

BYLAWS
of the
CHICAGO FIGURE SKATING CLUB
Adopted April 20, 2015
Amended May 21, 2024

ARTICLE I
NAME; EXISTENCE; OFFICES

Section 1.1 Name.

The name of this organization is the Chicago Figure 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 Illinois (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 Offices.

The principal office/headquarters of the Club shall be situated in the State of Illinois at such specific location as the Board of Directors shall determine from time to time. 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 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 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.

ARTICLE III
MEMBERSHIP

Section 3.1 Qualifications for Membership.

The members of the Club shall consist of such persons as: 1) apply for membership on a form approved by the Board of Directors; 2) 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; 3) agree 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; and 4) are approved by the Board of Directors.

Section 3.2 Classes of Members.

The membership of the Club shall be divided into the following classes:

- (a) Senior Members. Senior members include all members who are 18 years of age or older. A Senior Member has all the privileges of membership, may vote and hold office, may serve on a committee, and may participate in Club activities, including being part of a team.
- (b) Junior Members. Junior members include all members who are under 18 years of age. A Junior Member may participate in Club events and be part of a Club team, but may not vote, hold office, or serve as a committee chair.
- (c) Parent Members. A Parent Member is the parent or guardian of a Junior Member. However, there shall be only one Parent Member per family for each Junior Member in that family. Parent Members may not vote.
- (d) Associate Members. Associate Members include members who are Home Club members of a different figure skating club. An Associate Member may participate in Club events and be part of a Club team, but may not vote, hold office, or serve as a committee chair.
- (e) Honorary Members. Honorary members are individuals who have contributed outstanding services to the Club. Honorary membership may be conferred upon individuals exclusively by a unanimous vote of the Board of Directors present and voting. Honorary Members shall be entitled to all privileges of a Senior Member, including the right to vote and hold office and to serve on a committee. Honorary Members pay no dues. Honorary membership is a lifetime designation.
- (f) Collegiate Members. This four-year full membership is available to college-aged members at a reduced rate, and all skating privileges apply for the four-year duration. A Collegiate Member may participate in Club events and be part of a Club team, but may not vote, hold office, or serve as a committee chair. Each athlete may receive this option only once during their entire skating career.
- (g) Introductory Members. This membership is open to first-time full members. Introductory membership carries the same privileges as full membership. Members may receive this option only once; membership must be renewed at the standard member rate.
- (h) Aspire Members. A junior membership available at a discounted rate to persons who are enrolled in an Aspire program.
- (i) Social Members. Any adult person may become a Social Member of the Club upon payment of the social membership fee prescribed by the Board of Directors from time to time. Social Members may not vote.
- (j) Coach Members. *Members who are actively engaged in teaching and inspiring competitive and recreational skaters and are registered as coaches with U.S. Figure Skating. Coach members who are 18 years of age or older may vote and hold office, may serve on a committee, and may participate in Club activities.*

Section 3.3 New Membership Categories. The Board shall have the authority to create new membership categories by a majority vote. The Board shall specify the rights and limitations of each new category at the time it is created.

Section 3.4 Voting Rights.

Senior Members who are either 1) Board members, 2) Appointed U.S. Figure Skating officials, 3) Test Chairs, 4) Assistant Test Chairs, 5) Committee Chairs, or 6) Honorary Members (collectively referred to as “voting members”) shall be entitled to cast one vote with respect to those matters

submitted to the members for action or approval. All other members shall have no voting rights. Votes may be taken by voice, by a show of hands, or by written ballot. Voting members shall have no right to cumulate their votes.

Section 3.5 Membership 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 3.6 Annual Meeting.

The Club shall hold an annual meeting of its members for the purpose of electing Officers and 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. 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 3.7 Special Meetings.

