

**BYLAWS
OF
SEATTLE SKATING CLUB, INC.**

(As Amended August 1, 2009)

ARTICLE 1. PURPOSE

The Seattle Skating Club, hereinafter referred to as the “Club”, is a nonprofit, public benefit corporation. It is formed exclusively for the charitable and educational purpose of fostering regional, national and/or international figure skating competition through the development and support of amateur athletes in the areas of freestyle, dance, pairs, synchronized skating, and theater-on-ice consistent with the goals of the U.S. Figure Skating Association.

ARTICLE 2. DEFINITIONS

- 2.1. Skating year. The twelve-month period consistent with the “skating year” designation in the U.S. Figure Skating Bylaws and Rules.
- 2.2. Member in good standing. The term shall mean that, in connection with a person’s relationship to a Member Club, all dues, fees, and other financial obligations owed to such membership organization have been paid in full. “Good standing” shall be reinstated after all obligations have been met.
- 2.3. Member Club. The term shall be used as defined by the U.S. Figure Skating Bylaws.

ARTICLE 3. MEMBERSHIP

- 3.1 Eligibility.
 - 3.1.1. In order to qualify for membership with the Club, an individual must be a registered member of U.S. Figure Skating and must annually submit a completed “Application for Membership” together with payment of dues.
 - 3.1.2. At least one parent or guardian of a minor must join the Club as a Home Club Member in order for a minor to be eligible to be a Junior Member.
- 3.2 Classifications. All members of the Club shall be designated a Home Club Member or an Associate Member.
 - 3.2.1. Home Club Members. The Seattle Skating Club shall be the primary club for all Home Club Members in accordance with the requirements of U.S. Figure Skating. Members shall have all rights and responsibilities of

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membership consistent with these Bylaws. Home Club Members shall be further classified as:

3.2.1.a. Senior Member. A Senior Member shall be at least eighteen (18) years of age or older as of the first day of the Club's Skating Year and shall be an eligible member as specified in the U.S. Figure Skating Bylaws and Rules. Further, a Senior Member who competes in a sanctioned U.S. Figure Skating event must be part of a household that maintains a Washington residence or must have established a three-year relationship with the Seattle Skating Club while said skater was a resident of Washington state

3.2.1.b. Junior Member. A Junior Member shall be seventeen (17) years of age or younger on the first day of the Club's Skating Year. A junior member who competes in a sanctioned U.S. Figure Skating event must be part of a household that maintains a Washington residence or must have established a three year relationship with the Seattle Skating Club while said skater was a resident of Washington state.

3.2.1.c. Professional Member. A Professional Member is an ineligible member as specified in the U.S. Figure Skating Bylaws and Rules who accepts direct or indirect pay or financial benefit for instruction in skating.

3.2.1.d. Honorary Life Member. Honorary life memberships shall be granted to certain individuals upon approval of the Board of Directors. Voting-eligible members may make written recommendations to the Board of Directors for consideration. Nominated members must have demonstrated a strong volunteer commitment to the Seattle Skating club with a history of volunteering dating more than fifteen years. Annual dues to the Club shall be waived and annual U.S. Figure Skating membership dues shall be paid by the Club.

3.2.2. Associate Member. An Associate Member is an individual who is a Home Club Member of (I) another U.S. Figure Skating Member Club, as defined in the U.S. Figure Skating Bylaws and Rules or (II) an "Individual Member" as defined in the U.S. Figure Skating Bylaws and Rules. An Associate Member is a non-voting member of the Seattle Skating Club.

3.3 Nondiscrimination. The Club does not discriminate on the basis of race, ethnicity, color, creed, sex, religion, age, marital status, sexual orientation, national origin,

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the presence of sensory, mental or physical disability, veteran's status or any other status protected by applicable federal, state or local law.

3.4 Dues.

3.4.1. Annual Dues. The amount of annual dues for each classification of membership shall be determined by the Board of Directors upon recommendation by the Membership Chair. Written notice of increases to annual dues shall be given to members by electronic mail, U.S. Post, or publication on the Seattle Skating Club website by June 1st.

3.4.2. Payment Date. Annual dues shall be due and payable July 1st through July 31st in accordance with the U.S. Figure Skating defined "skating year". Members' dues unpaid as of July 31st shall be considered delinquent.

