

BY-LAWS OF THE ST. LOUIS SKATING CLUB, INC.
(As Amended May, 2003)

ARTICLE I

SECTION 1. NAME. The Corporation shall be known as the St. Louis Skating Club, Inc. The Corporation shall operate as a not-for-profit corporation under the laws of the State of Missouri- Throughout these Bylaws, the Corporation may sometimes be referred to as the 'Club.'

SECTION 2. PRINCIPAL SKATING HEADQUARTERS. The Club's Principal Skating Headquarters shall be at the Brentwood Recreational Center, 2505 S. Brentwood Boulevard, Brentwood, Missouri, or at such other place as the Board of Directors may designate.

SECTION 3. FISCAL YEAR. The Club's fiscal year shall run from July 1st through June 30th, until such time as the Board of Directors shall adopt a different fiscal year.

SECTION 4. SEAL. The Club shall not have a corporate seal.

ARTICLE II. PURPOSE.

The Corporation is organized exclusively for charitable and educational purposes and (1) to function as an amateur athletic association to foster national, international, regional, and sectional competition in the sport of figure skating; (2) to encourage and give guidance and help for the full participation in the sport of figure skating by all persons, regardless of age, race, religious creed, color, national origin or ancestry; (3) to improve and advance amateur skating on ice in all its forms; (4) to encourage the practice, instructions, and advancement of amateur skating on ice--in all its forms, including compulsory figures, free-skating, moves in the field, pair skating, ice dancing and basic skills; (5) to educate and inform the public regarding figure skating, with emphasis on its pleasure and healthful and other benefits; (6) to publish and disseminate information concerning figure skating by bulletin, paper, book, magazine, or otherwise, (7) to sponsor or co-sponsor, produce or co-produce, or to host or co-host, or cooperate in the sponsorship, production, or hosting of ice carnivals, ice shows, or amateur figure skating competitions; (8) and generally to do and perform such other acts as may be

necessary, advisable, proper, or incidental in the realization of the objects and purposes of this organization, including the raising of money to support the activities by dues, fees, contributions, carnivals, and other lawful means, and to carry out the general policies of the United States Figure Skating Association; and (9) including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III. MEMBERSHIP.

SECTION 1. APPLICANTS FOR MEMBERSHIP. Applicants for membership in the Club shall submit a completed Club's membership application form to the Chairman of the Membership Committee, along with the appropriate annual membership dues and USFSA fees. At the time this application plus dues are received by the membership chairman, the applicant then becomes a provisional member of the Club, subject to approval in the appropriate class of membership by the Board of Directors as hereinafter provided. At the next meeting of the Board of Directors the Membership Chairman shall report to the Board of Directors any new applications received since the last meeting. The Board of Directors shall then vote to approve or disapprove the applicant to the appropriate class of membership by a majority vote.

SECTION 2. CLASSES OF MEMBERSHIP. The membership of the Club shall be comprised of the following classes:

- a. Senior Members. Senior members shall consist of skaters or non-skaters, not less than 18 years of age as of the beginning of the fiscal year of membership, for whom the Club is the Home Club of affiliation on the records of the USFSA. Senior members shall have all the rights and privileges authorized by the United States Figure Skating Association (USFSA) By-Laws and shall enjoy all the rights and privileges authorized by the By-Laws of the Club--Senior Members and Junior Members (as hereinafter defined) may be collectively referred to in these Bylaws as 'Regular Members.'

b. Junior Members. Junior members shall consist of skaters or non-skaters, under 18 years of age as of the beginning of the fiscal year of membership, for whom the Club is the Home Club of affiliation on the records of the USFSA.

c. Associate Members. Associate members are those who designate a USFSA club other than the St. Louis Figure Skating Club as their Home Club. They shall pay dues to this Club in an amount to be determined from time to time by the Board of Directors of the Club and shall have all the rights, privileges, and obligations of Regular Members (including the right to test at the same fee structure as Regular Members) except that they shall not be entitled to vote, hold office, or serve on the Board of Directors of the Club.

d. Interim Members. Interim Members shall consist of those skaters or non-skaters who join the Club after March 1 and prior to June 30th and who pay the Club membership fee prescribed for Interim Members. Interim Members shall have all the rights, privileges, and obligations of Regular Members (including the right to test at the same fee structure as Regular Members) except that they shall not be entitled to vote, hold office, or serve on the Board of Directors of the Club.

