

BYLAWS

of the

Skating Club of Nevada

MISSION STATEMENT

The Skating Club of Nevada is a sports organization made up entirely of volunteers whose main goal is to encourage and support all of its members in all aspects of the sport of figure skating. The Club is dedicated to welcoming anyone who shares an interest in figure skating by giving them a safe and caring environment to train in; including events and activities to help them pursue their skating goals and develop their skating skills.

ARTICLE I

NAME; EXISTENCE; HEADQUARTERS

Section 1.1 **Name.** The name of this organization is the Skating Club of Nevada (referred to in these Bylaws as the “Club”).

Section 1.2 **Incorporation.** The Club was incorporated as a nonprofit corporation under the laws of the state of Nevada (the “State”) on April 29, 1998 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. The Club was adopted as a USFS Club on May 22, 1998.

Section 1.4 **Headquarters.** The principal office/headquarters of the Club shall be located at the Las Vegas Ice Center, 9295 W. Flamingo Road, Las Vegas, Nevada 89147. The registered office of the Club required by the Nonprofit Law to be maintained in the state may be, but not need be, the same as the principal office /headquarters of the Club, and the address of the registered office may be changed from time to time by the Board of Directors or by the Officers of the Club.

ARTICLE II

PURPOSES

The principal purpose of the Club is to encourage participation and achievement in the sport of figure skating for its members regardless of age, race, religion, gender, sexual orientation, disability, or national origin. Through its programs and skater support, the Club seeks to create a

positive and supportive environment for all skaters to train and accomplish their personal goals. In order to do so, the Club has been organized to exist as a member club of U.S. Figure Skating and, therefore, seeks to assist in carrying out the objects and purposes of U.S. Figure Skating in accordance with the provisions of the U.S. Figure Skating Bylaws and Official Rules. The Club shall maintain its membership in U.S. Figure Skating and conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of U.S. Figure Skating.

ARTICLE III MEMBERSHIP

Section 3.1 Members. The Club shall have members who are interested in the objects and purposes of the Club and who are registered with U.S. Figure Skating, with voting rights and any other legal rights or privileges in connection with the governance of the Club, in accordance with such provisions and criteria pertaining to qualifications, classification, privileges, application and acceptance of members established from time-to-time by the Board of Directors. Members of the Club shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws, Official Rules, policies, procedures, code of conduct, and code of ethics and principals of ethical behavior of U.S. Figure Skating. Further, members eligible to vote must have a valid membership themselves, whether regular or introductory.

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

Section 3.3 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:

- A. Automatic Suspension for Failure to Maintain. A member who is no longer registered with, suspended, or expelled from membership in U.S. Figure Skating shall be deemed to be automatically suspended until such time as the member's good standing in USFS is restored. It is the responsibility of the member to inform the Board as soon as possible of any known lapse in registration, suspension, or expulsion.
- B. Automatic Termination. The rights, interest, and privileges of a member in the Club shall terminate with the period of his/her membership.
- C. Failure to Pay Monies Owed to the Club. Upon written notice of monies owed and a failure to pay such amount within forty-five days of such notice, a membership shall be deemed automatically suspended. No notice, other than the written notice of monies owed shall be required to initiate such suspension. A suspension of monies owed shall continue until such monies (and applicable late, bad check, and other fees) are fully paid. No person may be accepted for a new membership period until such time as all amounts owed from a previous membership have been paid in full.
- D. Violation of Rules. The Board of Directors shall have authority to determine appropriate sanctions for violations of Club bylaws, rules, policies, procedures, and code of ethics, including but not limited to verbal warnings, letters of admonition, suspension, termination, or expulsion. In the event of suspension, termination, or expulsion for violation of rules, the member shall be given written notice of the alleged violation, a minimum of ten days

prior written notice of the date, time, and place where the member may address the Board, orally or in writing, regarding the alleged violation. The Board of Directors shall adopt from time to time fair and reasonable procedures for considering suspensions, terminations, and expulsions of members.

- E. Effects of Suspension, Termination, or Expulsion. No suspension, termination, or expulsion shall relieve a member of any financial obligations to the Club incurred by that member prior to the suspension, termination, or expulsion.