3.5 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 not less than ten (10) days prior written notice of the expulsion, suspension or termination and the reasons therefore. The member shall have an opportunity to be heard, orally or in writing, by the Board of Directors, not less than five (5) days before the effective date of the expulsion, suspension or termination by the Board of Directors. Written notice must be given by first-class or certified mail sent to the last address of the member shown on the Club's records. Any member expelled or suspended shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to expulsion. The provisions of this Section 3.5 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 membership privileges in U.S. Figure Skating.

Membership shall terminate upon occurrence of any of the following:

3.5.1. Resignation. Any member of the Club may resign at any time by giving written notice to the Membership Chair or Secretary of the Club. Such resignation shall be effective on the date the notice is received unless the notice specifies a later date.

3.5.2. Failure to Pay Dues or Fees. Failure of the member to pay dues and fees within thirty days of their assessment.

3.5.3. Death. Upon the death of a member, his or her membership in the club shall terminate.

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3.5.4. Termination for Inappropriate Conduct. The Board of Directors shall have the power to terminate a membership for inappropriate conduct if the Board of Directors determines that a member has violated these Bylaws, Club rules or policies.

3.5.5 All members have the right to an appeal. The notice of desire to appeal needs to be stated in writing to the President within fourteen (14) days of receipt of the Notice of Termination. The appeal process will be held in a regular, open session of the Board with a notice to the general membership, unless a written request for a confidential appeal is submitted to the Board President. Members wishing to testify regarding the subject termination must provide to the President written notice of intent to address the Board regarding the appeal at least three (3) days before the appeal date. A majority vote of the members of the Board shall be required for final disposition

3.6 Immediate Temporary Suspension of Membership Privileges with special circumstances. President shall have the authority, with the approval of the Executive Committee, to immediately and temporarily suspend a member's privileges for conduct believed to be so detrimental to the Club that it is felt to be a threat to the safety of other Club members. The President must notify the other Board Officers within twenty-four hours and must document the suspension in writing. This immediate suspension shall last ten days and is to be followed by up the actions within subsection

ARTICLE 4. MEETINGS OF THE MEMBERSHIP

4.1. Place of Meeting. Meetings of the membership shall be held at any place designated by the members of the Board.

4.2. Annual Meeting. One annual meeting of the members for the purpose of electing the Board of Directors and transacting any other business as may properly come before the meeting shall be held each year after May 15th, but prior to June 30th at a date and place specified by the Board. The membership shall be given no less than 30 days notice of the date, time, and place of such meeting and of all issues for which a vote shall be taken. Notice may be given by publication on the club website, by electronic mail or by U.S. Post.

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- 4.3. Special Meeting. Special meetings of the membership may be called for any reason by the President of the Board at such a time and place determined by the Board. Special meetings may also be called by one fifth (1/5) of the voting members, and in such event it shall be the duty of the Secretary to call such a special meeting to be held at such a time and place as the secretary may fix, not less than ten (10) days and not more than thirty (30) days after receipt of the written request signed by the appropriate number of members. Notice may be given by publication on the club website, by electronic mail or by U.S. Post.
- 4.4. Voting. Only Home Club Senior and Honorary members in good standing are entitled to vote at annual or special meetings. There will be no voting by proxy or by absentee ballots.
- 4.5.1 Quorum. One tenth (1/10) of the voting members or voting members ballots shall constitute a quorum for the transaction of business at a meeting of the members.

ARTICLE 5. BOARD OF DIRECTORS

- 5.1. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Club shall be managed under the direction of a Board of Directors (at times referred to herein as the "Board") except as otherwise provided by the Articles of Incorporation of the Club.
- 5.2. Specific Powers. The Board of Directors shall have the power to:
- 5.2.1. Establish and appoint chairs of any necessary committees.
- 5.2.1. Schedule regular and special meetings.
- 5.2.2. Approve employment contracts of all salaried employees and the retaining of outside professionals. The Board may delegate any powers/duties to salaried employees that are consistent with law, Club Articles of Incorporation and Bylaws and the U.S. Figure Skating Articles of Incorporation and Bylaws.
- 5.2.4. Appoint any individual(s) to represent and act on behalf of the Club, as consistent with the Club Articles of Incorporation and Bylaws.
- 5.2.5. Approve all contracts and financial obligations greater than \$500.
- 5.2.6. Develop and approve an annual budget.
- 5.2.7. Form contracts and incur liabilities.

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5.2.8. Enact rules and regulations governing the affairs of the Club and the conduct of the members.