Special meetings of the members may be called at any time by the Board of Directors, the President or by written demand of the members stating the purpose or purposes for calling the meeting signed and dated by members holding at least 10% of all votes entitled to be cast on any issue proposed to be considered at the meeting. The record date for determining the members entitled to demand a special meeting is the date of the earliest of any of the demands pursuant to which the meeting is called or the date that is 60 days before the date the first of such demands is received by the Club, whichever is later. If notice is not given within 30 days after the date of the written demand or demands are delivered to a Club Officer, a person signing the demand may set the time and place of the meeting and give notice as provided in these Bylaws. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. 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 3.8 Notice of Meetings.

Notice of annual, regular, and special meetings shall be given to each member entitled to vote at such a meeting in person, by mail, or by electronic communications no fewer than 10 days or more than 60 days before the date of the meeting. The notices will state: (i) the date, time, and place of the meeting, (ii) the general character of the business proposed to be transacted, and (iii) a description of any matter for which approval of members is sought. The exact wording of any proposed action need not be stated, except that the specific text of any proposed amendments to these bylaws must be stated.

Section 3.9 Waiver of Notice.

Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to giving of such notice.

Section 3.10 Voting List.

After a record date is fixed for a membership meeting or for determining the members entitled to vote by written ballot, the Secretary shall make, at the earlier of 10 days before such meeting or 2 business days after notice of the meeting has been given, a complete list of the members entitled to be given notice of such meeting or any adjournment thereof. For the period beginning the earlier of 10 days prior to the meeting or 2 business days after notice of the meeting is given

and continuing through the meeting and any adjournment thereof, this list shall be kept on file by the Secretary. Such list shall be available for inspection on written demand by any member or the member's agent or attorney during regular business hours and during the period available for inspection.

Section 3.12 Proxies.

At all meetings of members, a member may vote by proxy by signing an appointment form or similar writing, either personally or by the member's duly authorized attorney-in-fact. A member may also appoint a proxy by transmitting or authorizing the transmission of an electronic transmission providing a written statement of the appointment to the proxy or other person duly authorized by the proxy to receive appointments as agent for the proxy or to the Club. The proxy appointment form or similar writing shall be filed with the Secretary of the Club before or at the time of the meeting. The appointment of a proxy is effective when received by the Club and is valid for 11 months unless a different period is expressly provided in the appointment form or similar writing.

Section 3.13 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 3.14 Adjournment of Meeting.

When a meeting is adjourned to another date, time or place, notice need not be given of the new date, time or place if the new date, time or place of such meeting is announced before adjournment of the meeting at which the adjournment is taken. At the adjourned meeting the Club may transact any business which may have been transacted at the original meeting. If a new records date is fixed for the adjourned meeting, a new notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting as of the new record date.

Section 3.15 Quorum and Manner of Voting.

Fifty percent (50%) of the votes entitled to be cast by the members on a matter 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 3.16 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 3.17 Action Without a Meeting.

- (a) By Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing that sets forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof and received by the Club. Such consent shall have the same force

and effect as a unanimous vote of the members. Any member who has signed a writing describing and consenting to action taken pursuant to this Section may revoke such consent by a writing signed by the member describing the action and stating the member's prior consent is revoked, if such writing is received by the Club before the effectiveness of the action. All signed written instruments necessary under this provision shall be filed with the minutes of the membership meetings.

- (b) By Written Ballot. Any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting if the Club delivers a written ballot to every member entitled to vote on the matter. The written ballot shall: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against the proposed action. Approval by written ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (i) indicate the number of responses necessary to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of directors; (iii) specify the time by which the ballot must be received by the Club in order to be counted; and (iv) be accompanied by written information sufficient to permit each person voting to reach an informed decision. Written ballots may not be revoked.

Section 3.18 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 30 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 10 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 3.18 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 3.19 Delegates to the U.S. Figure Skating Governing Council.

Delegates to the U.S. Figure Skating Governing Council must be registered members of the Club and must meet the qualifications as set forth in Article VII, Section 1 of the U.S. Figure Skating Bylaws. The Club's Board of Directors shall appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with Article VII, Section 2 of the U.S. Figure Skating Bylaws. The Club's delegates shall be representatives of the Club at the Governing Council meeting for which they are appointed as delegates and shall attend said meeting, either in person or represented by proxy. The Club will file a certificate of appointment of its delegates with the Secretary of U.S. Figure Skating, duly signed by an authorized Officer of the Club.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 General Powers and Qualifications.

