



Bylaws

Murray Silver Blades

FSC

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ARTICLE I: NAME AND INCORPORATION

Section 1: Name

The organization shall be known as: **Murray Silver Blades FSC** (hereinafter referred to as the "Club").

Section 2: Incorporation

The Club became incorporated under the Laws of the State of Utah, **February 23, 2006**. As of June 5, 2009, the Club became recognized as having 501(C)(3) status from the Internal Revenue Service.

Section 3: Headquarters

The Club shall have its headquarters at County Ice Center located at 5201 South Murray Park Lane, Murray, UT 84107; Phone: (801) 270-7280.

Section 4: Fiscal Year

The fiscal year of the Club shall begin on July first (1st) of each year and end on June thirtieth (30th) of the following year.

ARTICLE II: PURPOSES

Section 1: Purpose

The purposes of the Club are to foster, promote, encourage, advance and improve ice skating, and more particularly amateur figure skating in all its branches, to encourage and cultivate a spirit of harmony and fraternal feeling among ice skaters; to hold, sponsor, stage and/or conduct publicly or privately, amateur carnivals, exhibitions and competitions or to participate in them, to cooperate with and assist other organizations, associations, clubs or incorporations in holding, staging and/or conduction amateur ice carnivals, exhibitions and competitions, and generally to do and perform such other acts as may be necessary, advisable, proper or incidental in the realization of the objects and purposes of this corporation; and to engage, do and perform any other acts not inconsistent with the objects and purposes of this corporation or which are not prohibited by law, and to carry out the general policies of the United States Figure Skating (hereinafter referred to as USFS).

Section 2: Purpose

The Club shall additionally support and develop amateur athletes for national and international amateur competition ice skating. Such support and development shall officially be part of and in accordance with the rules, regulations, tests and competitions established and sanctioned by the USFS.

Section 3: Purpose

Whenever possible, the Club shall host USFS sanctioned amateur ice-skating competitions on local, regional, sectional, national or international levels.

Section 4: Purpose

The Club shall have as a primary purpose the instruction and training of individual skaters as well as the public in the sport of amateur ice skating. The Club shall additionally assist in improving and developing the capabilities of skaters through regularly scheduled ice-skating sessions, tests, competitions and other such related amateur ice skating events.

Section 5: Code of Ethics

The Club will comply with provisions of USFS Code of Ethics and any other requirements of the Rules of USFS.

ARTICLE III: OFFICERS

Section 1: Officers

The officers shall be President, President-Elect/Vice President, Treasurer and Secretary.

Section 2: Term of Office

The President shall serve for a term of one (1) year. The President will also serve as Chairman of the Board. In addition, for training purposes, the President will function in an advisory role after the completion of the term for one (1) year. All other Board Officers shall hold their office for a term of one (1) year or until their successor is elected. The term shall begin immediately following election.

Section 3: Method of Election

Elections shall be held during the Spring General Membership meeting; at which time all Board positions with the exception of the President shall be filled. The position of President shall be assumed by the prior term's President-Elect/Vice President.

Section 4: Vacancies of Office

Upon resignation, removal from office or death of an officer, the Board of Directors shall at the next scheduled board meeting, elect a replacement to complete the remaining term. An officer may be removed from office for failure to renew membership in the Club or may be removed by a majority of eligible Members vote of the Board of Directors for failure to perform the duties of office.

ARTICLE IV: DUTIES OF OFFICERS

Section 1: Duties of the President

It shall be the duty of the President to take charge of the Club and to preside at all meetings of the Club and the Board of Directors. The President shall have the entire supervision and management of the Club, including its property, pending an action of the Board of Directors. The President shall have the power to suspend any member of the Club for violating the Bylaws or Regulations of the Club, pending the approval of the Board of Directors. The President shall have the authority to call special Board meetings and Club meetings. The President, together with the Secretary, shall sign all agreements and contracts made by the Club, upon approval of the Board of Directors. The President shall serve as a delegate to the Intermountain Interclub Association. The president shall appoint two additional delegates, one will be appointed Director and serve as the voting voice of the Club, subject to the approval of the Board of Directors. Additionally, Under Utah law and according to the Intermountain Interclub Association Bylaws, if one of the delegates is an officer for the Intermountain Interclub Association, they are automatically appointed Director for the Club. The President shall serve as liaison between the Club and the Rink.

Section 2: Duties of the President-Elect/Vice President

The President-Elect/Vice President shall assist the President and shall perform such duties as may be assigned to them by the Board of Directors or the President. The President-Elect/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. The

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President-Elect/Vice President shall be an elected officer, and may NOT be a coach, and may NOT be a restricted or an ineligible member.