5.2.9. Authorize fundraising activities consistent with U.S. Figure Skating regulations governing member clubs and federal and state laws and regulations governing nonprofit organizations.

5.2.10. Approve all requests for salary and wage increases.

5.3. Number. The Board of Directors shall be composed four (4) Officers – the President, the Vice President, the Secretary, and the Treasurer of the Club, hereinafter referred to as the “Executive Committee”, as well as three (3) Trustees responsible for standing committees and at least two (2) Trustees, but no more than five (5) Trustees of ad hoc committees. A member of the Executive Committee may hold no more than one standing or ad hoc chair in addition to their executive duties. A Trustee, who is not on the Executive Committee, may head up to two (2) committees. In addition, up to two adjunct non-voting members may be invited to sit on the Board of Directors, including, but not limited to a Professional Club member and the WISA Skating Director.

5.4. Meetings.

5.4.1. Regular. The Board of Directors shall meet a minimum of six (6) times per fiscal year at such a place, day, and hour fixed by the Board. These meetings shall be open to all members. Special working meetings or any portion of regular meetings at which confidential matters may be addressed may be closed to the membership. Further meetings may be called by the Executive Committee and may be closed working meetings or open meetings, at the discretion of the Executive Committee.

5.4.2. Special.

5.4.2.a. The President, Vice President, Secretary, Treasurer or any other two (2) Directors may call a special meeting of the Board for any purpose at any time or place. Notice shall be given to each Director in person or in writing by mail or electronic mail.

5.4.2.b. The President, Vice President, Secretary, Treasurer or any other two (2) Directors may call for an emergency phone vote or electronic mail vote.

5.4.3. Participation by Members. Any member who wishes to present an agenda item at any regular or special meeting of the Board of Directors may do so

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by providing written notice to the President at least fourteen (14) days prior to the date of such meeting. The written notice must state that the member intends to attend the meeting and the purpose for requesting to be on the agenda.

5.4.4. Quorum and Voting. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. An affirmative vote of a majority of the required quorum of the Board of Directors shall be required for the adoption of an action. If a quorum is not present at a meeting, then the Secretary may present to the Board of Directors the question for consideration, a summary of discussion and a call to vote via electronic mail within 48 hours of the meeting. All Board of Directors must respond to such an email vote within 48 hours. Failure to do so, without just cause, can result in forfeiture of the Board of Director's position. .

5.5. Officers.

5.5.1. Positions. The Officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the members.

5.5.2. Powers and Duties. The Officers of the Club shall have the powers and duties set forth below:

5.5.2.1 President. The President shall:

- (a). Be the Chief Executive Officer of the Club and, subject to the direction and control of the Board of Directors;
- (b). Have general supervision of the Club, including the authority to make essential, non-financial, time-sensitive decisions with notification to all directors within twenty-four (24) hours;
- (c). Preside at meetings of the Board of Directors and Members;
- (d). Sign all bonds, deeds, mortgages, and any other agreements, subject to the approval of the Board of Directors, and such signature shall be sufficient to bind the Club; and
- (e). Have responsibility to ensure supervision of employment contracts of all salaried Club employees;
- (f). Have the power to appoint the Vice President or a trustee to act as Co-President subject to the approval of the Board of Directors.

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5.5.2.2. Vice President. The Vice President shall:

- (a). Exercise all functions of the President, except as limited by resolution of the Board of Directors, during the absence or disability of the President; and
- (b). Have such other duties as may be assigned from time to time by the President or the Board of Directors.

5.5.2.3. Secretary. The Secretary shall:

- (a). Prepare minutes of the meetings of the Board and Directors and Members and keep an electronic record and/or a hard copy record in one or more books provided for that purpose;
- (b). Authenticate records of the Club;
- (c). See that all notices, including meeting dates and times, are duly given in accordance with the provisions of these Bylaws or as required by law. Said information can be disseminated via email and by notice on the club website;
- (d). Be custodian of the Corporate records of the Club;
- (e). Have general charge of a membership list updated quarterly.
- (f). Be responsible for the dissemination of electronic election information, such as resumes, notice of candidate slates, and announcement of the annual general meeting. Shall also be responsible for the preparation of the ballots and the distribution of said ballots at the annual general meeting.
- (g). In general, perform all the duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors..