e. Professionals. Professionals (as defined in the pertinent USFSA Rules) may be members of the Club as either Home or Associate members. Home Member Professionals shall be entitled to vote. Professionals may be granted skating and teaching privileges, subject to the approval of the Board of Directors in accordance with such policies, terms and conditions as the Board of Directors may prescribe. Professional Members shall also be entitled to serve on the Club's Board of Directors under the terms and conditions set out in Article IV of these Bylaws and not otherwise. They shall not be entitled to hold office.

f. Honorary Members. Honorary memberships may be conferred by the unanimous vote of all members of the Board of Directors in attendance at any meeting of the Board at which a quorum is present and in advance of which not fewer than five (5) days notice was given of the meeting and of the name of each person to be proposed for Honorary Membership in the Club.

g. Supporting Members. Any Regular Member or family member of a Regular Member or any business organization, who pays a \$100.00 annual membership fee to the Club shall be known as a Supporting Member.

SECTION 3. PRIVILEGES AND RESPONSIBILITIES OF MEMBERSHIP. Club Members, according to their class of membership, shall have the following privileges and responsibilities:

- a. Senior Members may vote at meetings of the Club's membership.
- b. Junior Members may vote at meetings of the Club's membership, provided that the vote of a Junior Member may be cast only by a parent or guardian of such Junior Member.
- c. Senior Members and Junior Members will be inscribed as members of the USFSA and receive all rights and privileges of USFSA membership as prescribed by that organization.
- d. Honorary Members shall be free from initiation fees, dues, and assessments, other than USFSA fees which may be payable on their account. They may represent the Club in exhibitions and attend ice skating sessions under the same rules governing Regular members. They shall not be nominated or elected to office or a member of the Board of Directors.
- e. Supporting Members which are businesses and Associate Members may not vote, hold office, or be registered with the USFSA through the Club.
- f. Subject to applicable USFSA rules and regulations, and to such policies as may be prescribed by the Board of Directors, all Club Members shall be entitled to participate in Club skating programs, test sessions, competitions, and other activities, so long as they are in good standing.
- g. Responsibilities for Guests. Members shall be responsible for the conduct and indebtedness of all persons admitted to the Club's sessions at their request.

SECTION 4. ANNUAL MEETING AND SPECIAL MEETINGS. A regular meeting of members shall be held annually between May 1st and June 15th, on a date to be set by the Board of Directors and announced to each member in writing at least fifteen (15) days prior to the meeting. Members entitled

to vote may vote in person or by absentee ballot on such forms and in accordance with such procedures as are established by the Board of Directors.

Special meetings of the membership may be called by four directors or 30% of the members entitled to vote. Such call for a special meeting shall be in the form of a petition submitted to the Board of Directors.

Only members whose dues have been paid for the current year shall be entitled to vote at a meeting of the members.

SECTION 5. MEMBERSHIP STANDING. Membership privileges, including those to hold office and vote, shall cease whenever the member is no longer in good standing by virtue of any of the following conditions:

- a. The member is in arrears for current or past Club dues or fees due the USFSA, or has not paid when due any other financial obligation due to the Club, in the absence of a waiver or other similar consideration approved by the Board of Directors or a by special committee charged by the Board with the responsibility to review the member's accounts with the Club.
- b. The member is suspended from Club membership for failure to abide by these Bylaws or any other authoritative policy, rule or condition prescribed by the Club's Board of Directors or any Committee decision approved by the Board, or and USFSA rule or regulation. Provided any such suspension of a member shall have been in accordance with the provisions of these Bylaws governing the same.

SECTION 6. SUSPENSION OR EXPULSION OF MEMBERS.

- a. The Board of Directors shall have the power, upon its own motion or upon the complaint of another member, as described in the following paragraph, to suspend or expel any member for violations of the Articles of Incorporation or By-Laws, for violations of rules of this Club, or for violation of the Code of Conduct set forth in the rules of the United States Figure Skating Association. The procedure by which a member may be expelled or suspended or

a membership revoked must be fair and reasonable and carried out in good faith as provided by applicable standards.

Specifically, (1) a member must be given fifteen (15) days written notice of his/her proposed expulsion, suspension, or termination and the reasons therefore; (2) the member must be provided an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by the Board of Directors; (3) the written notice must be delivered in person or by first class or certified mail sent to the last address of the member shown on the Club's records.

