

**BYLAWS OF**  
**SK8 BAY FIGURE SKATING CLUB**  
**BAY CITY, MI**

Amended on March 1, 2023

**ARTICLE I**  
**NAME; EXISTENCE; OFFICES**

Section 1.1 Name: The name of this organization is the SK8 Bay Figure Skating Club. In the bylaws, we will refer to the Sk8 Bay Figure Skating Club as the “Club.”

Section 1.2 Incorporation: The Club was incorporated under the Nonprofit Laws of the State of Michigan on June 8, 2001.

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, 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/registered office of the Club shall be located at the Bay County Civic Arena, 4231 Shrestha Drive, Bay City, MI 48706.

**ARTICLE II**  
**PURPOSE and MISSION**

**Purpose**: To promote, foster and encourage full participation in the growth and development of figure skating. To provide the programs and encouragement that will foster each individual to achieve his or her own goals in a safe and healthy environment. To encourage and assist amateur figure skating and participation in local through international competitions. To educate and inform the public of all aspects of the benefits to be derived from figure skating. To provide membership for individuals interested in the promotion of educational activities concerning figure skating. To take all steps necessary to promote amateur figure skating and develop a reputation as a premiere training club in Michigan.

**Mission**: To provide a friendly, supportive, and healthy environment to foster one’s love for skating.

## **ARTICLE III MEMBERS**

Section 3.1 Members. Candidates for membership to the Club shall be individuals interested in the mission and purpose of the Club, who conform to the definition of eligible or ineligible skaters/persons as specified in the U.S. Figure Skating rules and regulations. A member in good standing is defined as having designated “Sk8 Bay Figure Skating Club” as their home club and has paid all fees as required by U.S. Figure Skating and the Club. Club members in good standing maintain 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 principles of ethical behavior of U.S. Figure Skating.

All club member families are required to comply with the Club bylaws, rules, and policies. The Club undertakes no responsibility for damages or injuries suffered by any skater. As a condition of and in consideration of their enrollment, all enrollees and their parents and guardians shall be deemed to agree to assume all risks of injury to their person and property resulting from or caused by or connected with conduct of the Club, its officers, directors, or instructors.

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

Section 3.3 Membership: Members shall fall into one of the following classifications:

- A. Full Membership. Description: Includes USFS membership for either 1) one skating Adult Member who is 18 years of age as of July 1 of the current year or 2) one Junior Member (skating minor child who is under 18 years of age as of July 1 of the current year) and non-skating parent/ guardian. Full Membership requires an adult member or a Junior Member’s parent/guardian to serve at least 10 hours of volunteer Club work. These volunteer hours can take place serving on the Board, active committee membership, approved ice show or testing session subcommittees, or any other Board approved activity that is requested as need appears. Failure to volunteer results in \$100.00 addition to club membership the following year.

Full Membership benefits include:

- Subscription to the USFSA Skating Magazine
- Solo routines in all exhibitions/shows
- Voting privileges for either the skating Adult Member or the Junior Member’s parent/guardian
- Eligible for skater recognition
- Reduced ice fees

- B. Introductory and Non-Skating Parent. Description: First year as a USFSA member, one time only, full membership. Ten volunteer hours are required.
- C. First Family and Non-Skating Parent. Description: First minor family member to register for full individual membership. Ten volunteer hours are required per family.
- D. Subsequent/Additional Skating Members (Non-Skating Parent is considered a Subsequent Member by USFS; Sk8 Bay does not charge separately for Non-Skating Parent.) Description: Related persons residing at the same address as a first family member. This is a full individual membership.
- E. Collegiate. Description: Four year membership, college age, full member, all skating privileges apply for 4 years. Volunteer hours are not required.
- F. Associate. Description: Skater belongs to another club, but skates with us frequently and can purchase ice for full member price. Associate members cannot vote or hold office. Five volunteer hours are required. Solo in exhibition for nominal fee.
- G. Coach/Adult. Description: Full membership for skater or coach over 18 years old. Ten volunteer hours are required. Solo in exhibitions.