5.5.2.4. Treasurer. The Treasurer shall:

- (a). Serve as Chair of the Finance Committee and shall have general control and supervision of the finances of the Club, including the establishment of practices of fund handling within the club, the examination of the books, accounts and records of all officers, committees, and persons who handle any of the financial affairs of the Club;
- (b). Cause to be prepared an annual itemized budget for submission to the Board of Directors for approval. The annual budget must be adopted by the Board of Directors by September 1st each year;
- (c). Cause to be kept full and correct accounts of the receipts, deposits, and expenditures of the Club.
- (d). Have the authority to invest and reinvest funds and to sell, exchange, assign and transfer securities and other investment

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assets belonging to the Club with the approval of the Board of Directors;

- (e). Present or cause to be presented a financial report at the meetings of the Board of Directors; and
- (f). Perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

5.5.3. Qualifications. Each Officer of the Club shall have been a Home Club Senior or Honorary Member in good standing for the previous two (2) consecutive skating years, inclusive of the year of the election or appointment, and shall pay their club dues by July 31st. Employees of and/or independent contractors with the Club, as well as professional members of the Club shall not be eligible for an Officer position.

5.5.4. Election and Term of Office. The Board of Directors shall be elected by the Members at the annual Elections Meeting. Each Officer of the Executive Committee shall hold office for a period of two (2) years, said term to commence on the first day of July immediately following the date of election, with a rotation as follows:

- a) The President and Treasurer shall be elected at the annual meeting of Members in even years.
- b) The Vice President and Secretary shall be elected at the annual meeting of Members in odd years.

5.6. Trustees.

5.6.1. Qualifications. Each Trustee of the Club shall have been a Home Club Senior or Honorary Member in good standing for the previous skating year in which the election or appointment occurs and shall have paid dues by July 31st. Each Trustee will head a standing or ad hoc committee. This focus of work will provide the trustee with a clearer picture of their duties on the Board and to the club. One Trustee may head a maximum of two (2) committees.

5.6.2 Election and Term of Office.

The Trustees of standing committees shall be elected to a two year term. The Trustees of ad hoc committees shall be elected to a one year term. If no more than one candidate applies for the trustee positions then the Executive committee shall appoint candidates to these positions. Trustee terms commence on the first day of July immediately following the date of the election as specified in 5.5.4.

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- 5.7. Adjunct Board Members. up to two adjunct non-voting members may be invited to sit on the Board of Directors, including, but not limited to a Professional Club member and the WISA Skating Director.
- 5.8. Termination of Director Position.
- 5.8.1. End of term. A director's term has expired.
- 5.8.2. Resignation. Any officer or trustee of the Club may resign at any time by giving written notice to the Board of Directors, or to any Officer of the Club. Any such resignation shall be effective when the notice is delivered, unless the notice specifies a later date.
- 5.8.3. Removal for Cause. The Board of Directors shall have the power to remove an Officer or Trustee for cause. For the purposes of Subsection 5.7.3, the term "cause" shall mean dishonesty, conviction or confession of a crime punishable by law (except minor violations); fraud; material misconduct; disclosure of confidential information, including disclosure of the content of executive sessions of the Board of Directors; gross negligence in the performance of duties; or, willful breach of the Bylaws or Rules of the Club or U.S. Figure Skating . ~~USESA.~~
- 5.8.4. Death.
- 5.8.5. Forfeiture. A position is forfeited by a Director for failure to attend ~~three~~ two consecutive regular meetings of the Board without just cause. A position is forfeited if a Director fails to reply to an email vote of business within 48 hours without just cause. .
- 5.9. Vacancies. If the office of any officer or trustee becomes vacant for any reason, the President with the approval of a majority of the Board of Directors may appoint a successor who meets the qualifications for the position. The appointed director shall hold office for the unexpired portion of the term.
- 5.10. Reliance on Professionals. All directors shall have the right to reasonably rely on the advice and expertise of professionals retained by the Board of Directors and employees of the Club.
- 5.11. Compensation. Directors may not receive compensation for performance of the duties of their office.

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ARTICLE 6. ELECTION OF BOARD OF DIRECTORS

6.1. Nominations.

6.1.1. Nominations Committee. The slate of directors to stand for elections shall be prepared by the Nominations Committee, said committee chairperson and members to be appointed by the President. This committee shall consist of a minimum of two, with a maximum of four club members. The Nominations committee chair must be a current officer or trustee. Other members of the nominating committee shall be members in good standing. The committee shall make its candidates known to the Board by April 1st. There will be a minimum of one (1) candidate nominated by the Nominations Committee for each position on the Board to be filled. By April 15th the membership shall receive written notice of the nominations by electronic mail, through U.S. Post or by posting on the club website. Such information will be disseminated by the Secretary of the Club..