Section 3: Duties of the Treasurer

The Treasurer shall have charge of the funds of the Club, shall keep a record of all receipts and disbursements, and shall render a written financial report for the Spring General Membership Meeting and/or when requested by the President or the Board of Directors. The President or Treasurer shall sign all checks and vouchers. The Board of Directors shall have the power whenever they deem it necessary, to appoint an acting Treasurer. The Treasurer shall be responsible for filing or having filed any and all appropriate annual income tax returns and other documents required by tax laws. The Treasurer shall prepare quarterly financial reports as well as a yearly budget. The Treasurer shall not withdraw from the Club's savings account or invest any funds except upon approval of the Board of Directors. The Treasurer shall be an elected officer, and may not be a coach, and may NOT be a restricted or an ineligible person.

Section 4: Duties of the Secretary

It shall be the duty of the Secretary to keep the minutes of the meetings of the Club and of the Board of Directors, and to supervise all reports and documents connected with the business of the Club. The Secretary shall supervise the correspondence of the Club and prepare and issue notices of all Special and General Membership Meetings of the Club and the Board of Directors and shall post the minutes of the same on the Club's bulletin board within ten (10) days following the meeting. The Secretary shall be an elected officer, and may not be a coach, and may NOT be a restricted or an ineligible member.

Section 5: Duties of the Officers

The four (4) officers, in addition to the current Test Chair, represent the Club in regards to skating competition entry forms and may sign the forms where indicated for Club Members in good standing only.

Section 6: President-Elect

The President-Elect shall be selected from one (1) of the seven (7) previous members from the Board of Directors. Each Board of Director that is interested in running for the position of President will provide a written acknowledgement to the Nominating Committee each April. The candidate receiving a majority vote shall assume the position of the President upon the completion of the fiscal year; provided the candidate is elected by the eligible, voting members of the Club.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Number of Members & Eligibility

There shall be a Board of Directors composed of seven (7) members of the Club; elected by the eligible voting members of the Club. To be eligible to run for the Board, a member must be a Full or Supporting member in good standing, and at least 18 years of age. The composition of the Board of Directors shall include the four (4) officers, three (3) Standing Committee Chairpersons, as determined by the officers.

Section 2: Composition of the Board

Members of the Board of Directors must be (i) residents of the State of Utah, (ii) aged 18 or older, (iii) home club members of the Club in accordance with provisions of applicable rules of USFS, and (iv) voting members of the Club. In addition, no more than two (2) persons employed as a coach may serve as advisors on the Board of Directors, and shall have no voting rights at any time.

Section 3: Term of Office

The term of office for any board member is one (1) year. A member may be re-elected at the Spring General Membership Meeting to serve an additional term of one (1) year. No member may be elected or appointed to serve on the Board of Directors for more than five (5) consecutive terms. Upon resignation, removal from office, or death of a board member the Board of Directors shall appoint a new member to serve out the remainder of the vacated term of office. The remaining time of the current fiscal year shall NOT run against the appointed board member. Two (2) members of an immediate family may serve on the Board of Directors at the same time; however only one (1) member may be an Officer.

Section 4: Method of Election

At least sixty (60) days in advance of each Spring General Membership Meeting, the Board of Directors shall appoint a nominating committee consisting of no less than three (3) eligible voting members of the Club. The nominating committee shall determine 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. Their report should be made to the Board of Directors not less than thirty (30) days prior to the Spring General Membership Meeting. The report of the nominating committee and the notice of the Spring General Membership Meeting shall be mailed and/or e-mailed to the voting membership and also shall be posted on the bulletin board not less than ten (10) days prior to the election. Candidates may also be nominated from the floor at the Spring General Membership meeting and the combined list will then be voted on by the eligible voting members of the Club. Notwithstanding anything hereinabove to the contrary, any nominee for election as a Director must evidence in writing in advance of or at the annual meeting, or in person at the annual meeting, such person's willingness to serve if elected. The three (3) candidates receiving a majority vote shall be the new members of the Board of Directors. Tellers for the counting of votes shall be three (3) in number and shall be appointed by the nominating committee.

Section 5: Duties of the Nominating Committee

The nominating committee shall take charge of the entire election procedure. This shall include 1) the notification of the election meeting, 2) the printing, distribution, and collecting of the ballots, 3) conduction of the election during the Spring General Membership Meeting, and 4) any other duties related to the elections.

