

# **ARTICLE I**

## **NAME; EXISTENCE; OFFICES**

**Section 1.1 Name.** The name of this organization is the Tidewater 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 Virginia (the “State”) and shall be governed by the nonprofit corporation law of the state (the “ Nonprofit Law” ).

**Section 1.3 Membership in U.S. Figure Skating.** The club has been formed to be a member of The United States Figure Skating Association (“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 Chilled Ponds Ice Sports Complex, 1416 Stephanie Way, Chesapeake, VA 23320. The registered office of the Club required by the Nonprofit Law to be maintained in the State may be, but need not be, the same as the principal office/headquarters of the Club, and the address of the registered office may be changed from time to time by the Board of Directors or by the Officers of the Club.

## **ARTICLE II PURPOSES**

### **Section 2.1 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.

### **Section 2.2 Specific Purposes.**

The purposes of the Club are:

- A. To encourage the instruction, practice, and advancement of the members in, skating skills, singles, pair skating, ice dancing, synchronized skating, and all types of figure skating.
- B. To foster amateur figure skating competition from the beginner to the national or international level (without providing athletic facilities or equipment). To encourage and cultivate fellowship among ice skaters.
- C. To produce or cooperate in the production of amateur ice shows, competitions, and exhibitions.

- D. To conduct U.S. Figure Skating tests.
- E. To encourage members to become qualified U.S. Figure Skating judges, accountants, and referees.
- F. To generally perform such other acts as may be necessary, advisable, proper, or incidental in the realization of the objectives and purposes of this organization.
- G. To carry out the general policies of the United States Figure Skating Association.

### **Section 2.3 Mission Statement.**

The Tidewater Figure Skating Club (TFSC) is a volunteer organization whose mission is to create, maintain and enhance a healthy and positive environment in which our members can develop physically and emotionally while building character through the sport of figure skating at all ages.

## **ARTICLE III MEMBERS**

### **Section 3.1 Definition.**

- A. **Member in Good Standing.** All members of the Club shall be considered to be “Members in Good Standing” when their dues/debts are paid in full, and they demonstrate a commitment to assist the Club according to the Club volunteer policy and abide by the Code of Conduct of the Club.
- B. **Members.** The Club shall have members who are interested in the objects and purposes of the Club and who are registered with U.S. Figure Skating, with voting rights and any other legal rights or privileges in connection with the governance of the Club, in accordance with such provisions and criteria pertaining to qualifications, classification, privileges, application, and acceptance of members established from time-to-time by the Board of Directors. Members of the Club shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws, Official Rules, policies, procedures, code of conduct, and code of ethics and principles of ethical behavior of U.S. Figure Skating.

**Section 3.2 Non-Discrimination.** The Tidewater Figure Skating Club does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, or sexual orientation, in any of its activities or operations. These activities include, but are not limited to, recruitment, advertisements for membership, compensation, termination, and other conditions of membership against any member or member applicant, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our Club, volunteers, subcontractors, vendors, and clients.

**Section 3.3 Classes of Membership.** Classes can be changed or amended at anytime by the Board of Directors.

- A. Introductory.** Full membership is available to first-time U.S. Figure Skating members. Adult has one (1) vote if an adult is the Introductory member. The Club is the primary Club. Testing and competition privileges.
- B. Aspire.** Full U.S. Figure Skating membership for the second year of club membership. Can also be used for skaters who only compete on synchro, production, or theater on ice. After 2<sup>nd</sup> year of membership, the skater must register for home club membership if the skater plans to take U.S. Figure Skating tests and compete. If the skater is only planning to skate on a team, the skater may remain an Aspire member.
- C. Home Club.** First family member under eighteen (18) plus one (1) parent or Guardian. Adult has one (1) vote. The Club is the primary Club. Testing and competition privileges.
- D. Additional Skater.** For additional skating family members under eighteen (18). The Club is the primary Club. Adult receives no additional votes. Testing and competition privileges.
- E. Home Club Adult.** For adults eighteen (18) and older. Has one (1) vote. The Club is the primary Club. Testing and competition privileges.
- F. Secondary.** For skaters who already have a primary club. Has no votes. No competition privileges.
- G. Collegiate.** Four (4) year membership for students eighteen (18) and older who are enrolled in an undergraduate or graduate program. Only available once. Has one (1) vote. The Club is the primary Club. Testing and competition privileges.
- H. Honorary Membership.** By unanimous vote, the Board of Directors may from time to time designate any person who has rendered important or distinguished services to the Club as an Honorary Member of the Club for one (1) year. Such member shall have such privileges as may be granted by the resolution by which he is admitted. Member shall be exempt from payment or any entrance fee in respect of such membership and from payment of any annual subscription, but in all other respects, he shall be subject to these Bylaws, rules, regulations, and policies of U.S. Figure Skating.
- I. Life Membership.** By unanimous vote of the Board of Directors, a Life Membership may be awarded to any person deemed worthy. Such members shall be exempt from payment of dues and shall have all privileges.
- J. Coach membership.** For Coaches only. TFSC will be the primary club. Membership includes One (1) vote, Club emails, US Skating magazine, and coaches privileges. By applying for membership at this rate with the TFSC, you as a Coach agree that all rules pertaining to Coaching Compliance will be met. These consist of:
  - a. Successfully pass the annual background screen.
  - b. Verification of current coach liability insurance.
  - c. Completion of CER courses.
  - d. Additional requirement - PSA membership if coaching in qualifying competitions only.