6.1.2. Membership Nominations. Any voting member may place names in nomination by May 1st for the upcoming skating year elections. Nominations must be in electronic mail or in writing and presented to the Secretary. The Secretary will provide electronic receipt of said nomination and shall keep the notice of nomination for a period of 90 days following the election. Write-ins and nominations from the floor will not be accepted.

6.1.3. Resumes of Nominees. All nominees shall provide an electronic one-half page resume to the Secretary by May 7th. The Secretary will then email the resumes of all nominees to Club members and post the resumes on the Club Website by May 15th.

6.1.4. Ballots. At the annual general meeting, the Secretary will provide an official ballot to each voting member and a one-half page resume prepared by each candidate.

6.2. Election of Directors. Directors shall be elected by official ballot at each annual membership meeting in May or June. No absentee or proxy ballots will be accepted

6.2.1. Counting of Ballots. Ballots will be counted by two Club members in good standing, with one member being a non-voting member. This member can be a professional within the club. The counting shall be conducted in such a manner that the vote by any member shall not be disclosed or made known, even to the Ballot counters. Candidates for each office receiving the highest number of votes shall be elected to that position..

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6.2.2. Certification of Results. The Ballot counters shall promptly certify the results to the Secretary, who shall publicly announce the results and notify each candidate elected.

6.2.3. Custody of Ballots. The Secretary shall retain all ballots in a secure place for a period of ninety (90) days after the election and then destroy them.

ARTICLE 7. COMMITTEES

The Executive Committee of the Board of Directors will ~~may~~ designate three (3) ~~one or more standing or~~ standing and up to five (5) ad hoc committees to further the goals of the Club through the upcoming skating year. These ad hoc committees will be determined by March 15th and presented to the Nominations committee to allow for nominations of chairpersons by April 1st. Each committee shall be headed by an elected Trustee or Club Officer who will represent their committee as part of the Board of Directors during the upcoming skating year. Each Committee chairperson (Trustee or Board Officer), if deemed appropriate, shall recruit further members in good standing to serve on their committee at the pleasure of the Board. Committee policy shall be determined by the Board subject to U.S. Figure Skating Rules and Regulations where applicable.

Standing Committees are as follows:

- 7.1. Membership Committee.
- 7.2. Scholarship Committee.
- 7.3. Test Committee

Suggested Ad hoc Committees include, but are not limited to:

- 1. Booster our "club spirit" Committee
- 2. Event Committee
- 3. Fundraising Committee
- 4. Communications Committee
- 5. Basic Skills/ Bridge Committee

ARTICLE 8. FISCAL YEAR

The fiscal year of the Club shall be July 1 through June 30.

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ARTICLE 9. WASHINGTON ICE SKATING ASSOCIATION

- 9.1. Appointment of Class A Member Representative. Pursuant to the Bylaws of the Washington Ice Skating Association (“WISA”), the SSC Board of Directors shall appoint a Board member to be the Class A Representative to WISA. The Board may designate an individual to serve as an alternate to the Representative to WISA to represent the Club’s interests in the absence of the Representative.
- 9.2. Appointment to the WISA Board of Directors. Pursuant to the Bylaws of WISA, the SSC Board of Directors shall appoint Representatives to serve on the WISA Board of Directors. The number of directors to be appointed shall be determined by the Club’s proportionate share of capital investment in WISA. The Class A Member Representative referenced in Paragraph 9.1 shall serve as one of the Club’s Representatives on the WISA Board of Directors.
- 9.3. Duties and Powers. The designated Representatives of the Club to WISA shall represent the Club’s interests and shall fulfill all of the Club’s obligations and exercise all of the Club’s rights and privileges, including voting rights, with respect to the Club’s membership in WISA. The Representatives to WISA shall make reports to the Club’s Board of Directors after all Members’ meetings and Directors’ meetings of WISA. The representatives shall provide the Board of Directors with copies of all quarterly and annual financial reports and minutes of all meetings of WISA. The representatives shall also inform the Club’s Board of Directors of any other information supplied to them by the Directors or Officers of WISA. The Club’s representatives to WISA shall not vote on any matter which may have fiscal impacts on the Club or which may impact the Club’s policies or rules without the prior authorization and approval of the Club’s Board of Directors.