Section 6: Ex Officio Members

Ex officio members may be appointed by the Board of Directors as advisors. By invitation of the President or by three (3) Board members, an ex officio member may attend Board meetings, participate in discussions, BUT shall not vote.

Section 7: Board Member Limitation

The office of a board member shall be ipso facto vacated under one (1) of the following conditions: a) if by notice in writing to the Club, the board member resigns his/her office, b) if the Board Member is no longer a

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member of the Club, c) if the board member misses three (3) meetings of the Board of Directors in one (1) fiscal year without due cause, or d) any other condition that violates these Bylaws.

ARTICLE VI: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1: Meetings

The Board of Directors shall meet at least once every month. The day of the month shall be chosen by the Board of Directors. Board Members must be present to vote on matters coming before the Board. The President shall have the authority to call special Board meetings. Also, any three (3) members of the Board of Directors may call a special board meeting upon written notice to all the members of the Board of Directors at least seven (7) days prior to the meeting. The communication shall state the date, time and place of the meeting, purpose for which the meeting is called, and the name of the three (3) members requesting the meeting. The notice shall also be posted on the Club's bulletin board located at The County Ice Center. No business shall be transacted at Special Board Meetings except that of which notice was given. In emergency situations, a telephonic or electronic meeting may be held. A member participating in this manner is deemed to be present in person.

Section 2: Quorum

A majority of the Board of Directors shall constitute a quorum. At least one member of the quorum must be the President or President-Elect/Vice President.

Section 3: Authority

The Board of Directors shall have entire authority in the management of affairs and finances of the Club and general control of all its property. All rights and powers connected therein shall be vested in them.

Section 4: Appropriations

All appropriations not budgeted from the funds of the Club must be approved by the Board of Directors before payment. The funds of the Club shall be deposited in the name of the Club in a financial institution insured by an agency of the federal government and approved by the Board of Directors.

Section 5: Rules

The Board of Directors shall make such rules as they deem proper for the government of the Club. Penalties for offenses against the Club rules and procedures for appeals to those penalties shall be consistent with the USFS policies.

Section 6: Audits

There shall be an annual audit of the financial statements of the Club conducted by the Finance Committee appointed by the Board of Directors. The Finance Committee, upon approval of the Board of Directors, may select a licensed, certified public accountant to perform the annual audit. The Board of Directors may audit records of the Secretary and of the Committee.

Section 7: Indebtedness

The Board of Directors shall have power to limit the indebtedness of a member of the Club to the Club. Members in arrears for dues or those others who have indebtedness in default to the Club shall be ineligible to hold office, to vote, or to participate in any Club test, competition, show, or other activity.

Section 8: Arrears for Dues

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Any member in arrears for dues, or other indebtedness, shall be notified by mail and/or e-mail by the Secretary and/or Treasurer at his/her last known address. If the amount due is not paid in full within thirty (30) days thereafter, the name of the delinquent shall be reported by the Secretary or Treasurer to the Board of Directors at their next meeting. The Board of Directors may drop from the roll the name of such delinquent members. A member dropped from the roll for nonpayment of dues or other indebtedness; may upon payment of the same, at the discretion of the Board of Directors, be reinstated to the previous class of membership.

Section 9: Expenditures and Revenue

The Board of Directors shall prepare and submit annually, a program of anticipated expenditures for the coming year together with proposals of sources of revenue to meet the same. Disbursements of Club funds shall be from the annual budget and must be approved in advance at the Board of Directors meeting by a majority vote of the Board of Directors.

Section 10: Suspend or Expel

The Board of Directors shall have the power to suspend or expel any member of the Club for violations of the Standing Rules and By-Laws or for conduct that they deem improper under their business judgment. However, that member so suspended or expelled may appeal such action at the next meeting of the Board of Directors or at the next regular meeting of the Club Membership. No member shall be expelled or suspended for longer than thirty (30) days without a hearing.

Section 11: Drop and Reinstatement to Membership

The Board of Directors may, as hereinafter provided, drop from the roll any delinquent member of the Club and also may reinstate such members as hereinafter provided.

Section 12: Readmit to Membership

The Board of Directors may at a regular meeting, readmit to membership upon payment of dues, former member(s) whose resignation has been fully accepted. Such readmission must be by ballot. No rejected candidate shall be again proposed for reinstatement within six (6) months after rejection.

Section 13: Delegates

The President shall have the option of being a delegate to the annual USFS Spring Governing Council meeting and propose additional delegates to be approved by the Board of Directors. Delegates shall report back to the Board of Directors the proceedings of the Spring Governing Council meeting.