Section 3.4 Delegates to the U.S. Figure Skating Governing Council. Delegates to the U.S. Figure Skating Governing Council must be registered members of the Club and must meet the qualifications as set forth in Article VII, Section 1 of the U.S. Figure Skating Bylaws. The Club's Board of Directors shall appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with Article VII, Section 2 of the U.S. Figure Skating Bylaws. The Club's delegates shall be representatives of the Club at the Governing Council meeting for which they are appointed as delegates and shall attend said meeting, either in person or represented by proxy. The Club President is responsible for submitting the selected Club Delegates to U.S. Figure Skating for participation in each year's Governing Council.

ARTICLE IV MEETINGS AND VOTING

Section 4.1 Annual Meeting. The Club shall hold an annual meeting of its members for the purpose of electing Directors and for the transaction of such other business as may come before the meeting at a time, date, and place stated in or fixed in accordance with a resolution of the Board of Directors. If no place is stated, the meeting shall be held at the Club's principal office. Failure to hold an annual meeting shall not cause a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club.

Section 4.2 Notice of Meetings. Notice shall be given to each member entitled to vote at a meeting in a fair and reasonable manner. Notifications can be made through email, postings at the principal headquarters, or mailed to members.

Section 4.3 Voting. All full Club members (including Introductory, but excluding Associate) are eligible to vote on Club matters, so long as they are 18 years of age or older.

Section 4.4 Quorum and Manner of Voting. The quorum for all properly convened regular or special meetings of the general membership shall consist of 2/3 of the members present or 2/3 of the members participating in an electronic vote.

Section 4.5 Meetings by Audio or Video Calls. Any or all of the members may participate in an any meeting through the use of any means of communication by which all members participating in the meeting can hear each other during the meeting. A member participating in a meeting in this manner is deemed to be present in person at the meeting.

Section 4.6 Meeting Governance. All Club meetings will be governed by Robert's Rules of Order.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1 Definition. The Board of Directors shall include (but is not limited to) the following officers and directors: The President, One or Two Vice Presidents, Secretary, Treasurer, and Members-At-Large. The number of Vice-Presidents and Members-At-Large may be determined by the size of the membership and interest at the time of elections each year. 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.

Section 5.2 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. They shall have the power to elect members and chairs of committees and create special committees. The Board shall have the power to reverse or amend the decision of any committee. The board shall also have the power to elect, discipline, suspend and expel members, and reinstate members suspended. They shall have the power to establish rules, regulations, and procedures for operation and control of the Club, and to deal with all offenses against such rules and regulations, and with violations of 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 5.3 Term, Nomination, and Election of Directors

- (a) Term of Directors. Directors shall serve a term of one (1) year. There is no limit to the number of consecutive terms, but each position must run for office during the annual election. This may be adjusted from time to time based on current needs of the board. Any adjustments will need to be approved by a 2/3 vote of the Board of Directors.
- (b) Nomination of Directors. At a time reasonably in advance of each annual meeting of the Club, the President may ask for Board nominations and volunteers to run for Board positions. Additional nominations for Directors to be elected may be made by any voting member at the time of the annual meeting. The members shall, by the affirmative vote as required by the provisions of Section 4.4 of these Bylaws, elect the requisite number of Directors from among the list of nominees.
- (c) Elections. All Board of Director positions will be elected annually through a voting process. The date of the elections may fluctuate slightly but should take place in the Spring of each year. The voting process may be done through a meeting or electronic vote and the nominee with the majority of votes for each position will be elected into office.
- (d) Special Circumstances. In the event that the elections are delayed by an uncontrollable

event (disaster, pandemic, emergency, etc), the current board may remain in effect until such time that it is appropriate to hold elections again.

Section 5.4 Resignation. A Director may resign at any time by giving written notice of resignation to the Club. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date.

Section 5.5 Removal. Directors may be removed 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) 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 5.6 Vacancies. Any vacancy occurring among the Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A Director elected to fill a vacancy shall be elected for the un-expired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by a vote of the members, and a Director so chosen shall hold office until the next election of the class for which such Director was chosen and thereafter until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal.