Section 3.4 Voting Privileges of Members: The Board of Directors will determine the classes of membership and the criteria for voting membership, along with the rights, privileges, preferences, restrictions and conditions applicable to each class of membership. There is no requirement that each class of membership hold the same rights, privileges, preferences, restrictions, and conditions. Only adult members shall have voting privileges.

Section 3.5 Membership Privileges: The privileges of membership will be determined yearly by the Board of Directors of the Club. These privileges may consist of a solo in the annual exhibition, reduced ice fees, or skater recognition on the Club's social media sites. Privileges will be determined based on the financial resources of the Club, interests of skaters, and time considerations.

Section 3.6 Application for New Membership: Applications for new admission to the Club, with appropriate fees, shall be submitted through EntryEeze.

Section 3.7 Application for Continuing Membership: Applicants for renewed or continuing membership with the Club must complete all forms and pay dues/fees through EntryEeze to the Membership Chair within the specified deadline. Failure to do so shall result in that member's loss of all privileges until the membership has been renewed. At the Board's discretion, lapsed members may be required to reapply for Club membership under the procedures outlined for individuals seeking new membership.

Membership renewal is open from June 1- June 30 of each year. For those members renewing their membership, forms turned in after June 30<sup>th</sup> each year will be subject to an additional \$25.00 late fee penalty. Skaters are not allowed on the ice after June 30<sup>th</sup> until all membership fees are paid.

Section 3.8 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 5 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 2 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 3.7 apply to a member's membership in the Club and not to membership in the 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.

## **ARTICLE IV MEETINGS**

Meetings of the club shall take place in accordance with the information below.

### **Section 4.1 Annual Meeting:**

The purpose of the annual meeting is to elect officers, committee members/chairs, directors etc. and/or conduct other Club business. Failure to hold an Annual Meeting shall not work as a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club.

- Attendance: All Adult Members and Junior Members with a full membership.
- Occurrence: Between March 1 and June 1 of current year as outlined in the Club bylaws
- Meeting Notice: The President shall provide notice via social media, e-mail and/or posting at the rink at least 30 days prior to the meeting.
- Voting Privileges: All Adult Members are eligible to vote at the Annual Meeting. President refrains from voting except when the vote is by ballot or whenever his or her vote will affect the result.
- Voting Method: Elections will take place via written ballot. All other voting may take place via voice, show of hands, written ballot, or proxy.
- Quorum: 40% of Adult Members

### **Section 4.2 Club Meeting:**

- Attendance: All Adult Members and Junior Members with a full membership.
- Occurrence: Club meetings shall occur as needed and will be called by the Board
- Meeting Notice: The Board shall provide notice via social media, e-mail and/or posting at the rink at least 7 days prior to the meeting.
- Voting Privileges: All Adult Members are eligible to vote at a Club Meeting. President refrains from voting except when the vote is by ballot or whenever his or her vote will affect the result.
- Voting Method: Voting shall take place via voice, show of hands, written ballot, or proxy. Quorum: 40% of Adult Members

Section 4.3 Special Meeting (limited to 1-5 agenda topics):

- Attendance: All Adult Members
- Occurrence: Special meetings shall occur as needed and will be called by 5/7 of Board members or 40% of Adult Members.
- Meeting Notice: The Board or Adult Member shall provide notice via e-mail at least 7 days prior to the meeting.
- Voting Privileges: All Adult Members are eligible to vote at a Special Meeting. President refrains from voting except when the vote is by ballot or whenever his or her vote will affect the result.
- Voting Method: Voting shall take place via voice, show of hands, written ballot, or proxy.
- Quorum: 40% of Adult Members

Section 4.4 Board Meeting:

- Attendance: Board Members
- Occurrence: 8-12 meetings per year as set by the President.
- Meeting Notice: The President shall set the schedule and provide at least one week of notice for schedule changes.
- Voting Privileges: All Board Members are eligible to vote
- Voting Method: Voting shall take place via voice, show of hands, or written ballot.
- Quorum: 5/7 of Board Members

Section 4.5 Special Board Meeting (limited to 1-5 agenda topics):