**Section 3.4 Termination, Expulsion, or Suspension.** No member may be expelled or suspended from the Club, and no member may be terminated or suspended, except as follows. The member shall be given not less than thirty (30) days prior written notice of the expulsion, suspension, or termination and the reasons, therefore. The member shall have an opportunity to be heard, orally or in writing, by the Board of Directors, not less than five (5) 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 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 3.5 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 3.6 Dues and Club Season.** The Club season shall be defined as beginning July 1st of each year and continuing to June 30th of the next year. All annual dues shall be payable on application and considered in arrears after July 31st for the ensuing year unless otherwise provided by the Board of Directors.

**Section 3.7 Fiscal.** The fiscal year of the Club shall begin on July 1st and end on June 30th.

## ARTICLE IV CLUB MEETINGS

**Section 4.1 Annual Meeting.** An annual meeting of the Club shall be held in spring, on a date to be designated by the Board of Directors. At such a meeting, the Board of Directors shall render full reports on the affairs and conditions of the Club. The results of the annual election shall be announced.

**Section 4.2 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 members stating the purpose(s) for calling the meeting and signed and dated by five (5) 'voting eligible' members in good standing. Special meetings shall be held at such time and place as may be designated by the authority calling such meetings. 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 4.3 Notice of Meetings.** Notice may be given as set forth below or by other means when all the circumstances are considered. Notice shall be posted on the Club website ([skatetidewater.org](http://skatetidewater.org)) and will be sent by electronic means to all who have registered through the Club website to receive Club updates.

**Section 4.4 Order of Business.** The order of business at all meetings shall, in general, follow the latest edition of "Robert's Rules of Order Newly Revised." The following items of business shall be included:

- (a) Report as to quorum
- (b) Reading of minutes of previous meeting
- (c) Report of Officers

- (d) Reports of Committees
- (e) Unfinished business
- (f) Installation of Officers and Directors
- (g) New business
- (h) Adjournment

**Section 4.5 Waiver of Notice.** A member may waive notice of a meeting before or after the time and date of the meeting by a writing signed by such member. Such waiver shall be delivered to the Club for filing with the Club records, but this delivery and filing shall not be conditions to the effectiveness of the waiver. Further, by attending a meeting either in person or by proxy, a member waives objection to lack of notice or defective notice of the meeting unless the member objects at the beginning of the meeting to the holding of the meeting or the transaction of business at the meeting because of lack of notice or defective notice. By attending the meeting, the member also waives any objection to consideration at the meeting of a particular matter not within the purposes described in the meeting notice unless the member objects to considering the matter when it is presented.

**Section 4.6 Eligibility to Vote.** Those eligible to vote to include all current TFSC ‘Home Club’ members in good standing that have reached the age of eighteen (18) or older at the time the vote takes place. Additionally, each family with a current ‘Home Club’ member in good standing under the age of eighteen (18) will be granted one vote.

**Section 4.7 Voting List.** The Secretary shall make available at each regular and special meeting of the membership a complete list of the voting members, arranged in alphabetical order. Such a list shall be open at the place where such meeting is held and shall be subject to examination by any voting member in attendance at such meeting. Voting List will be compiled from all members 18 and over on the U.S. Figure Skating Roster.