- (a) Powers. The business and affairs of the Club shall be managed by its Board of Directors, except as otherwise provided in the Nonprofit Law, the Club's Articles of Incorporation or these Bylaws.
- (b) Qualifications. Officers and Directors must be (i) at least 18 years old, (ii) registered with U.S. Figure Skating, (iii) registered home club members of the Club, and (iv) voting members of the Club. In no event may an Officer be an ineligible person (as defined in U.S. Figure Skating rule ER 1.05) or a restricted person (as defined in U.S. Figure Skating rule ER 1.04); however, 1 restricted person, 1 ineligible person, and eligible coaches may serve as Directors as long as they do not collectively constitute a majority of the Board of Directors. In addition, eligible coaches may serve as Officers so long as, collectively, they do not constitute a majority of the total Officers positions. (See U.S. Figure Skating rule MR 4.06.)

Section 4.2 Number, Term, and Election of Directors.

- (a) Number of Directors. The number of directors of the Club shall be as determined by the Board of Directors from time-to-time.
- (b) Term of Directors. Directors shall serve a term of 3 years. At the first annual meeting of the Board of Directors after adoption of these Bylaws, classification of the directors may be made by dividing them into three classes. The term of office of the Directors constituting the first class, shall expire at the first annual meeting of the Board of Directors held after such classification; the term of office of the Directors constituting the second class, shall expire at the second annual meeting thereafter; and the term of office of the Directors, constituting the third class, shall expire at the third annual meeting thereafter, and so on. At each annual meeting after such classification, the number of Directors equal to the number of the class whose term expires at the time of such meeting shall be elected, in accordance with the procedures set forth. Each Director shall hold office until such Director's term expires and thereafter until such Director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. No Director may be elected to serve more than two consecutive terms, but a Director may be elected to serve consecutive terms after being appointed to fill a vacancy in a directorship.
- (c) Nominations and Elections of Officers and Board of Directors.
At a time reasonably in advance of each annual meeting of the Club, a Nominating Committee of 5 shall be established. The President shall appoint 2 members and the Board of Directors shall appoint the other 3. The Committee shall be composed of no more than 3 current Officers or members of the Board of Directors. The Nominating Committee shall present to the annual meeting the names of the qualified persons nominated by it for Officers and Directors. Other nominations for Officers and Directors may be made by written notice to the Secretary up to ten days prior to the annual meeting. The members shall, by the affirmative vote as required by the provisions of Section 3.15 of these Bylaws, elect the requisite number of Officers and Directors from among the list of nominees.

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 removed as follows: (i) The voting members may remove one or more directors elected by them with cause; (ii) 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; (iii) 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; and (iv) A director elected by the Board of Directors may be removed with cause by the vote of a majority of the directors then in office.

- (a) Any member absent from three consecutive meetings of the Board of Directors without valid excuse confirmed to the President shall automatically be removed from 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 the next election of the class for which such Director was chosen and thereafter until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal.

Section 4.6 Annual Meetings.

An annual meeting of the Board of Directors shall be held during the month of April at a time and place determined by the Board, for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. The Directors may provide by resolution the time and place for the holding of additional regular meetings.

Section 4.7 Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any four (4) 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 by mailing such notice at least seven (7) days before the date fixed for the meeting. The notice of a special meeting need not specify the purpose of the meeting.

Section 4.8 Quorum and Voting.

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting 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 Action by the Board of Directors Without a Meeting.

Between meetings, votes of the Board of Directors may be taken by mail or electronic communication, if a written ballot is delivered to every member entitled to vote on the matter. The written ballot shall: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against the proposed action. Approval by written ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (i) indicate the number of responses necessary to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of directors; (iii) specify the time by which the ballot must be received by the Club in order to be counted; and (iv) be accompanied by written information sufficient to permit each person voting to reach an informed decision. Written ballots may not be revoked.