ARTICLE 10. DIRECTOR LIABILITY LIMITATIONS

A director shall have no personal liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If applicable Washington law is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of board members, then the liability of a board member shall be eliminated or limited to the full extent permissible.

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**ARTICLE 11. INDEMNIFICATION OF
DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

11.1. Definitions. As used in this Article 11:

11.1.1. "Director" means an individual who is or was a Director of the Club or an individual who, while a Director of the Club, is or was serving at the Club's request as a Director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. "Director" includes, unless the context requires otherwise, the estate or personal representative of a Director.

11.1.2. "Expenses" includes reasonable attorney fees and costs.

11.1.3. "Indemnitee" means an individual made a party to a proceeding because the individual is or was a Director, officer, employee, or agent of the Club, and who possesses indemnification rights pursuant to the Articles of Incorporation, these Bylaws, or other corporate action. If the Articles of the Club so provide, the term shall also include, for officers, employees, or agents, service at the Club's request as a Director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. "Indemnitee" shall also include the heirs, executors, and other successors in interest of such individuals.

11.1.4. "Liability" means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

11.1.5. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.

11.2. Indemnification of Directors, Officers, Employees and Agents. The Club shall indemnify and advance expenses to its Directors, officers, agents, and employees, as follows:

11.2.1. Directors and Officers. The Club shall indemnify its Directors and Officers to the full extent permitted by law now or hereafter in force. However, such indemnity shall not apply on account of:

- (a). Acts or omissions of the Director or officer finally adjudged to be intentional misconduct or a knowing violation of law;

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(b). Any transaction with respect to which it was finally adjudged that such Director or officer personally received a benefit in money, property, or services to which the Director was not legally entitled.

11.2.2. Employees and Agents Who Are Not Directors. The Club shall indemnify and advance expenses to its employees and agents who are not Directors to the same extent as Directors and officers against liability arising out of a proceeding to which such individual was made a party because the individual is or was an employee or agent of the Club.

11.2.3. Advance for Expenses. The Club shall advance Expenses incurred by such persons who are parties to a proceeding in advance of final disposition of the proceeding pursuant to the terms set forth in these Bylaws, or in a separate Directors' resolution or contract.

11.3. Procedure for Seeking Indemnification and/or Advancement of Expenses.

11.3.1. Notification and Defense of Claim. Indemnitee shall promptly notify the Club in writing of any proceeding for which indemnification could be sought under this Article. In addition, Indemnitee shall give the Club such information and cooperation as it may reasonably require and as shall be within Indemnitee's power.

11.3.2. With respect to any such proceeding as to which Indemnitee has notified the Club:

- (a). The Club will be entitled to participate therein at its own expense;
- (b). Except as otherwise provided below, to the extent that it may wish, the Club, jointly with any other indemnifying party similarly notified, will be entitled to assume the defense thereof, with counsel satisfactory to Indemnitee. Indemnitee's consent to such counsel will not be unreasonably withheld.
- (c). After notice from the Club to Indemnitee of its election to assume the defense, the Club will not be liable to Indemnitee under this Article for any legal or other expenses subsequently incurred by Indemnitee in connection with such defense.

11.4. Special Procedure Regarding Advance for Expenses. An Indemnitee seeking payment of expenses in advance of a final disposition of the proceeding must furnish the Club, as part of the Indemnification Statement:

11.4.1. A written affirmation of the Indemnitee's good faith belief that the Indemnitee has met the standard of conduct required to be eligible for indemnification; and

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- 11.4.2. A written undertaking, constituting an unlimited general obligation of the Indemnitee, to repay the advance if it is ultimately determined that the Director did not meet the required standard of conduct.
- 11.4.3. If the Club determines that indemnification is authorized, the Indemnitee's request for advance of expenses shall be granted.
- 11.5. Settlement. The Club is not liable to indemnify Indemnitee for any amounts paid in settlement of any proceeding without the Club's written consent. The Club shall not settle any proceeding in any manner which would impose any penalty or limitation on Indemnitee without Indemnitee's written consent. Neither the Club nor Indemnitee will unreasonably withhold its consent to a proposed settlement.
- 11.6. Contract and Related Rights.
- 11.6.1. Contract Rights. The right of an Indemnitee to indemnification and advancement of expenses is a contract right upon which the Indemnitee shall be presumed to have relied in determining to serve or to continue to serve in his or her capacity with the Club. Such right shall continue as long as Indemnitee shall be subject to any possible proceeding. Any amendment to or repeal of this Article shall not adversely affect any right or protection of an Indemnitee with respect to any acts or omissions of such Indemnitee occurring prior to such amendment or repeal.
- 11.6.2. Optional Insurance, Contracts, and Funding. The Club may maintain insurance, at its expense, to protect itself and any Indemnitee against any liability, whether or not the Club would have power to indemnify the individual against the same liability under Washington law.
- 11.7. Severability. If any provision or application of this Article shall be invalid or unenforceable, the remainder of this Article and its remaining applications shall not be affected thereby, and shall continue in full force and effect.