**Section 4.8 Proxies.** At all meetings of members, a member may vote by proxy by <sup>[11]</sup>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 be set forth or be transmitted with written evidence from which it can be determined that the member transmitted or authorized the transmission of the appointment. The proxy appointment form or similar writing shall be filed with the Secretary of the Club before or at the time of the meeting. The appointment of a proxy is effective when received by the Club and is valid for eleven (11) months unless a different period is expressly provided in the appointment form or similar writing.

**Section 4.9 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 of 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 is not inconsistent with this Section. No member under the age of 18 shall be entitled to vote.

**Section 4.10 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 records date is fixed for the adjourned meeting, a new notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting as of the new record date.

**Section 4.11 Quorum and Manner of Voting.** Fifteen percent (15 %) 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. Voting can be electronic at the direction of the Board of Directors.

**Section 4.12 Meetings by Telecommunications.** Any or all the members may participate in an annual or special membership meeting, or the meeting 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 4.13 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 such specified date shall be the effective date for such action. The record date for determining members entitled to act without a meeting is the date the Club first receives writing upon which the action is taken. Any member who has signed 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 is revoked if 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.
- B. 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 the election of directors.
- iii. specify the time by which the ballot must be received by the Club to be counted,
- iv. and be accompanied by written information sufficient to permit each person voting to reach an informed decision. Written ballots may not be revoked.

**Section 4.14 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.

## **ARTICLE V BOARD OF DIRECTORS**

### **Section 5.1 Number of Members.**

**Number of Directors.** The government and management of the Club shall be vested in the Board of Directors of seven (7) members.

**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 affecting such increase or decrease, and, therefore, shall require approval of the members.

**Section 5.2 General 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

### **Section 5.3 Qualifications.** Directors must be:

- A. eighteen (18) years old,
- B. registered with U.S. Figure Skating,

- C. home club members of the Club in accordance with provisions of applicable rules of U.S. Figure Skating
- D. a voting member of the Club.
- E. In addition Directors of the Club must be eligible persons, as defined in the eligibility rules of U.S. Figure Skating; provided that one restricted person, one ineligible person, and coaches with eligible status may serve as Directors of the Club so long as they do not collectively constitute a majority of the Board of Directors and, further provided, that eligible coaches may serve as Directors of the Club so long as they do not constitute a majority in the total number of Directors of the Club (see, U.S. Figure Skating Membership Rule 4.00, as may be amended from time-to-time).

**Section 5.4 Term of Directors.** Directors shall serve a term of three (3) years. Classification of the directors may be made by dividing them into two (2) classes. The term of office of the Directors constituting the first class shall expire at the second annual meeting of the Board of Directors held after such classification; the term of office of the Directors constituting the second class shall expire at the third, and so on. At each annual meeting after such classification, the number of Directors equal to the number of the class whose term expires at the time of such meeting shall be elected, in accordance with the procedures set forth. Each Director shall hold office until such Director's 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. No Director may be elected to serve more than two (2) consecutive terms, but a director may be elected to serve consecutive terms after being appointed to fill a vacancy in a directorship.

**Section 5.5 Election Procedures.**

- A. The election of Directors will be held prior to the Annual Meeting.
- B. Not less than ten (10) weeks prior to the date of the Annual Meeting, the President shall appoint a nominating committee consisting of no less than three (3) of the Directors whose terms are not scheduled to expire at the upcoming annual meeting. The nominating committee shall determine and present to the Secretary, no later than eight (8) weeks prior to the Annual Meeting, a list of nominees to stand for election as Directors to fill the positions of those Directors whose terms shall expire at the annual meeting.
- C. At least fourteen (14) days prior to the election, an electronic ballot showing the names of all nominees shall be delivered to each person eligible to vote.
- D. Members may cast their ballots on or before the date of the election. Ballots not received in time to be counted shall be invalid. Counting of the ballots shall be conducted under the supervision of the nominating committee.

**Section 5.6 Tabulation of Ballots.**

- A. Ballots shall be tabulated and verified by the nominating committee. In the event of a tie vote for a position on the Board of Directors, another ballot shall be taken at the annual meeting to determine who shall be elected to this position. Only those names



involved in the tie vote shall appear on the ballot. The results of the balloting shall be announced at the annual meeting.

- B. All ballots shall be retained by the Secretary for a period of three (3) years following the annual meeting.
- C. A plurality of votes shall be necessary to elect.