Section 14: Voting

All questions shall be determined by a majority vote except as otherwise provided. In the event a Board Member cannot be present, a proxy vote may be submitted via the following methods: the spouse or significant other of the absent Board Member may attend the meeting and vote in their stead; or the vote may be submitted to an Officer prior to the meeting, either through email or written/verbal communication.

ARTICLE VII: STANDING COMMITTEES

Section 1: Standing Committees

Subject to the approval of the Board of Directors, the President shall appoint a chairperson for each of the Standing Committees unless it is determined that the Standing Committee will be a Board of Directors position;

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in which case, the chairperson for the Standing Committee will be elected at the Spring General Membership meeting. The appointed/elected chairperson(s) shall recommend to the Board of Directors the additional members of their committee, and shall coordinate committee assignments.

Section 2: Duties of Standing Committees

Sanctions: The Sanctions Committee shall be responsible for USFS sanctioning of ALL special events hosted by the Club that have been approved by the Board. The Sanctions Chairperson shall make sure all sanctions are submitted on the proper forms to the proper USFS officials in a timely manner.

Test: The Test Committee shall prepare the testing schedules and sheets necessary for the judges, arrange with the arena for the necessary quality of the test ice, post sheets providing times of test and slots for the test sign-up, and perform any other duties pertaining to skating tests.

Fundraising: The Fundraising Committee is responsible for soliciting Club sponsors from the business community. The Fundraising Committee is responsible for organizing activities where such fundraising would be profitable and monitoring fundraising events that benefit skaters as approved by the Board.

Activities: The Activities Committee shall be responsible for monthly activities during Club Ice. The Activities Committee shall be responsible for hosting clinics, critiques, and other events that would benefit the skaters of the Club. The Activities Committee shall also oversee a minimum of one (1) social event quarterly.

Volunteer: The Volunteer chair shall be responsible for tracking Club members' volunteer hours and provide regular updates. The chair shall work with all standing committee members and set up and track all Club volunteer hours using an online tool, spreadsheet, or any other tool deemed appropriate.

Hospitality: The Hospitality Committee shall provide hospitality for Judges and Officials at all Test Sessions. The Hospitality Committee shall carry on the business of arranging the hospitality for the social affairs of the Club, at the direction of the Board of Directors. The Hospitality Committee Chairperson may be required to obtain a Food Handler's permit from the County of Salt Lake at the expense of the Club.

Show/Recital: The Show/Recital Committee Chairperson shall be a member of the Club who is not a teaching figure skating professional. The Show/Recital Committee Chairperson will be the director of any Club show or recital or may appoint any member of the Club who is not a teaching figure skating professional to be a Director of any Club Show or Recital in their place. The Show Committee shall cooperate with the arena management and the general membership of the Club to help provide successful and fun shows and recitals. The Show/Recital Committee shall be responsible for all aspects of any Club show or recital and report on them monthly to the Board of Directors.

Information Officer: The Information Officer shall maintain and regularly update the Club website.

Ice Monitor(s): The Ice Monitor(s) shall preside over Club Ice sessions; maintain the Log and ensure the necessary fees are paid. The Ice Monitor(s) shall participate in the enforcement of consequences when a skater is in arrears on their Club Ice fees. The Treasurer is responsible for appointing the Ice Monitor, who will report directly to the Treasurer.

Membership: The Membership Chairperson shall collect and maintain all Membership Applications and related documents, including a Member Roster which shall be published at regular intervals and upon request. The

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Membership Chairperson shall distribute new and updated membership information to new and existing Club members respectively. The Membership Chairperson shall be responsible for soliciting new members, as well as all tokens and gifts presented for recognition and awards.

Competition/Test: The Competition/Test Chairperson shall solicit, provide, and oversee skating competitions hosted by the Club. The Competition Chairperson shall provide rules and regulations for the competitions; as well as trophies, gifts, and personnel to take charge of the ice and events. The Competition Chairperson shall provide accountants, judges, referees, and all other officials and personnel as needed; as well as all forms necessary for the competition. All questions, procedures and rules shall be handled by the Competition Chairperson.

Section 3: Approval

All committee decisions/suggestions must be presented to and approved by the Board of Directors.

Section 4: Board Meeting

Any chairperson of a standing committee may be requested by the President to attend meetings of the Board of Directors, and they may enter into and take part in all discussions, but may not vote unless they are also members of the Board of Directors. The chairperson of each standing committee shall present an oral or written report at each Monthly Board meeting if any new activity on that committee has occurred.

