

# BYLAWS

of

## CUTTING EDGE FIGURE SKATING CLUB

### ARTICLE I

#### NAME; EXISTENCE; OFFICES

Section 1.1 Name. The name of this organization is Cutting Edge Figure Skating Club, Ltd. (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 Wisconsin (the “State”) and shall be governed by Ch. 181 of the Wisconsin statutes (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 in the location designated by the Board of Directors.

### ARTICLE II

#### PURPOSES

The Club is organized exclusively for educational, charitable and scientific purposes as meant and within the meaning of those terms as used in Section 501(c) (3) of the Internal Revenue Code of 1954, which includes the following specific purpose:

The purpose of the Club is to foster figure skating on ice in all its branches; to encourage and cultivate a spirit of fraternalism among ice skaters; and to carry out the general policies and objectives of the United States Figure Skating Association.

## ARTICLE III MEMBERS

Section 3.1 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 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 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 work a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club.

Section 3.4 Special Meetings. Special meetings of the members may be called at anytime by the President in accordance with a resolution of the Board of Directors, specifying the time, place and purpose of each such meeting. In addition, special meetings of the members shall be called by the President whenever there is filed with the Secretary a petition for such meeting signed by not less than ten percent (10%) of the members having the right to vote and setting forth the purpose of such meeting. The Secretary shall give notice of the time, place and purpose of special meetings of the members by communicating notices of it to each member not less than five (5) days before the date of such meeting.

Section 3.5 Methods of Notice. Notice shall be given personally or by mail, facsimile or other form of wire or wireless communication by or at the direction of the President, the Secretary or the persons calling the meeting, to each member entitled to vote at such meeting. A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to members shall constitute a written notice or report if addressed or delivered to the member's address shown in the Club's current list of members.

Section 3.6 Voting List. After a record date is fixed for a membership meeting or for determining the members entitled to vote by written ballot, the Secretary shall make a complete list of the members entitled to be given notice of such meeting or any adjournment thereof. Such list shall be available for inspection on written demand by any member or the member's agent or attorney by appointment with the Secretary.

Section 3.7 Voting Procedures. Voting will be conducted only in person at meetings. At each voting session, a printed ballot will be distributed to each qualified voting member. Ballots will be collected before the meeting is adjourned. Results may be tabulated and published by the Secretary within five (5) days. No member under the age of 18 shall be entitled to vote.

Section 3.8 Quorum and Manner of Voting. A majority of the elected directors must be present at any regular or special meeting to constitute a quorum. Action on a matter by the members is approved if a simple majority (51%) of the votes cast favors the action.

Section 3.9 Termination and Suspension Any membership may be terminated or suspended by a majority vote of the Board of Directors in accordance with USFSA policies, procedures and Code of Ethics. Termination and/or suspension of membership does not relieve the terminated or suspended member from any obligation for charges incurred, services or benefits actually rendered, dues assessments, or fees arising from contract or otherwise.

Section 3.10 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 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 at least eighteen (18) years old, registered with U.S. Figure Skating, home club members of the Club in accordance with provisions of applicable rules of U.S. Figure Skating, and voting members of the Club. In addition, Directors of the Club must be eligible persons, as defined in the eligibility rules of U.S. Figure Skating (see U.S. Figure Skating Membership Rule 4.00, as may be amended from time-to-time).

##### Section 4.2 Number, Term, and Election of Directors.

(a) Number of Directors. The number of directors of the Club shall be 5-7 as determined by the Board of Directors from time-to-time.

(b) Term of Directors. Directors shall serve a term of two (2) years. At the first annual

meeting of the Board of Directors after adoption of these Bylaws, classification of the directors may be made by dividing them into two classes. The term of office of the Directors constituting the first class, shall expire at the first 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 second annual meeting thereafter. 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. There shall be no term limit for elected directors.