- Attendance: Board Members
- Occurrence: Special Board Meetings shall occur as needed and will be called by the President.
- Meeting Notice: The President shall provide notice ASAP and not more than 5 days prior to the meeting.
- Voting Privileges: All Board Members are eligible to vote
- Voting Method: Voting shall take place via voice or show of hands.
- Quorum: 5/7 of Board Members

Section 4.6 Telecommunication Meetings

- Members may participate in meetings that take place via telecommunication. Telecommunication may include phone, online (Zoom, Skype, Teams, etc.) or other methods in which all participants can be heard. A member participating in a meeting is deemed to be present in person at that meeting. Proper notice should be given to the President/Board if a member would like to participate in a meeting via telecommunication to ensure proper accommodations can be made (phone connectability, internet access, Wi-Fi, etc.).

Section 4.7 Waiver of Notice. If a member attends a meeting and has an objection to how members were notified of the meeting, they must state their objection at the beginning of the meeting. Their attendance at the meeting is their opportunity to express any objection to topics presented at the meeting. Objections expressed after the meeting will not be considered.

Section 4.8 Voting Procedures:

- All who are eligible to vote at a meeting as outlined above are entitled to one vote.
- The President or meeting presider will determine the method of voting for each motion.
- Voting results shall be determined by the majority of the votes received.
- Voting via voice: This is a traditional way of voting with members responding with a “yes/aye” or “no” response. If results are not clear, a vote via show of hands should take place.
- Voting via show of hands: This is a method of voting where those with voting privileges raise their hand to show their vote.
- Voting via written ballot: This method of voting is used for elections. Counting of ballots shall be done under the supervision of the Secretary or other person designated by the Board. Written ballots may not be revoked. The secretary or other designated person shall collect all ballots, place them in a sealed envelope for six months labeled with the date of the election, and then destroy them after one month.
- Voting via proxy: Voting by proxy is the transfer of authorization from one voting member to appoint another voting member to place a vote on behalf of an individual. Those who are eligible to vote may do via proxy when the meeting voting method allows for it. Voting by proxy is done by signing a proxy appointment form that provides the following information: Name, meeting information (name, date, location, etc.), name of proxy appointment (individual must be eligible to vote at the meeting) and if the proxy shall vote 1) on all meeting topics or 2) a specific topic or set of topics. Proxy appointment forms shall be filed with the secretary before or at the time of the meeting. A proxy appointment form is valid only for the meeting indicated on the proxy appointment form.

Section 4.9 Voting Lists: The Secretary shall keep a complete list of the members entitled to be given notice of such meetings along with a notation about who is entitled to vote. The list shall be arranged in alphabetical order and shall show the name and address of each member. This list shall be kept on file at the principal office of the Club. No member under the age of 18 shall be entitled to vote.

Section 4.10 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.

Section 4.11 Member Action Without a Meeting for the Club: Sk8 Bay Figure Skating Club Members may vote by email on topics that need to be resolved in a timely manner. The

member's email address that has been provided and verified in EntryEeze will be used for member action without a meeting. Topics will be presented by the board. A deadline of at least 48 hours will be given to vote. If a member does not respond before the deadline, the opportunity to vote is lost. Result of voting is determined by the majority of votes. The emails shall be printed out by the Secretary and filed with the minutes.

Section 4.12 Delegates to the U.S. Figure Skating Governing Council. Delegates to the Figure Skating Governing Council must be registered members of the Club and must meet the qualifications as set forth in Article VII, Section 1 of the U.S. Figure Skating Bylaws. The Club's Board of Directors shall appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with Article VII, Section 2 of the U.S. Figure Skating Bylaws. The Club's delegates shall be representatives of the Club at the Governing Council meeting for which they are appointed as delegates and shall attend said meeting, either in person or represented by proxy. The Club will file a certificate of appointment of its delegates with the Secretary of U.S. Figure Skating, duly signed by an authorized Officer of the Club.