ARTICLE VIII: MEMBERSHIP

Section 1: Conditions for Membership

To be a member of USFS and of the Club, one shall pay a specified fee per year as set annually by the Board of Directors and agree to abide by the rules and regulations of the USFS and the Club.

Section 2: Classes of Membership

The Club shall have the following classes of membership:

Introductory Member. This membership is for those individuals who have NEVER been a full member or individual member of U.S. Figure Skating. They will receive a special discounted membership rate for one year only, and will be accorded all the benefits and privileges of membership. No person can be an introductory member for more than one (1) year, even if his or her membership lapses. This membership is for one Home Club skater and includes dues, USFS dues, USFS participation, club newsletter, and Club Ice (does not include Club Ice fees). One (1) parent member is also included. Parent members and skating members over the age of eighteen (18) have voting rights and may serve on the Board of Directors if elected. Each family will have a maximum of two (2) votes.

Full Member: This membership is for one Home Club skater and includes club dues, USFS dues, USFS Skating magazine subscription, opportunities for exhibitions and shows, club activity and social event participation, club newsletter, and Club Ice (does not include Club Ice fees). One parent member is also included. Parent member and skating members over the age of eighteen (18) have voting rights and may serve on the Board of Directors if elected. Each family will have a maximum of two (2) votes.

Additional Skater: This membership is for an additional Home Club skater who is an immediate family member of the Full Membership skater, and includes all of the above except the USFS Skating magazine subscription and the voting privilege.

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Associate Second Club Member: This membership is for those whose primary affiliation is with another USFS Member Club. Associate members may participate in all club activities.

Partial Year Member: This membership is for member joining the Club after January first (1st). Full Membership benefits apply.

Supporting: This member is for supporting family members who are not skaters or professionals. Supporting members over the age of eighteen (18) have voting privileges and may serve on the Board of Directors if elected; participation in club activities is also included.

Professional: This membership is for those who are Professionals only or USFS Appointed Judges and includes membership in the USFS; subscription to the USFS Skating Magazine; and inclusion in club activities.

Collegiate: This membership is for skaters enrolled in college, who wish to continue their relationship with a home club and USFS membership.

Section 3: Definitions

A Home Club Member is defined as a member who has designated the Murray Silver Blades FSC as his/her principal home club. Whereas an Associate Second Club Member is defined as a member who has designated another club as his/her principal home club. Any member in good standing over the age of eighteen (18), who is a full club member is eligible to vote at special or stated General Membership Meetings. Those Full Club members under the age of eighteen (18) years shall not vote.

Adult members are those members who have attained their eighteenth (18) birthday by July first (1st) of the current membership year.

Annual Club membership begins and terminates as of July first (1st) of each year as does the corresponding USFS membership. Dues are for the fiscal year for which they are paid. Individuals with another Home Club may join the Club as an Associate Club member and may participate in all Club activities for which membership class they've paid, except those in which the Associate Club member must represent his/her Home Club.

Section 4: Application for Membership

Applications for membership shall be subscribed to by the candidate and state his/her name, occupation and address. An agreement to comply with all Standing Rules and Bylaws together with a check for the applicant's membership fees due to the Club shall be submitted with the application. All applications and dues shall be sent to the Secretary and all applications, (both for renewal and new membership), will be submitted to the Board of Directors for approval.

All members wishing to receive notice of club events, meetings, and the like via email, in addition to all notices placed on the club bulletin boards located at The County Ice Center must provide an email address to the Secretary.

Section 5: Prospective Members

The Club will provide two (2) Prospective Club Member skating sessions per year; one (1) in the spring and one (1) in the fall. During these skating sessions, members can invite one (1) guest each to be admitted free of charge; and to be introduced to the Club, its Board of Directors, and its members.

Section 6: Membership Fees

All membership fees shall be set by the Board of Directors and announced no later than the Spring General Membership Meeting. These fees must be paid in full no later than July first (1st) of each year, unless other arrangements are made with the Board of Directors. In addition, competition fees, test fees, ice fees and any other fees paid for skating to the Club or any other USFS member club must be current. If not, the skater is not in good standing and will not be allowed to test, compete or exhibit.

Section 7: Privileges

Only those who have been admitted as members in the Club remain in good standing with the Club and the USFS and conduct themselves according to the purposes for which this Club was organized, shall be entitled to the privileges of the Club. The rights and interest of a member in the privileges of the Club shall terminate with the period of his/her membership. All those who have been admitted as members of the Club shall be deemed to have assented to be bound by the Standing Rules and By-Laws of the Club, all restrictions validly made, penalties imposed, any rulings or decisions properly made, and the exercise of authority vested in the President, the Board of Directors, or in any committee.