Section 4.11 Compensation.

Directors shall not receive compensation for their services as such. 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

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), one or more Vice-Presidents, 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. 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.

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-Presidents. The Vice-President or Vice-Presidents 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 Surety Bonds.

The Board of Directors may require any officer or agent of the Club to execute to the Club a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the Club of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Club.

**ARTICLE VI
STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS**

Section 6.1 General.

Each Director and Officer shall perform their duties as a director or officer, including without limitation their duties as a member of any committee of the Board, (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.

**ARTICLE VII
CONFLICTS OF INTEREST**

Section 7.1 Conflicts of Interest.

All persons associated with the Club are expected to abide by high ethical standards in all dealings relating to the business and affairs of the Club. If any Officer or Director is aware that the Club is about to enter into any business transaction directly or indirectly with any Officer or Director, any Officer or Director's family, or any entity in which an Officer or Director has any legal, equitable or fiduciary interest or position (including without limitation as a director, officer, shareholder, partner, employee, beneficiary or trustee), or if such person is aware that the Club is about to enter into

any business transaction or take other corporate action in which such person may be directly or indirectly financially interested or otherwise derive a material personal benefit, the Officer or Director shall:

1. Immediately inform, in writing, the Board of such person's involvement, position, interest or benefit with respect thereto;
2. Aid the Board by disclosing all material facts within such person's knowledge that bear on the advisability of such transaction or action from the standpoint of the Club;
3. Make such other disclosures as are necessary to insure that the Club has received full and fair information regarding the transaction or action and such person's involvement, position, interest or benefit with respect thereto; and
4. Abstain from voting or influencing the decision to enter into such transaction to the extent the disclosing person may have an actual or apparent conflict of interest in this matter.

A conflict of interest may exist in any instance where a member's actions on behalf of or affecting the Club:

- a. involve obtaining an improper gain or advantage; or
- b. involve a conflicting or potentially adverse effect on the interest of the Club; or
- c. involve an activity that is not in the best interests of the Club, including instances where the member's actions are influenced by another person or organization in a manner adverse to the interests of the Club.

Section 7.2 Loans.

No loans shall be made by the Club to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until the repayment thereof.

ARTICLE VIII CONFLICT RESOLUTION

If any member of the Club has a complaint against another member of the Club for an infraction of any Bylaw, rule, policy or procedure of the Club, other than skating rules, they may file a complaint in writing to the Board of Directors of the Club. Such complaints will be investigated and resolved according to the Club's adopted conflict resolution policy.

ARTICLE IX INDEMNIFICATION

The Club shall indemnify any Director, Officer or agent of the Club to the fullest extent permitted by the Nonprofit Law and any other applicable laws of the State if (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 PROHIBITED ACTIVITIES

Section 10.1 Actions Jeopardizing Tax Status.

This Club shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under '501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

Section 10.2 Private Inurement.

No part of the net income or net assets of the Club shall inure to the benefit of, or be distributable to, its directors, officers, or members. Specifically, club revenue generated from nonmembers shall not be used to the personal advantage of the members (such as in reduced dues, improved facilities, and the like). However, the Club is authorized to pay reasonable compensation to employees for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

Section 10.3 Non-Discrimination.

The Club shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, color, religion, age, gender, sexual orientation, national origin or disability.

Section 10.4 Litigation.

The Club shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors.

ARTICLE XI COMMITTEES

Section 11.1 Committee Powers.

Committees of the Club shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Club or any operations needing study, recommendation, or action. The Board may establish such special committees or standing committees in addition to those specified in this Article as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Illinois Nonprofit Corporation Act. All committees shall act by majority vote, unless otherwise prescribed by the Board of Directors.

Section 11.2 Limitations.

