shall appoint special committees, as required, and shall represent the Corporation before the public, either personally or through delegates, and shall have and perform such further duties as may be delegated to him/her by the Board of Directors.

(b) Vice-President. The duties of the vice-president of the corporation shall be to perform all the duties of the president in the corporation in the event of his/her absence or inability for any reason to perform said duties. In addition, the vice-president shall perform such further duties as may be delegated to him/her by the Board of Directors

(c) Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors, be a custodian of the Club records and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

(d) Treasurer. The Treasurer shall be the principal financial officer of the Club and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors, receive and give receipts and acquittances for moneys paid in on account of the Club, and pay out of the funds on hand all bills, payrolls and other just debts of the Club of whatever nature upon maturity, 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.

Section 5.3 Delegates to the U.S. Figure Skating Governing Council. Delegates to the U.S. Figure Skating Governing Council must be registered members of the Club and must meet the qualifications as set forth in Article VII, Section 1 of the U.S. Figure Skating Bylaws. The Club's Board of Directors shall appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with Article VII, Section 2 of the U.S. Figure Skating Bylaws. The Club's delegates shall be representatives of the Club at the Governing Council meeting for which they are appointed as delegates and shall attend said meeting, either in person or represented by proxy. The Club will file a certificate of appointment of its delegates with the Secretary of U.S. Figure Skating, duly signed by an authorized Officer of the Club.

Section 5.4 At Large Members:

- a. Volunteer Director

- b. Coaching Director
- c. Public Relations
- d. Compliance/Sportsmanship
- e. Registrar
- f. Fundraising

Section 5.5 Other Representatives (Non Board Members)

- a. Events Coordinator
- b. High School Liaison
- c. Junior Club Liaison
- d. Learn To Skate Liaison

Section 5.6 Club Paid Positions

- a. Competition Director
- b. Learn to Skate Director
- c. Ice Show Director

ARTICLE VI

STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

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

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: (i) one or more officers or employees of the Club whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal

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

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 CONFLICT RESOLUTION

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

ARTICLE VIII: MISCELLANEOUS

Section 8.1 Records The Club shall keep for a minimum of three years; 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. The club shall also maintain the following records: (i) appropriate accounting records; (ii) its Articles of Incorporation and Bylaws; (iii) any copies of corporate reports to the State, (vi) all financial statements prepared for periods during the last three (3) years.

Section 8.2 Fundraising The Board of Directors may engage the Club in a variety of fundraising activities to benefit the Club and its members or specific programs overseen by the Club. When these activities are intended to be a benefit to all Club members, failure to participate in such activities or submit payment in lieu of participation shall incur the same penalty as the non-payment of fees.

Section 8.3 Donations The Board of Directors of the Corporation is empowered to accept donations of money, personal property, or real estate by the way of gift, devise, bequest or otherwise hold title thereto for the benefit and purpose of the Corporation, and to use said property in accordance with the terms of the deed, gift, or bequest of such property, if any, and otherwise the same shall be used in a manner inconsistent

with the purposes of the Corporation and as a majority of the Board of Directors shall direct; except that the same shall be consistent in all respects with the stated purposes of the Corporation set forth in Article II of the Articles of Incorporation.

Section 8.4 Amendments These Bylaws may be amended by a majority of those present at any regular or special meeting of the voting membership, but no amendment shall be in order at any meeting unless written notice of the proposed amendment is included in the notice of meeting as provided in Article VI, Section 3, of these Bylaws.

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 a director acting in his or her official capacity, that his or her conduct was in the Club's best interests, or (B) in all other cases, that such person's conduct was at least not opposed to the Club's best interests, and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. However, the Club may not indemnify a person either (i) in connection with a proceeding by the Club in which the person is or has been adjudged liable for gross negligence or willful misconduct in the performance of the person's duty to the Club or (ii) in connection with any proceeding charging improper personal benefit to the person, whether or not involving action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person (even if the Club was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by the Club only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Board of Directors by a majority vote of a quorum of the Board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

ARTICLE X. DISSOLUTION

The Board of Directors may, by unanimous vote, and with the concurrence of a majority of the members present and eligible to vote at a special meeting direct that the Corporation be liquidated or dissolved, and in such case, said liquidation or dissolution shall be governed by the terms and provisions of Article VII of the Article of

Incorporation. Liquidation and dissolution may also occur as provided by the laws of the United States and State of Michigan, and in such event, such liquidation and dissolution shall be governed by the terms and provisions of Article VII of the Articles of Incorporation. In no event upon dissolution shall the funds inure to the benefit of the private members. Any funds remaining shall be donated to an organization of like purposes qualified under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or any successor section thereof.

BYLAWS CERTIFICATE

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

Dated: 9/14/20 Name: N. A. Pilot