Section 8: Resignation

Any member not in arrears for fees or other indebtedness, may tender a written resignation for his/her membership to the Secretary, who shall report it at the next scheduled meeting of the Board of Directors for their action.

Section 9: Board Approval for Competition or Exhibition

No member or members of the Club shall make entry in the name of the Club in any competition or exhibition without approval from the Board of Directors.

ARTICLE IX: GENERAL MEMBERSHIP MEETINGS

Section 1: Schedule

There shall be at least two annual General Membership Meetings each year. The Spring General Membership meeting shall be held in May or June and the Fall General Membership meeting in September or October of each year.

Section 2: Special Meetings

The Secretary shall call special meetings of the General Membership at the direction of the President or upon the written request of five (5) Club members in good standing.

Section 3: Quorum

The presence of the majority of the eligible, voting membership shall constitute a quorum for the transaction of business. At least one member of the quorum must be the President or President-Elect/Vice President.

Section 4: Notices

The Secretary shall post notices of stated and special General Membership meetings at least ten (10) days before the meeting. The notice shall be posted on the club's bulletin boards located at The County Ice Center. Members shall also be notified by mail and/or by e-mail by the Secretary at least ten (10) days prior to the meeting.

Section 5: Special Meeting Limitation

No business shall be transacted at a special meeting except that of which notice was given.

Section 6: Order of Business

At annual, special and Board of Directors and all other Club meetings, the order of business shall be observed in accordance with Robert's Rules of Order, as most recently revised.

Section 7: Voting

All questions shall be determined by a majority vote except as otherwise provided. In the event a Board Member cannot be present, a proxy vote may be submitted via the following methods: the spouse or significant other of the absent Board Member may attend the meeting and vote by proxy; or the vote may be submitted to an Officer prior to the meeting, either through email or written/verbal communication.

ARTICLE X: PARLIAMENTARY ORDER

Robert's Rules of Order, as most recently revised, is designated as the parliamentary authority to be deferred to in all questions of procedure not defined by these Bylaws.

ARTICLE XI: AMENDMENTS TO THE BYLAWS

Section 1: Procedure for Amendments

Amendments proposed to these Bylaws may be acted upon at an annual or special General Membership meeting, provided that the notice of the meeting specifically states the proposed amendments, and is posted for at least ten (10) days before the meeting. The notice shall be posted on the club's bulletin board located at The County Ice Center. Amendments to these Bylaws shall be made by a majority vote of the eligible members present at the meeting and shall not be made in conflict with the Articles of Incorporation of the Club.

ARTICLE XII: INDEMNIFICATION

The Club hereby declares that any person who serves at its request as an officer, employee, member or agent of the Board of Directors or chairperson or member of any committee of the Club in any capacity shall be deemed its agent for the purposes of the Article and shall be indemnified by or on the behalf of the Club against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or complete action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by right of the Club) by reason of such service, provided such person acted in good faith and in a manner he/she reasonably believed to be in, and not opposed to, the best interests of the Club and with respect to any criminal action or proceeding and had no reasonable cause to believe his/her conduct was unlawful.

ARTICLE XIII: DISCIPLINE, SUSPENSION, AND EXPULSION

Section 1: Complaints

Any member or members having a complaint against another member for the infraction of any law or rule, other than skating rules, such as conduct injurious to the welfare of the Club, may report the same in writing to the Board of Directors. Such complaints shall set forth the facts of the case, together with the names of witnesses, if any. After the receipt of such a complaint, a meeting of the Board of Directors shall be held as soon as practical to investigate it. The complainant and the member complained of shall receive at least seven (7) days notice of such meeting from the Secretary. The Secretary shall mail copies thereof to the complainant or complainants,

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and to the member complained of. An appeal from the decision of the Board of Directors may be taken to the Club within seven (7) days thereafter by serving upon the Secretary written notice of such appeal. A special Membership Meeting shall thereupon be called for the consideration of the case, and a majority vote of the voting members present shall be necessary to reverse the decision of the Board of Directors.

Section 2: Suspension/Expulsion

The grounds for suspension and expulsion shall be as follows:

1. Failure and/or refusal to obey the rules and regulations of the Club or USFS.
2. Conduct such as would tend to bring the Club and/or its members into dispute.
3. Conduct inconsistent with the best interests of the Club and/or its members.
4. Failure or refusal to pay dues in arrears or other indebtedness after the member has been removed from good standing by the Board of Directors and notified of such indebtedness.