Except in cases where these Bylaws or the Board of Directors has by written resolution provided otherwise, the function of any committee is as an advisory group to the Board of Directors. No member of any committee, without the prior written consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the Club or its Board of Directors in any way or by any means. All such powers are expressly reserved to the Board of Directors and the officers of the Club.

Section 11.3 Committee Membership.

The Board, acting upon the recommendation of the President, shall appoint the members of such committees, and also select a committee Chair. Persons other than directors may be appointed to such committees, but the Chair of each committee must be a director of the Club. The President shall be an *ex-officio* member of every committee other than the Executive Committee. Every committee shall consist of at least 2 persons, exclusive of the President. Committee members shall be appointed for 1-year terms. No member of any committee may serve more than 2 consecutive terms on the same committee.

Section 11.4 Standing Committees.

In addition to other committees the Board may establish from time to time, the following will be standing committees of the Club:

- (a) Executive Committee. The Executive Committee shall, in intervals between meetings of the Board of Directors, have general control of the affairs of the Club, but nothing herein shall be construed to allow the Executive Committee to act to the exclusion of, or contrary to, the expressed direction of the Board of Directors. The [President/Executive Director] shall be the Chair of the Executive Committee.
- (b) Finance Committee. The Finance Committee shall in general be responsible to oversee the preparation of all statements, reports, returns and audits of the Club's finances, and to oversee the investment of the various funds of the Club. The Finance Committee shall also submit recommendations to the Board for the selection of auditors, accountants and investment managers.
- (c) Nominations Committee. The Nominations Committee shall be responsible for submitting and recommending to the Board of Directors the names of persons with appropriate skills and good reputation to serve as directors, officers and committee members of the Club.
- (d) Membership Committee. The Membership Committee shall promote Club membership and maintain a current membership list. The Membership Committee shall carry on a membership solicitation drive each year. This committee shall also recommend to the directors the types and amounts of dues for memberships in the Club.
- (e) Publicity Committee. The Publicity Committee shall be responsible for the distribution of news of the Club and its activities to its members.
- (f) Activities Committee. The Activities Committee shall organize various activities and events, not necessarily limited to fund raising events, and coordinate its efforts with, and assist, the Publicity Committee.
- (g) Pro Liaison Committee. The Pro Liaison Committee shall: coordinate the activities of the Professional Coaches with those of the Club; arrange for a Professional Coach to be at a Board meeting when appropriate; contact each Professional Coach before the beginning of each season to verify their intent to coach; recommend new Professional Coaches; recommend termination of existing Professional Coaches; maintain a list of current Professional Coaches; report any rule infraction or misconduct of a Professional Coach to the Board; make presentations to the Board when requested by the Professional Coaches;

conduct an annual Board/Professional Coaches meeting; and obtain a completed contract with each Professional Coach annually.

- (h) Hospitality Committee. The Hospitality Committee shall: be responsible to organize, plan and appropriate refreshments for Club events as requested by the Board; and be responsible for sending gratuities, notes, cards, gifts, etc. as directed by the Board.

Section 11.5 Special Committees.

The Board may establish such special committees as it deems appropriate from time to time. Special committees shall have the duties and responsibilities as the Board shall designate from time to time.

ARTICLE XII MISCELLANEOUS

Section 12.1 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 3 years to members; and (viii) all financial statements prepared for periods during the last 3 years that a member of the Club could have requested under the State law.

Section 12.2 Inspection and Copying of Club Records.

Upon written demand delivered at least 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 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 12.3 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 12.4 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 12.5 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 12.6 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 12.7 Disposition Upon Dissolution.

Upon the dissolution or winding up of the Club, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the Club remaining after payment, or provision for payment, of all debts and liabilities of this Club, shall be distributed to a nonprofit fund, association, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Club, as may be determined by the Board of Directors of this Club in its sole discretion, and which has established its tax exempt status under 501(c)(7) of the Internal Revenue Code of 1986, as amended.

Section 12.8 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 12.9 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 Chicago Figure 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.

Dated: May 16, 2023

Karen Zydron

Name: Karen Zydron