- b. Any member or members having complaint against another member for the infraction of any law or rule, or for conduct injurious to the welfare of the Club, may report the same in writing to the Board of Directors. Such complaint shall set forth the facts of the case, together with the names of witnesses, if any. After receiving such complaint, a meeting of the Board of Directors shall be held as soon as practicable, and in compliance with the notice provisions set forth in the preceding paragraph, to investigate the same. The complainant or complainants, and the member complained of, shall receive at least fifteen (15) days notice of the meeting of the Board of Directors and may be heard, either orally or in writing, with their witnesses. The statements and evidence, along with the decision of the Board of Directors, shall be reduced to writing and filed with the Secretary, and he/she shall mail copies thereof to the complainants and the member. The effective date of the suspension, expulsion, or termination must be at least five (5) days after the date of the meeting of the Board of Directors.
- c. An appeal from the decision of the Board of Directors may be taken to the Club membership by serving a written notice of such appeal on the Secretary within ten (10) days of receipt of the Board's decision. A special meeting of the membership shall be called within thirty days for the consideration of the case, at which meeting, a majority vote of the members present at the meeting shall be necessary to reverse the decision of the Board of Directors.

SECTION 7. RESIGNATION. Any member not in arrears for dues, or other indebtedness, may tender a written resignation of his/her membership to the Secretary, who shall report the same to the Board of Directors at their next meeting.

ARTICLE IV. GOVERNMENT BY BOARD OF DIRECTORS.

The authority for managing the affairs, finances, property and assets of the Club shall be vested in the Board of Directors, which shall be comprised of nine (9) Senior Members and one (1) Home Club Professional Member. Eligibility to serve on the Board of Directors shall be in accordance with the provisions of Article III, Sections 2 and 3, and with applicable provisions of this Article.

SECTION 1. TERMS OF OFFICE AND VACANCIES.

- a. Each Senior Member Director shall serve a term of three (3) years. Three Senior Member Directors shall be elected by written ballot each year by those persons eligible to vote at the Club's Annual meeting to be held in the Spring of each year from a slate presented by the Nominating Committee to which slate additional nominations may be made from the floor at the Club's Annual Meeting. The Chairman of the Membership Committee shall determine any questions concerning eligibility to vote at the Annual meeting by consulting the Club's then current roster.
- b. Each Professional Member Director shall be a Home Club Member teaching Professional, and shall serve a term of one (1) year. The Professional Member Director shall be elected by written ballot by those persons eligible to vote at the Club's Annual Meeting to be held in the Spring of each year from a slate presented by the Club's then actively teaching Home Club Professional Members, to which slate additional nominations may be made from the floor at the Club's Annual Meeting. The Chairman of the Membership Committee shall determine any questions concerning eligibility to vote at the Annual meeting by consulting the Club's then current roster. If no Professional Member shall be nominated to serve as the Professional Member Director for any given term, then no Professional Member Director

shall serve for that term. Professional Member Directors shall be ineligible to hold a Club officer position, but shall be eligible to serve on Board and Club committees.

- c. All other provisions of these Bylaws to the contrary notwithstanding, no employee of an ice rink with which the Club, at the time nomination, has an ice rental relationship nor any spouse or immediate family member of such a person, shall be eligible to serve on the Board of Directors.
- d. No Senior Member Director shall serve more than two (2) consecutive three (3) year terms. No Professional Member Director shall serve more than three (3) consecutive one (1) year terms.
- e. If a Director position becomes vacant, upon the recommendation of the President, the Board shall elect an eligible Club member to fill the vacancy for the remainder of the year until the next Annual Meeting. At the next Annual Meeting of the membership, a Director shall be elected for the unexpired term, if any.

SECTION 2. MEETINGS. Unless the President determines otherwise, meetings of the Board of Directors shall be held monthly at the principal skating headquarters of the Club or at such other place as the Board of Directors may agree. Special meetings may be held at any time upon call of the President or any four directors, upon written notice to all of the members of the Board at least three (3) days prior to the date for which the meeting is called.

All meetings of the Board of Directors are open to and may be attended by any Club member unless a majority of the Board of Directors present at the meeting votes to close the meeting, in whole or in part, for the purpose of discussion which may be detrimental to anyone's name or reputation or in which confidential information may be discussed. Club members who are not members of the Board of Directors attending a meeting of the Board of Directors may enter into discussions when recognized by the Chair in accordance with Robert's Rules of Order but may not vote.

