

## BYLAWS

of

### TROY SKATING CLUB

#### ARTICLE I

##### NAME; EXISTENCE; OFFICES

Section 1.1 Name. The name of this organization is the Troy 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 Ohio (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 Officers. The principal headquarters of the Club shall be located at Hobart Arena, 255 Adams Street, Troy, Ohio 45373. 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 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 Mission Statement. – The mission of the Troy Skating Club is to provide skaters with excellent facilities, programs and training (both private and in classes) to assist them in pursuit of their goals both inside and outside of competitive skating. The club is dedicated to the values of good sportsmanship and ethical practices and will incorporate these values in our daily routines and training programs. The club is committed to promoting the sport of figure skating by providing a professional and wholesome learning environment, in which skaters are encouraged and given every possible opportunity to reach their personal best in the sport. The club will constantly strive to improve its programs, staff and facilities for the benefit of our members and skaters.

### 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, privilege, 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 headquarters. 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 any time by four (4) members of the Board of Directors, the President, or upon the written request of five (5) active voting members of the club in good standing. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. If no place is stated, special meetings shall be held at the Club's principal headquarters. The purpose of any special meeting of the members shall be stated in such notice. Only business within the purpose described in the notice may be conducted at a special meeting of members.

Section 3.5 Notice of Meetings. Notice shall be given to each member entitled to vote at a meeting in a fair and reasonable manner.

Section 3.6 Methods of Notice. Notice shall be given personally or by mail 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.

Section 3.7 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 3.8 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 are not inconsistent with this Section. No member under the age of 18 shall be entitled to vote.

Section 3.9 Quorum and Manner of Voting. Six (6) members shall constitute a quorum for action on the matter. If a quorum exists, action on a matter by the members is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the vote of a greater number of votes is required by law or the Club's Articles of Incorporation.

Section 3.10 Meetings by Telecommunications. Any or all of the members may participate in an annual or special membership meeting by, 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 3.11 Termination, Expulsion or Suspension. No member may be expelled or suspended from the Club, and no membership may be terminated or suspended, except as follows. The member shall be given 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 thirty (30) days before the effective date of the expulsion, suspension or termination by the Board of Directors. Written notice must be given by first-class or certified mail sent to the last address of the member shown on the Club's records. Any member expelled or suspended shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to expulsion. The provisions of this Section 3.11 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 3.12 Delegates to the U.S. Figure Skating Governing Council. Delegates to the 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 (i) at least eighteen (18) years old, (ii) registered with U.S. Figure Skating and (iii) home club members of the Club in accordance with provisions of applicable rules of U.S. Figure Skating and (iv) 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; provided; however, 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 collectively they do not constitute a majority of 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 4.2 Number, Term, and Election of Directors.

(a) Number of Directors. There shall be a Board of Directors composed of eleven (11) eligible members of the Club.

(b) Change in Number of Directors. Any action of the Board of Directors to increase or decrease the number of Directors, whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these Bylaws effecting such increase or decrease, and, therefore, shall require approval of the members as referred to in Section 10.8 of these Bylaws.

(c) Term of Directors. A "year" is defined as a twelve-month period commencing in September and continuing throughout August. Three Directors shall be elected prior to the annual meeting of the membership and they will serve for a period of three years. A Member of the Board of Directors completing a full three-year term is not eligible for election to the Board of Directors for a full three-year term until the lapse of one year. Board Members shall not be from the same immediate family. Two Members shall be appointed by the Board of Directors with which they will serve, one of whom shall be the immediate past President unless he/she is otherwise a Member of the Board of Directors. They shall serve for a period of one year. No Director may be elected to serve more than 1 consecutive term, but a Director may be elected to serve a term after being appointed to fill a vacancy in a directorship.

(d) Nomination and Election of Directors. The candidates for the Board of Directors shall be, with the nominees' approval, nominated by a nominating committee. The nominating committee shall consist of the three outgoing Board members. The list of nominees shall be distributed to each current voting member on or before February 15 for a period of two weeks. Further nominations may be added by the club membership. Ballots containing the names of all

board nominees shall be distributed by the Secretary to all voting members of the club in sufficient time to allow all ballots to be voted and counted at least three weeks before the Directors shall appoint a club member for the balance of his/her term.