Section 5.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the board called by them. Notice stating the place, day and hour of every special meeting of the Board of Directors shall be given to each director at least ten (10) days before the date fixed for the meeting. The notice of a special meeting need not specify the purpose of the meeting. Email notification will be acceptable too.

Section 5.8 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 5.9 Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of Directors may

be taken without a meeting if every member of the Board in writing either: (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that action not be taken without a meeting. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. The action shall only be effective if there are writings, which describe the action, signed by all Directors, received by the Club and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the Club with a complete copy of the document including a copy of the signature. A Director's right to demand that action not be taken without a meeting shall be deemed to have been waived if the Club receives a writing satisfying the requirements hereof that has been signed by the Director and not revoked as provided below. Actions taken shall be effective when the writings set forth a different date. Any Director who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the Club before the last writing necessary to verify the action is received. All such actions shall have the same effect as action taken at a meeting.

Section 5.10 Compensation. Directors shall not receive compensation for their services as board member. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity with Board Approval. Directors and club members may receive reimbursements for any Club related items or services based on Board Approval. In order to receive a reimbursement, the Director or member must submit a copy of their receipt to the Club Treasurer to be kept in financial records.

Section 5.11 Duties of Officers and Directors. The Officers of the Club shall have the authority and shall exercise the powers to perform the duties specified below and as may be additionally specified by these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- (a) **President.** The President shall be the Chairman of the Board, shall preside at all meetings of the Board of Directors, and shall perform all other duties incident to the office of the President and Chairman.
- (b) **Vice-Presidents.** The Vice-President or Vice-Presidents shall assist the President and shall perform such duties as may be assigned to them by the Board of Directors of the President. The Vice-President (or if there is more than one, then the Vice- President designated by the Board of Directors, or if there be no such designation, then the Vice- Presidents in order of their election) shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of, and be subject to, all the restrictions on the President.
- (c) **Secretary.** The Secretary shall (i) keep the minutes of the proceedings of the Board of Directors; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be 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 Board of Directors monthly statements of the account showing the financial position of the Club and the results of its operations along with a copy of the monthly bank statement; (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.
- (e) **Members-At-Large.** Members-At-Large serve as a liaison to the general membership of the club. Although he or she does not have a specific role, like the President or Treasurer, the Member at Large is expected to attend board meetings in order to get an understanding of the board's direction, and to help with planning and decision making.

Section 5.12 Conflicts of Interest.

- (a) Conflicts of Interest. No Director or Officer of the Club shall enter into a situation which a person is in a position to derive personal benefit from actions or decisions made in their official capacity.
- (b) Independence. (1) All Directors and Officers must maintain Independence of Mind by performing their Club duties without being affected by influences that compromise professional judgement, thereby allowing each individual to act with integrity and exercise objectivity and professional skepticism. (2) All Directors and Officers must maintain Independence of Appearance so that each Director or member avoids circumstances that would cause a reasonable and informed third party, who has knowledge of all relevant information to reasonably conclude that the integrity, objectivity, or professional skepticism has been compromised in regard to the best interests of the Club.
- (c) 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 VI CONFLICT RESOLUTION

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

ARTICLE VII INDEMNIFICATION

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

ARTICLE VIII CLUB RECORDS AND DOCUMENTS

Section 8.1 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 home addresses of its current Directors and Officers; (v) a copy of its most recent corporate report delivered to the State; and (vi) 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 8.2 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 8.3 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 8.4 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 8.5 Fiscal Year. The fiscal year of the Club membership 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). The fiscal year for tax purposes will be January through December of the preceding year.

Section 8.6 Bylaw 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 voting members present at any meeting or through electronic voting. So long as every voting member has been given equal opportunity to vote, no minimum participation is required.

Section 8.7 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.

ARTICLE IX DISSOLUTION

Upon the dissolution of the corporation and the termination of its activities, the assets of the Club remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under the 501(c)3 of the Internal Revenue Code of 1986, as amended, and as a charitable, religious, benevolent or education corporation. Upon any such distribution, preference shall be given to the US Figure Skating Memorial fund or any of its affiliate clubs. No part of the net earnings of the Club shall benefit any member, director, officer, or any private individual.

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