SECTION 3. ACTION WITHOUT A MEETING. Any action required or permitted to be taken by the Board of Directors, except removal of a member, director, or officer and approval of major expenditures, may be taken without a meeting if at least six members of the Board of Directors, one of whom must be the President, orally consent to the action taken, in which case the report of such action shall be incorporated in the minutes of the next meeting of the Board of Directors and ratified by the Board at that time. The report in such minutes shall indicate the names of the Directors who acted on the matter.

SECTION 4. QUORUM. Five Directors shall be required to constitute a quorum. Though counted as one Director comprising a quorum, the President shall vote only if necessary to break a tie, except as otherwise provided in these Bylaws.

SECTION 5. AUTHORITY. The Board shall have entire authority in the management of affairs and finances of the Club and shall have general control over all of its property. All rights and powers reasonably and naturally consistent therewith shall be vested in the Board of Directors, including, but not limited to: 1) the right to fix the Club's annual dues; 2) subject to ratification by the majority of the Club's membership in attendance at a regular or special membership meeting, to levy special assessments upon the members of the Club; and, 3) to receive and act upon all applications for membership which are presented by the Membership Committee.

SECTION 6. RULES. The Board shall make such rules as the Directors deem proper respecting the use of the Club's ice time and other Club property; prescribe rules for the admission of visiting skaters; determine penalties for offenses against the rules, and make rules for their own government and for government of the committees appointed by them.

SECTION 7. APPROPRIATIONS. All appropriations from the funds of the Club shall be made by the Board of Directors, except for such routine expenditures as are authorized for the offices of Secretary and Treasurer.

SECTION 8. AUDITS. The Board shall oversee an audit of the accounts and the records of the Club and its committees not less frequently than once every three (3) years.

SECTION 9. INDEBTEDNESS. The Board shall have the power to limit the indebtedness of a member of the Club to the Club.

SECTION 10. STANDING COMMITTEES. The Board shall appoint all standing committees with full authority over them except as hereinafter provided and shall appoint such other committees as shall seem to them to be necessary.

SECTION 11. USFSA DELEGATES. The Board shall select a delegate or delegates to the United States Figure Skating Association. The Club President or Secretary shall notify the Association of the name and address of the delegates selected. Said delegate shall be the representative between the Club and the Association and shall attend the Association's meetings, either in person or by proxy. The Board may, as it sees fit, pay all or part of the traveling expenses of the delegates to the Association meetings.

SECTION 12. CLERICAL ASSISTANCE. The Board shall have the authority to make, in their discretion, appropriations for clerical assistance to the Secretary and accounting assistance to the Treasurer.

SECTION 13. FINANCIAL REPORTING. The Board shall prepare and submit to the membership at the Annual Meeting a financial report for the preceding year.

SECTION 14. BOARD MEMBER LIMITATION. The office of a Board Member shall be deemed vacated when any one of the following occurs:

- a. If a Director resigns his/her office by notice in writing to the Club.
- b. If a Director is no longer a member of the Club.

- c. If a Director is absent from three (3) Board meetings within one year and had not prior to those meetings, advised an officer that he/she would be unable to attend the meeting.
- d. If a Director is absent from one-half (1/2) of the meetings of the Board of Directors within one year regardless of the reason, provided that a majority of the Board of Directors may vote to waive this provision.
- e. If a Board member shall cease to be a Club member in good standing.

SECTION 15. BOARD APPROVAL FOR COMPETITION AND EXHIBITION. No member or members of the Club shall make entry in the name of the Club in competition or exhibition except with the approval of the Board of Directors, or someone given this authority by them. Unless otherwise required by the USFSA or a sponsoring club, any of the following officers may sign competition or test entry forms certifying that the member is in good standing and may compete and/or test as member in good standing for this Club: President; Vice-President; Secretary; Treasurer; Test Chairman.

ARTICLE V. OFFICERS AND STANDING COMMITTEES.

SECTION 1. OFFICERS. The Board of Directors shall, at its first meeting following the election of new Directors, elect by written ballot from within its membership the following officers: President, Vice-President, Secretary, and Treasurer, each of whom shall hold office for one year or until their successors are chosen.

SECTION 2. DUTIES OF OFFICERS.

- a. President: It shall be the duty of the President to take charge of the Club, to call regular and special meetings of the Club membership and Board of Directors, and to preside at all meetings of the Club, and of the Board of Directors. S/he shall have the entire supervision and management of the Club and its property pending the action of the Board of Directors.

The President together with the Secretary shall sign all agreements and contracts made by the Club, upon the approval of the Board of Directors.