ARTICLE 12. RECORDS AND REPORTS

The Club shall keep adequate minutes, correct books and records of account in electronic and/or written form of the proceedings of its members and Board. Any member of the organization may inspect the accounting books and records and minutes of the proceedings of the membership and the open sessions of the Board at any reasonable time. The Club shall keep copies of the Articles of Incorporation and Bylaws

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as amended with the Secretary and in the Club office, and shall have these available for inspection by the membership at a reasonable time.

ARTICLE 13. AUDIT OF FINANCIAL RECORD

The Board may secure an independent audit to review the operation of the Club at the end of the fiscal year and provide a financial report and/or statement.

ARTICLE 14. DISSOLUTION

14.1. Distribution of Assets. Upon dissolution of the Club, the Club's affairs shall be closed as expeditiously as possible, the assets sold, and in process of dissolution shall be applied and distributed as follows:

- (a). All liabilities and obligations of the Club shall be paid or satisfied and discharged;
- (b). Assets held by the Club, upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
- (c). All of the remaining assets of the Club shall be distributed or sold, and the proceeds distributed to U.S. Figure Skating, provided that it has 501(c)(3) status under the US Internal Revenue Service Code. If U.S. Figure Skating does not qualify as a successor organization, then the proceeds from the sale of the Club's assets shall be distributed to one or more organizations selected by the Board of Directors as organizations having objects and purposes similar to or related to those of U.S. Figure Skating and having 501(c)(3) status under the US Internal Revenue Code. No part of the assets of the Club or the proceeds from the sale thereof shall be distributed to any member of the Club or to any individual.

ARTICLE 15. CONFLICT RESOLUTION

If any club member(s) has a complaint against another member(s) for an infraction of any bylaw or rule other than skating rules, they may file such a complaint in writing to the club board of directors. Conflict shall not be confused with Harassment. If a club member feels that a situation of harassment has occurred, they shall report this complaint to a member of the Board of Directors as soon as possible. The club policy regarding harassment shall be followed in compliance with the U.S. Figure Skating harassment policies.

Conflict between club members can include:

- violation of a bylaw stated within this document
- difference of opinion
- disagreement on how to handle issues

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- complaints about performance or direction
- Criticism of behaviors or attitudes
- Fighting with one another
- A test or challenge to power or position
- A threat out of our control
- Communication breakdown
- People (board and club members) taking action contrary to the directives or mission

Once a complaint has been submitted to a Club Board of Director, the director shall notify the President within twenty four hours. The President shall appoint a 3 member committee to serve as the conflict resolution committee for the complaint. This committee shall consist of one club member in good standing who is not directly involved in the complaint, one community member and one member of the rink staff. It is the goal of this committee to resolve the conflict through the following means:

- 1) Clarify the conflict – what is the problem?
- 2) Interview the parties involved – what is your side of the story?
- 3) Identify the solutions – what are alternatives?
- 4) Select the appropriate solution
- 5) Follow through and evaluate the solution
- 6) Do we have a resolution or an impasse?

If an impasse is reached, the Club President shall begin the process for a 2nd time with the appointment of a 2nd committee. If an impasse is reached for the 3rd time then the matter will be referred to the U.S. Figure Skating grievance committee.

ARTICLE 16. AMENDMENTS

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of a simple majority of the voting-eligible membership at the annual general meeting. Suggested amendments to the bylaws will be sent to the Club members via email and will be posted on the Club website by May 1st prior to the annual general meeting. The Board may not adopt or amend Bylaw provisions without approval of a majority of the membership present at the annual general meeting, the only exception being grammatical and typographical errors.

THE FOREGOING BYLAWS were adopted by the Board of Directors on the _____ day of _____, 2009.

Secretary _____.