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

Section 4.4 Removal. Directors elected by voting members or directors may be moved as follows: (i) The voting members may remove one or more directors elected by them with or without cause unless the Bylaws provide that directors may be removed only for cause; (ii) If a director is elected by a voting group, only that voting group may participate in the vote to remove that director; (iii) A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors; (iv) 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; (v) An entire Board of Directors may be removed under paragraphs (i) to (iv) above; and (vi) A director elected by the Board of Directors may be removed with or without cause by the vote of a majority of the directors then in office or such greater number as is set forth in the Bylaws; except that a director elected by the Board of Directors to fill the vacancy of a director elected by the voting members may be removed without cause by the voting members, but not the Board of Directors.

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 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 within one month after the skating season closes 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 four (4) members of the Board of Directors. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. If no place is stated, special meetings shall be held at the Club's principal headquarters. 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 4.8 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 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 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 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: (i) 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; (ii) the Director contemporaneously requests that the Director's dissent or abstention as to any specific action taken be entered in the minutes; or (iii) 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 4.11 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors of attendance at board meetings may be paid or reimbursed by the Club. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 4.12 Executive and Other Committees. By one or more resolutions adopted by the Board of Directors, the Board may designate from among it's the Directors an executive committee of the Board, as well as 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 AND COMMITTEE CHAIRS

Section 5.1 Number and Qualifications. The elected officers of the Club shall be a President (who shall also serve as the Chairman of the Board), a Vice-President, 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 President and Secretary, or President and Treasurer. Officers must be Directors of the Club and, therefore, must meet the qualifications of Directors as set forth in Section 4.1(b) of these Bylaws.

Section 5.2 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 5.3 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 5.4 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 5.5 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 5.6 Vacancies. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.7 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-President. The Vice-President shall assist the President and shall perform such duties as may be assigned to them by the 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 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, evidences 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 moneys paid in on account of the Club, and pay out of the funds on hand all bills, payrolls and other just debts of the Club of whatever nature upon maturity; (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 Directors 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 5.8 Committees and Committee Chairs. In addition to the Officers, the Board of Directors may appoint individual members of the Club to serve as the Membership Chair, the Test Chair(s), and the Chair of any other committee that the Board of Directors may choose to create.

## **ARTICLE VI**

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

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

Section 6.2 Reliance on Certain Information and Other Matters. In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director or Officer shall not be considered to be acting in good faith if the Director or Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a Director or Officer are entitled to rely are: (i) one or more officers or employees of the Club whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence; (iii) a committee of the Board of Directors on which the Director or Officer does not serve if the Director reasonably believes the committee merits confidence.

Section 6.3 Limitation on Liability. A Director or Officer shall not be liable to the Club or its members for any action the Director or Officer takes or omits to take as a director or officer if, in connection with such action or omission, the Director or Officer performs their duties in compliance with this Section.

### **CONFLICTS OF INTEREST**

Section 7.1 Definition. As used in this Section 7.1: (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 7.2 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 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

Section 8. 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

Section 9. The Club shall indemnify any Director, Officer or agent of the Club to the fullest extent permitted by the Nonprofit Law and any other applicable laws of the State if (i) such person conducted himself or herself in good faith, (ii) such person reasonably believed (A) in the case of a director acting in his or her official capacity, that his or her conduct was in

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

## **ARTICLE X MISCELLANEOUS**

Section 10.1 Records. The Club shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting and of actions taken by a committee in place of the Board of Directors, and a record of all waivers of notices of meetings of members, the Board of Directors or any committee. The Club shall also maintain the following records: (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 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 10.2 Inspection and Copying of Club Records. Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect and copy any of the Club records identified in Section 10.1 of this Article, a member, their agent or attorney is entitled to inspect and copy such records during regular business hours at the Club's principal office. The Club may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A member may also inspect any other records at a reasonable location specified by the Club upon the same terms and conditions. Members entitled to inspect these other records must also meet the following requirements: (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 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: (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 10.4 Financial Statements. Upon the written request of any member, the Club shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

Section 10.5 Conveyances and Encumbrances. Property of the Club may be assigned, conveyed or encumbered by such Officers of the Club as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Club shall be authorized only in the manner prescribed by applicable statute.

Section 10.6 Fiscal Year. The fiscal year of the Club 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 10.7 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 10.8 Amendments. These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of **two-thirds (2/3)** of the members present at any meeting of the members at which a quorum is present, and not otherwise.

**BYLAWS CERTIFICATE**

The undersigned certifies that he/she is the Secretary of

The Troy 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.

Name:

Jennifer L. Clark

Date:

6/14/2021