- b. Vice-President: It shall be the duty of the Vice-President to assist the President in the discharge of his/her duties and in his/her absence to assume his/her duties and officiate in his/her stead.
- c. Treasurer: The Treasurer shall have charge of the funds of the Club and shall keep a record of all receipts and disbursements and shall render a written report when requested by the President or by the Board of Directors. Disbursements shall be made only upon vouchers approved by the Board of Directors. The Board of Directors shall have the power whenever it deems necessary to appoint an acting Treasurer. The funds shall be deposited in the name of the Club in a bank approved by the Board of Directors. All disbursements by check shall be signed by the Treasurer or President or another designated officer or member of the Board of Directors. All disbursements out of the Club's general account(s) by check exceeding three Hundred Dollars (\$300.00) shall be signed by no fewer than two officers of the Club. All disbursements by check out of the Club's special account(s) shall be signed by such person or persons as the Board shall direct. But in no event shall any check exceeding Three Hundred Dollars (\$300.00) on any Club account be signed by fewer than two eligible persons.
- d. Secretary: It shall be the duty of the Secretary to keep the minutes of the meetings of the Club and of the Board of Directors and to supervise all reports and documents connected with the business of the Club; to supervise keeping a roll of membership together with dates of their election and a record of all members elected, deceased, suspended or expelled. S/he shall supervise the correspondence of the Club, prepare and issue notices of all meetings of the Club and the Board of Directors.

SECTION 3. STANDING AND SPECIAL COMMITTEES. The following Standing Committees shall have the responsibilities indicated, and policies formulated by these committees, when approved by the Board of Directors, shall become policies or rules of the Club:

- a. The Membership Committee shall keep records of members; inscribe Senior, Junior, and Honorary members in the USFSA; process dues; present to the Board of Directors written applications of all applicants for membership in the Club. It also shall be responsible for activities related to seeking new members.
- b. The Music Committee shall be responsible for selecting, presenting, maintaining equipment for and otherwise arranging for appropriate music at Club sessions, entertainments, etc. The Music Committee shall also make recommendations for purchase and, with the approval of the Board of Directors, arrange for purchase of suitable equipment for the Club's use.
- c. The Professional Committee shall formulate policies covering the relations between professional instructors and the Club, particularly with regard to Club sessions.
- d. The Publicity Committee shall be responsible for periodic news reports to the membership, for announcements to local media concerning activities of the Club or its members, and for announcements appropriate to the various organs of the USFSA.
- e. The Ice Scheduling Committee shall be responsible for arranging appropriate 'home ice' and other skating sessions for the Club and shall recommend to the Board rules of conduct and other guidelines for skating sessions.
- f. The Tests Committee shall have charge of administering the USFSA tests, including the scheduling of dates for the tests, obtaining approved USFSA judges, and of establishing the eligibility of persons to take tests.
- g. The Competition Committee shall arrange and administer qualifying and non-qualifying competitions that are authorized by the Board of Directors and by the USFSA and shall cooperate with the Tests Committee to obtain qualified judges.

- h. The Nominating Committee shall meet at the direction of the President in order to have recommendations for a slate of proposed Director candidates prior to the Annual Meeting of the membership.
- i. The Audit Committee shall be made up of three members in good standing who shall oversee the audit of the Club's books at the end of each fiscal year.
- j. The By-laws Committee shall propose and receive proposals for revision, amendment or repeal in accordance with ARTICLE VII.
- k. Special Committees. The Board of Directors may at any time appoint any special committees which it deems necessary or advisable.

SECTION 4. ATTENDANCE AT BOARD MEETINGS. The Chairmen of Standing or Special Committees may be requested by the President to attend regular or special meetings of the Board of Directors. They may enter into and take part in Board discussions but may not vote.

ARTICLE VI. PARLIAMENTARY PROCEDURE.

All meetings of the membership and of the Board of Directors shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VII. MEMBERSHIP IN THE USFSA.

The Club shall maintain its membership in the USFSA and conduct its affairs in a manner consistent with the By-laws of that organization.

ARTICLE VIII. AMENDMENTS.

These By-laws may be amended by a two-thirds (2/3) vote at any regular or special meeting of the Board of Directors, provided that such amendment has been listed as an agenda item, the amendment has been discussed at a prior meeting of the Board, and the amendment is subsequently ratified by a two-thirds (2/3) vote of the members present at a regular or special meeting of the

membership. An amendment may also be initiated by any five (5) members in good standing, who shall direct any such proposed amendment to the By-laws Committee for consideration.