**Section 5.7 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 5.8 Appointment and Removal of Directors.** If a Directorship becomes vacant, the Board of Directors shall appoint a Club Member to serve as a Director until the next election. Any Director may be removed from office by a two-thirds (2/3) majority vote of all the remaining Directors for conduct detrimental to the interest of the Club, for refusal to render reasonable assistance in carrying out the Club's purposes, or for excessive absences from Board Meetings or breaches to the Code of Conduct. The BOD reserves the right to appoint a temporary Director to serve during an extended excused absence of any Director.

**Section 5.9 Regular Meetings.** There shall be a definite monthly meeting date for the Board of Directors to be held at such time and place as the Board may determine.

**Section 5.10 Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meetings of the board called by them. Notice stating the place, day, and hour of every special meeting of the Board of Directors shall be given to each director by emailing such notice at least three (3) days before the date fixed for the meeting. The notice of a special meeting need not specify the purpose of the meeting. A report on any special meeting must be made at the next regular meeting of the Board of Directors.

**Section 5.11 Quorum and Voting.** A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the Directors 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 Director may vote or act by proxy at any meeting of Directors.

**Section 5.12 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 5.13 Presumption of Assent.** A Director who is present at a meeting of the Board of Directors is deemed to have assented to all action taken unless:

- A. the Director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken.
- B. the Director contemporaneously requests that the Director's dissent or abstention as to any specific action taken to be entered in the minutes, or
- C. the Director causes written notice of the Director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment or by the Club promptly after adjournment.

The right of dissent or abstention is not available to a director who votes in favor of the action taken.

**Section 5.14 Action Without a Meeting.** Any action required by law to be taken at a meeting of the Board of Directors or any other activities 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 equal or exceed 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 forms of wired 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 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 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 5.15 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 5.16 Authority.** The BOD shall have the sole authority in the establishment of managerial policy, approval of financial expenditures in excess of one hundred (\$100.00) dollars, and general control of all Club property.

**Section 5.17 Rules.** The BOD shall make such rules as it deems proper respecting the use of the Club's property, prescribe rules for admission of non-members, fix penalties for offenses against the rules or Code of Conduct and make rules for the government of the committees appointed by them.

**Section 5.18 Committees.** The BOD shall appoint all Committees as it shall deem appropriate with full authority over them.

**Section 5.19 Volunteer Work.** The BOD can, as it deems necessary, establish a volunteer policy to solicit support from members to accomplish the purposes of the Club.

## **ARTICLE VI OFFICERS**

**Section 6.1 Number and Qualifications.** The elected officers of the Club shall be a President (who shall also serve as the Chairman of the Board), one or more Vice-Presidents, a Secretary, and a Treasurer. The Board of Directors may also appoint such other officers, assistant officers, and agents as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of the President and Secretary. Officers must be Directors of the Club and, therefore, must meet the qualifications of Directors as set forth in Section 5.3 of these Bylaws.

**Section 6.2 Election and Term of Office.** The elected Officers of the Club shall be elected by the Board of Directors 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 thereafter. Each Officer shall hold office until the Officer's successor shall have been duly elected and shall have qualified, or until the Officer's earlier death, resignation, or removal.

**Section 6.3 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 6.4 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.

**Section 6.5 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 6.6 Vacancies.** A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 6.7 Authority and Duties of Officers.** The Officers of the Club shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- A. President. The President shall be the Chairman of the Board, shall preside at all meetings of the Board of Directors, and shall perform all other duties incident to the office of the president and chairman.
- B. Vice-Presidents. The Vice-President or Vice-Presidents shall assist the President and shall perform such duties as may be assigned to them by the Board of Directors of the President. The Vice-President (or if there is more than one, then the Vice-President designated by the Board of Directors, or if there be no such designation, then the Vice- Presidents 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 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 (i) keep the minutes of the proceedings of the Board of Directors; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be the custodian of the Club records; and (iv) 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 (i) be the principal financial officer of the Club and have the care and custody of all its funds, securities, evidence of indebtedness, and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (ii) receive and give receipts and acquittances for money paid in on account of the Club, and payout of the funds on hand all bills, payrolls and other just debts of the Club of whatever nature upon maturity; (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, and prepare and furnish to the President and the Board of Director's 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; and (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.

**Section 6.8 Surety Bonds.** The Board of Directors may require any officer or agent of the Club to execute to the Club a bond in such sums and with such sureties, as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the Club of all books, papers, vouchers, money, and other property of whatever kind in such person's possession or under such person's control belonging to the Club.