A member may be suspended by a resolution of the Board of Directors. No member may be expelled or suspended from the Club, and no membership may be terminated or suspended, except as follows: The member will First be given a verbal warning by the President and one other member of the Board after receiving written documentation of the complaint. If a resolution cannot be or is not reached the member shall be given not less than seven (7) days prior written notice of the expulsion, suspension, or termination and the reasons thereof. The member shall have an opportunity to be heard, orally or in writing, by the Board of Directors, not less than seven (7) 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 2 apply to a member's membership in the Club and not to membership in USFS, the latter of which is subject to applicable provisions of the Bylaws and Official Rules of USFS pertaining to expulsion or suspension of membership privileges.

No dues or fees or parts thereof shall be refunded to a member suspended or expelled by the Board of Directors.

ARTICLE XIV: DISSOLUTION

Section 1:

The affairs and activities of the Club shall always be conducted in such a manner that no part of its earnings shall accrue to the benefit of any one member, officer or other individual; that no substantial part of its activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and that it shall not participate in, or intervene in (including the publishing or distributing of statements) of any political campaign on behalf of any candidate for public office.

Section 2:

In the event of the dissolution of the Club, any and all funds and other property then owned by it shall be distributed to or for the use of such charitable or educational organizations meeting the requirements of Section 501(C)(3) of the Internal Revenue Code or any amendment thereof or successors thereto then in force, as the officers shall then select and determine.

ARTICLE XV: CODE OF ETHICS

Section 1:

Members are to be thoroughly familiar with the rules of the Club, to comply with those rules in full, and to exemplify highest standards of fairness, ethical behavior and genuine good sportsmanship in any of their relations with others. Any person whose acts, statements or conduct is considered detrimental to the welfare of amateur figure skating is subject to the loss of the privilege of registration by the Club.

Section 2:

Members are to be thoroughly familiar with the latest USFS Rule Book and its published Skater's Code of Ethics, and Athlete's Code of Conduct.

ARTICLE XVI: STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 1: General

Each Director and Officer shall perform their duties as a director or officer, including without limitation their duties as 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 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 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 XVII: CONFLICTS OF INTEREST

Section 1: Definition

As used in this Section 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

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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 where a party related to a Director is a director, officer, or has a financial interest.

Section 2: Procedure; Action; Disclosure

No conflicting interest transaction shall be void or void-able, 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 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 XVIII: 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 USFS.

ARTICLE XIX: MISCELLANEOUS

Section 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

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preparation of a list of the name and address of all members in alphabetical order and, if applicable, by class which shows the number of votes each member is entitled to cast; (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 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 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 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 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 5: Conveyances and Encumbrances

Property of the Club may be assigned, conveyed or encumbered by such Officers of the Club as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Club shall be authorized only in the manner prescribed by applicable statute.

Section 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 7: Amendments

These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of majority of the members present at any meeting of the members at which a quorum is present, and not otherwise.

ARTICLE XX: STANDING RULES

Section 1: MSBFSC Standing Rules

The following are the standing rules for the Murray Silver Blades Figure Skating Club:

Volunteers: The Club relies on volunteers to meet all of its staffing needs – there are NO paid employees. This keeps Club overhead and membership dues as low as possible. Therefore, all full Club member families are required to volunteer ten (10) hours of service for the Club each year for the 1st Club Member in your immediate family plus five (5) hours per year for each additional Club member in your immediate family with a maximum of twenty (20) hours per family. An additional five (5) hours above the family commitment of service will meet one of the requirements to qualify for a grant. Sign-up sheets for various events – competitions, exhibitions, and other activities – will be posted online or at the rink. A committee chairperson may contact members, asking for assistance. If a member would like to help but has a special situation, such as a need to volunteer from home or during certain hours, they should contact a Board member. Members are encouraged to submit their volunteer hours to the Board for formal recognition. Monetary contributions may be given in lieu of volunteer service.

Membership Dues: Membership Dues cover only the direct costs the Club incurs on behalf of its skaters. All additional budget items associated with operation the Club (such as but not limited to: phone, copier, office supplies, awards, insurance, postage, and printing) must be covered through fundraisers. Therefore, all full Club members are encouraged to participate in Club fund-raising activities so that dues will not have to be raised to cover operational costs. Monetary contributions are always welcome.