## **ARTICLE V BOARD OF DIRECTORS**

### Section 5.1 Qualifications and Duties.

- **Qualifications.** Directors must be:
  - At least eighteen (18) years of age.
  - Registered with U.S. Figure Skating
  - Have designated the Sk8 Bay Figure Skating Club as their home club
  - Is an eligible voting member of the Club.
  - Willing and able to attend meetings to conduct Club business.
  - Willing and able to complete all requirements by U.S. Figure Skating including a national background check, SafeSport certification, complete concussion training and sign the Board Agreement Form.
  
- **Duties:** Directors must:
  - Provide support and assistance to the Officers of the Board.
  - Act as committee/subcommittee chairs or members.
  - Perform delegated responsibilities
  - Uphold the Club bylaws

### Section 5.2 Number, Term, and Election of Directors.

- **Number of Directors.** The number of directors of the Club shall be composed of seven Adult Members of the Club. These seven adult members include the President, Vice President, Secretary, Treasurer, and three additional Adult Members who serve as Directors.
- **Change in Number of Directors.** Any action to increase or decrease the number of directors shall constitute an amendment of these Bylaws and will require a 2/3 vote of the members present at any meeting.

- Term of Directors. The length of the term is three years. Directors may not serve more than two consecutive terms (total of six years). Directors must be assigned an expiration year that is in rotation with the other directors to ensure that not all director terms expire in the same year.
- Nomination and Election of Directors. Within at least 48 hours prior to the annual meeting of the Club, nominations for the Board Directors will be submitted in writing to the Secretary of the Club. The Secretary is responsible for compiling a list of the nominations. Additional nominations for Directors to be elected may be made by “write-in” ballot at the annual meeting. Notwithstanding anything hereinabove to the contrary, any nominee for election as a Director must evidence in writing in advance of or at the annual meeting, or in person at the annual meeting, such person’s willingness to serve if elected. The members shall, by majority vote, elect the requisite number of Directors from among the list of nominees. This vote shall take place in writing or electronically as allowed under these Bylaws for other club matters.

Section 5.3 Resignation. A Director may resign at any time by giving written notice of resignation to the Board. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date.

Section 5.4 Removal: A Director may be removed by a two-thirds majority vote of the Board, or by a majority vote of the general membership. Said Director may be removed with or without cause.

Section 5.5 Vacancies. Any vacancy occurring among the Directors may be filled by the affirmative vote of a majority of the remaining Directors. 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 5.6 Expectations for Meetings: Members of the Board of Directors are required to attend the annual meeting, regular board meetings and any special meetings that are called. In the event that a Board of Director member is unable to attend a meeting, they must notify the President or Secretary immediately of their schedule conflict. This expectation for attendance is to help ensure a quorum and to fulfill their board member duties.

Section 5.7 Presumption of Assent:

When a Director attends a meeting it is understood that they agree to all action taken unless:

- they object to the meeting at the beginning and do not vote at all during the meeting
- during the meeting they disagree or abstain from voting and verbally request that this be entered into the minutes
- before the meeting is adjourned, or promptly after the meeting is adjourned, the director gives written notice to the presiding officer that expresses their disagreement or abstention.



The right of disagreement or abstention is not available to a Director who votes in favor of the action taken.

Section 5.8 Action Without a Meeting for the Board: Each year or with a change in board members, the board members will be asked to sign a “Consent to Act Without a Meeting Form” to cover any resolution that is presented by email and verify their password protected email address. Topics that need to be resolved in a timely manner may be voted on by email. If members of the board have not replied to the resolution within 48 hours, they must be contacted by phone, text, or personal conversation and then follow through with an email response. If the result of the email vote is not unanimous, the matter will be discussed and voted on at the next regularly scheduled meeting. The emails shall be printed out by the Secretary and filed with the minutes. Board action without a meeting does not take place of regularly scheduled meetings.

Section 5.9 Compensation. Board members shall not receive any type of compensation for their services.

Section 5.10 Executive and Other Committees: The Board of Directors may establish committees or subcommittees as need arises. These committees 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 follow the rules established by the Board of Directors. Committees and subcommittees may be designated to convene for a particular amount of time, until a certain task is completed, or until the Board deems that the committee/subcommittee is no longer needed.