## **ARTICLE VII**

### **STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS**

**Section 7.1 General.** Each Director and Officer shall perform their duties as a director or officer, including without limitation their duties as a member of any committee of the Board,

- 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 7.2 Reliance on Certain Information and Other Matters.** In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director or Officer shall not be 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 is 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 people 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 7.3 Limitation on Liability.** A Director or Officer shall not be liable to the Club or its members for any action the Director or Officer takes or omits to take as a director or officer if, in connection with such action or omission, the Director or Officer performs their duties in compliance with this Section.

## **Article VIII CONFLICTS OF INTEREST**

**Section 8.1 Definition.** As used in this Section 8.1: (i) "conflicting interest transactions" means a contract, transaction, or other financial relationship between the Club and a Director of the Club, or between the Club and a party related to a Director, or between the Club and an entity in which a Director of the Club is a director or officer or has a financial interest, and (ii) a "party related to a director" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a director, officer, or has a financial interest.

**Section 8.2 Procedure; Action; Disclosure.** No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Club, solely because the conflicting interest

transaction involves a Director of the Club or a party related to a Director or an entity in which a Director of the Club is a director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Club's Board of Directors or of a committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if: (i) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or (ii) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or (iii) the conflicting interest transaction is fair as to the Club. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.

**Section 8.3 Loans.** No loans shall be made by the Club to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Club for such loan until the repayment thereof.

## **ARTICLE IX 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 X INDEMNIFICATION**

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

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

## ARTICLE XI MISCELLANEOUS

**Section 11.1 Records.** The Club shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, and of actions taken by a committee in place of the Board of Directors, and a record of all waivers of notices of meetings of members, the Board of Directors or any committee. The Club shall also maintain the following records: (i) appropriate accounting records; (ii) its Articles of Incorporation and Bylaws; (iii) Board resolutions relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members, if any (iv) a list of the names and business or home addresses of its current Directors and Officers; (v) a copy of its most recent corporate report delivered to the State; (vi) a record of its members which permits the preparation of a list of the name and address of all members in alphabetical order and, if applicable, by the 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 11.2 Inspection and Copying of Club Records.** Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect and copy any of the Club records identified in Section 10.1 of this Article, a member, their agent, or attorney is entitled to inspect and copy such records during regular business hours at the Club's principal office. The Club may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A member may also inspect any other records at a reasonable location specified by the Club upon the same terms and conditions. Members entitled to inspect these other records must also meet the following requirements: (i) the member must have been a member at least three (3) months immediately preceding the demand; (ii) the demand must be made in good faith and for a proper purpose; (iii) the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and (iv) the records must be directly connected with the described purpose. The rights set forth herein may not be abolished or limited by the Articles of Incorporation or these Bylaws.

**Section 11.3 Limitations on Use of Membership List.** Unless the Board of Directors gives its consent, the Club's membership list or any part thereof may not be: (i) obtained or used by any person for any purpose unrelated to a member's interest as a member; (ii) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election by the corporation; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

**Section 11.4 Financial Statements.** Upon the written request of any member, the Club shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

**Section 11.5 Conveyances and Encumbrances.** Property of the Club may be assigned, conveyed, or encumbered by such Officers of the Club as may be authorized to do so by the Board of Directors, and such authorized persons shall have the 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 11.6 Fiscal Year.** The fiscal year of the Club should but is not required to, correspond with the fiscal year of U.S. Figure Skating (i.e., beginning on July 1 and ending on June 30).

**Section 11.7 Severability.** The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event, these Bylaws shall be construed in all respects as if such invalid provision were omitted.

**Section 11.8 Amendments.** These bylaws or any article, section, or provision of these bylaws may be amended at any time, subject to provisions of the Nonprofit Law, by the affirmative written assent of a majority of the members entitled to vote. The members' approval may be given at a special meeting of the members called for the purpose of amending the bylaws, or by an election at which ballots are cast. The Board shall prescribe reasonable procedures for the members to amend the bylaws; such amendment shall take effect immediately unless the terms of the amendment specify a later effective date.

## **BYLAWS CERTIFICATE**

The undersigned certifies that he/she is the Secretary of Tidewater 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: June 30, 2022

Printed Name: Kathryn Moffitt

Signature: \_\_\_\_\_