Grant Program Guidelines:

Skater Grants

Qualifying Competition Grants shall be awarded solely by discretion of the Board of Directors as a privilege, not entitlement of continued membership of MSBFSC or be awarded as official recognition by the Board of Directors for the achievements of individual skaters, and are not intended to reflect specific costs or expenses associated with the competition. Grants may be awarded to skaters who qualify to compete in an Eligible Competition, as follows: Central Pacific Regional Championships, Pacific Coast Sectional Championships, Adult Sectional Championships, US Junior Championships, US Figure Skating Championships, US Collegiate Figure Skating Championships, US Adult Figure Skating Championships, US Figure Skating Invitational, Special Olympics Competition. The amount of grants available shall be determined annually by the Board of Directors. To be eligible for a grant, a recipient must: 1) be a Full Home-Club member in good standing with all dues paid in full by July 1, 2) be a Full Home-Club member for at least the previous year. 3) Complete a grant application and have it returned to the MSBFSC President within two (2) weeks of qualifying for the eligible competition(s). To qualify for a grant in the current competitive season the skater and/or parents must have fulfilled three (3) of the following requirements from October of the previous year to October of the current year: 1) Halloween or Spring Ice Show performer, 2) Fall or Spring General Membership meeting attendee 3) Participated in a club fundraising activity (contribution, volunteering or sales), 4) Volunteered at least fifteen (15) hours on club activities (verified by the Volunteer Chair).

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Training Grants shall be awarded solely by the discretion of the Board of Directors as a privilege, not entitlement of continued membership in MSBFSC. Training Grants shall be awarded to assist skaters with the registration expenses associated with special workshops, clinics, camps or classes. Training Grants shall be awarded based on past demonstration of commitment to skating goals, coach recommendation, and applicability of training to current goals. The amount of grant money available will be determined annually by the Board of Directors. To be eligible for a grant, a recipient must: 1) be a Full Home-Club member in good standing with all dues paid in full by July 1, 2) be a Full Home-Club member for at least the previous year, 3) complete a grant application and have it returned to the MSBFSC President at least thirty (30) days prior to the registration deadline for training. To qualify for a grant in the current competitive season the skater and/or parents must have fulfilled three (3) of the following requirements from October of the previous year to October of the current year: 1) Halloween or Spring Ice Show performer, 2) Fall or Spring General Membership meeting attendee, 3) participated in a club fundraising activity (contribution, volunteering or sales), 4) volunteered at least fifteen (15) hours on club activities (verified by a Volunteer Hours Tracking Form).

Professional Grants

Skating Professional Grants shall be awarded solely by the discretion of the Board of Directors as a privilege, not entitlement of continued membership in MSBFSC. Professional Skating Grants shall be awarded to assist professionals with registration or unreimbursed travel expenses associated with obtaining PSA continuing education requirements. Shall be awarded based on past demonstration of commitment to coaching and applicability of training to current professional goals. The amount of grant monies available shall be determined annually by the Board of Directors. To be eligible for a professional grant, a recipient must: 1) be a Professional member in good standing with all dues paid in full by July 1st., 2) be a registered Professional with USFS by August 1st, 3) be a Professional or Full Home-club member for at least the previous year 4) complete a grant application and have it returned to the MSBFSC President at least thirty (30) days prior to the registration deadline for training. To qualify for a grant in the current competitive season the professional must have fulfilled three (3) of the following requirements from October of the previous year to October of the current year: 1) Halloween or Spring Ice Show volunteer or choreographer, 2) participated in a club fundraising activity (contribution or volunteering), 3) participated in a club social activity or awards banquet, 4) coordinated a club ice on-ice group activity. Professional grant recipients shall share knowledge and skills obtained at training with all other professional club members within sixty (60) days of completing training.

Trial Judging Grants shall be awarded solely by the discretion of the Board of Directors as a privilege, not entitlement of continued membership in MSBFSC to assist a candidate with unreimbursed travel expenses when a trial judging experience requires out of state travel and shall be awarded based on past demonstration of commitment to judge training, recommendation by their judge mentor and the necessity of travel to complete the appointment or promotion. The amount of grant monies available shall be determined by the Board of Directors. To be eligible for a trial judge grant, a recipient must: 1) be a Professional or Full member in good standing with all dues paid in full by July 1st, 2) be a

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professional or Full Home-club member for at least the previous year, 3) be a registered Trial Judge according to the USFS Rulebook JR 16.02, 4) complete a grant application and have it returned to the MSBFSC President at least thirty (30) days prior to date of trial event.

Section 2: USFS Skating Association Rules

Any USFS Rule which is MORE RESTRICTIVE than those set forth in these bylaws shall supersede said bylaws. Any USFS Rule which is LESS RESTRICTIVE than those set forth in these bylaws may be superseded by said bylaws.