(c) Nomination and Election of Directors. At a time reasonably in advance of each annual meeting of the Club, the President shall appoint a nominating committee consisting of no less than two (2) of the Director's whose terms are not scheduled to expire at the upcoming annual meeting. The nominating committee shall determine and present to the members, at a time reasonably in advance of 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. Additional nominations for Directors to be elected may be made by any voting member at the time of the annual meeting provided that the nominee is present or has provided written notice of willingness to serve. The members shall, by the affirmative vote as required by the provisions of Section 3.7 of these Bylaws, elect the requisite number of Directors from among the list of nominees.

Section 4.3 Resignation. A Director may resign at anytime 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. Directors elected by voting members may be removed only for cause. A director may be removed only at a meeting called for the purpose of removing that director, and the meeting notice shall state that the purpose or one of the purposes, of the meeting is removal of the director.

Section 4.5 Vacancies. Any vacancy occurring among the Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A Director elected to fill a vacancy shall be elected for the un-expired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by a vote of the members, and a Director so chosen shall hold office until the next election of the class for which such Director was chosen and thereafter until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal.

Section 4.6 Regular Meetings. A regular annual meeting of the Board of Directors shall be held at a time and place determined by the Board. The Directors may provide by resolution the time and place for the holding of additional regular meetings.

Section 4.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any one (1) director. Notice stating the time and place of

each special meeting of the Board of Directors shall be given to each director by communicating such notice at least two (2) days before the meeting. The notice of a special meeting need not specify the purpose of the meeting.

Section 4.8 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 until a quorum shall be present. No Director may vote or act by proxy at any meeting of Directors.

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 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors in 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 4.11 Executive and Other Committees. The Board may designate one or more other committees of the Club, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise the authority delegated by the Board of Directors, except as prohibited by the Nonprofit Law. Rules governing meetings of any committee shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

## ARTICLE V OFFICERS

Section 5.1 Selection of Officers. At the first meeting of the board of directors following the annual election, the elected board members will determine which board member shall hold each of the offices described below.

Section 5.2 Authority and Duties of Directors. The Officers of the Board 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-President. The Vice-President shall assist the President and shall perform such

duties as may be assigned to them by the Board of Directors. The Vice-President shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the President.

(c) Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the Club records; 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 acknowledgments for moneys paid to the Club, make timely deposits of all funds received, and pay out of the funds on hand all bills, payrolls and other just debts of the Club. The Treasurer shall 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, file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the Club and the results of its operations. The Treasurer shall also 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 5.3 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 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, in good faith, in a manner the Director or Officer reasonably believes to be in the best interests of the Club, and 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: 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; 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; 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 7.1: "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 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. Conflicting interest transactions may be permitted if the material facts of the relationship and the transaction are disclosed or known to the voting members, or the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote, or the conflicting interest transaction is fair 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 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 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 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 such person conducted himself or herself in good faith, 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 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 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 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. The Club shall also maintain the following records: appropriate accounting records; its Articles of Incorporation and Bylaws; Board resolutions; a list of the names and home addresses of its current Directors and Officers; a copy of its most recent corporate report

delivered to the State; a record of its members' names and addresses; all written communications within the past three (3) years to members; and 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 by appointment with the Secretary 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: the member must have been a member at least three (3) months immediately preceding the demand; the demand must be made in good faith and for a proper purpose; the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and the records must be directly connected with the described purpose.

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: obtained or used by any person for any purpose unrelated to a member's interest as a member; 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; used for any commercial purpose; or sold to or purchased by any person.

Section 10.4 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 10.5 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 10.6 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 10.7 Amendments. These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of 51% of the members present at any meeting of the members at which a quorum is present, and not otherwise.

ARTICLE XII  
DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

BYLAWS CERTIFICATE

The undersigned certifies that s/he is the Secretary of Cutting Edge Figure Skating Club, and that s/he 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: \_\_\_\_\_.

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

Name: \_\_\_\_\_