## **ARTICLE VI OFFICERS**

Section 6.1 Number and Qualifications. The elected officers of the Club shall be a President (who shall also serve as the Chairman of the Board), the Vice-President, a Secretary, and a Treasurer. The Board of Directors may also appoint such other officers, assistant officers and agents as it may consider necessary. Officers must be Directors of the Club and must be registered members of the USFSA who have designated the “SK8 Bay F.S.C.” as their primary club affiliation.

Qualifications. Officers must be:

- At least eighteen (18) years of age
- Registered with U.S. Figure Skating
- Have designated the Sk8 Bay Figure Skating Club as their home club
- Willing and able to attend meetings to conduct Club business.
- Willing and able to complete all requirements by U.S. Figure Skating including a national background check, SafeSport certification, complete concussion training and sign the Board Agreement Form.

Section 6.2 Election and Term of Office. The elected Officers of the Club shall be elected by all eligible club members at each annual meeting of the Club. Officers’ terms of duty shall consist of three (3) years. 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 6.3 Compensation: Officers shall not receive any type of compensation for their services.

Section 6.4 Resignation. An Officer may resign at any time by giving written notice of resignation to the Board. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date.

Section 6.5 Removal: An Officer may be removed by a two-thirds majority vote of the Board, or by a majority vote of the general membership. Said Officer may be removed with or without cause.

Section 6.6 Vacancies: A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.7 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.

Section 6.8 Duties: See policy manual for specific duties of President, Vice-President, Secretary, and Treasurer.

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

Section 7.1 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 7.2 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 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 7.3 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 VIII CONFLICTS OF INTEREST**

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. The board will also sign a Conflict of Interest Disclosure form annually that remains on file.

Section 8.2 Procedure; Action; Disclosure: No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Club, solely because the conflicting interest transaction involves a Director of the Club or a party related to a Director or an entity in which a Director of the Club is a director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Club's Board of Directors or of a committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if: (i) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or (ii) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or (iii) the conflicting interest transaction is fair as to the Club. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction. The board acts in the best interest of the Club.

Section 8.3 Loans. No loans shall be made by the Club to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until the repayment thereof.

Section 8.4 Conflict of Interest Disclosure Form: Each year, all Board of Directors, Officers, Coaches, or other persons deemed necessary by the Board of Directors will be required to acknowledge and sign a Conflict of Interest Disclosure Form.

Section 8.5 Duty of Good Faith: The officers of the Club, Board of Directors, Coaches and general members shall exercise the utmost good faith in all transactions touching upon their duties to the Club and its property. In their dealings with and on behalf of the Club they shall be held to a strict rule of honest and fair dealing between themselves and the Club and other club members. They shall not use their position or knowledge gained there from in such a way that a conflict might arise between their own interest and that of the Club.

## **ARTICLE IX 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 refer to the USFS Conflict Resolution policy that applies to the Club found in the Club policy manual.

## **ARTICLE X 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 XI MISCELLANEOUS**

Section 11.1 Records: Records of the clubs should be kept for historical purposes and follow the following guidelines:

- Tax records kept by the Treasurer indefinitely.
- Financial records kept by the Treasurer for no longer than 5 years. Michigan law indicates that financial records only need to be kept for 4 years, however the IRS can audit taxes for up to 5 years. Therefore, financial records will be kept for 5 years.
- Minutes of meetings kept by Secretary- 3 years.
- Judging forms for test sessions kept by Test Chair- 2-3 years.

Section 11.2 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 11.1 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 11.3 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 11.4 Financial Statements. Upon the written request of any member, the Club shall e-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 11.5 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 11.6 Fiscal Year. The fiscal year of the Club begins on July 1 and ends on June 30.

Section 11.7 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 11.8 Amendments. These Bylaws may be amended, altered, or repealed in whole or in part, and new bylaws may be adopted by a majority vote of the Board of Directors. This decision by the Board of Directors will follow a notice to the Club that allows for feedback and suggested additions/changes. This feedback, additions or changes may be accepted, denied or altered by the Board.

#### BYLAWS CERTIFICATE

The undersigned certifies that he/she is the Secretary of the 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:

Name: