

**THE AMENDED AND RESTATED
BY LAWS OF
CENTENNIAL SKATING CLUB OF COLORADO SPRINGS**

Member Club of
US Figure Skating

Incorporated: October 3, 1977

Amended: April 23, 1996

May 25, 2002

May 16, 2004

May 14, 2005

Dec 9, 2008

June 27, 2009

**ARTICLE I
NAME AND INCORPORATION**

Section 1. NAME: The organization shall be known as The Centennial Skating Club of Colorado Springs.

Section 2. INCORPORATION: The club was incorporated under the Laws of the State of Colorado on October 3, 1977, and the Articles of Incorporation were amended on April 23, 1996.

Section 3. This club shall have its headquarters in Mark "Pa" Sertich Ice Arena in Colorado Springs, Colorado. Its mailing address shall be: P.O. Box 62991, Colorado Springs, Colorado 80962-2991.

**ARTICLE II
PURPOSE**

This corporation is a non-profit corporation organized exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Specifically, this Corporation is organized to promote and encourage full participation in the sport of figure skating by persons in the Colorado Springs, Colorado area regardless of race, sex, religious creed, color, national origin or ancestry; to improve and to advance amateur figure skating on ice in all of its forms, including compulsory figures, free skating and ice dancing; to sponsor, to produce or cooperate in conducting competitions in figure skating; all for the ultimate purpose of supporting, promoting and participating in national and international competitions in connection and conjunction with the rules and general policies and guidelines of US Figure Skating. All receipts of the Corporation shall be used in the furtherance of the purposes and objectives of the Corporation.

**ARTICLE III
LIMITATIONS ON ACTIVITIES**

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its members, directors or officers or any private individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate or public office.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. QUALIFICATION: Directors must be voting members, in good standing, of the Corporation who have designated the Corporation as their home club under the applicable rules of US Figure Skating.

Section 2. NUMBER OF MEMBERS: The Board of Directors shall be composed of the four officers of the club plus one home club member for each fifteen (15) home club members, as of April 15, not to exceed a total of nine (9) Board members (i.e., four officers plus five regular

home club members). The number of regular Board members shall be rounded up or down as necessary to ensure an odd number of Board members.

Section 3. ELECTION: Members of the Board of Directors shall be elected at the spring general membership meeting by written ballot.

Section 4. TERM OF OFFICE: The term of office shall be staggered three year terms, commencing on July 1st, after the spring general membership meeting at which they were elected. Initial election will include three 3-year terms, three 2-year terms, and three 1-year terms. The three candidates receiving the most votes shall serve for three years, the next three candidates receiving the next highest votes shall serve for two years, and the last three candidates shall serve for a period of one year.

Section 5. VACANCY: If a position on the Board of Directors becomes vacant, the Board shall appoint a home club member to serve until the end of the position's term.

ARTICLE V POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. MEETINGS: The Board of Directors shall meet at least once in every month. The Board at its first meeting shall fix the date and time of the meetings by majority consent.

Section 1 (a). RESCHEDULED AND CONTINUED MEETINGS: In the event circumstances prevent the Board of Directors from meeting as scheduled, the regular meeting shall be rescheduled as soon as possible. In the event the business before the Board cannot be finished at this meeting, a second meeting (continuation meeting) shall be called as soon as possible to complete the outstanding business. In either case, the additional meeting shall be scheduled in the same month as the original meeting.

Section 1 (b). SPECIAL MEETINGS: Any four (4) members of the Board may call a special meeting of the Board upon request to the presiding officer. The request shall state the purpose for which the meeting is called and the names of the four members requesting it. The presiding officer shall call the meeting as soon as practical. Only the requested business may be conducted at a special meeting.

Section 2. QUORUM: One-half (or five members) of the Board shall constitute a quorum. If there are unfilled vacancies on the Board, said number shall be reduced by the number of vacancies, with no less than four members constituting a quorum.

Section 3. AUTHORITY: The Board shall have the entire authority in the management of the affairs and finances of the Corporation and shall have general control of all its property. This shall include the setting of membership fees on an annual basis.

Section 4. RULES: The Board shall make such rules as they deem proper respecting the use of the Corporation's property; prescribe rules for the admission of non-members; fix penalties for offenses against the rules; and make rules for their own government and for the government of the committees appointed by them.

Section 5. APPROPRIATIONS: the Board of Directors shall make all appropriations from the funds of the club.

Section 6. AUDITS: The Board shall audit records of the secretary and of the committees. They shall appoint or secure services of a qualified individual to audit the books and records of the treasurer annually.

Section 7. INDEBTEDNESS: The Board shall have the power to limit the indebtedness of a member of the club.

Section 8. CANDIDATES FOR MEMBERSHIP: The Board shall elect to membership in the Corporation, as hereinafter provided, such candidates as it considers acceptable within 45 days of receipt of application. Such election must be by majority vote at a regular meeting of the Board. No rejected candidate shall be eligible for membership for the next six months after rejection. Rejection may not be discriminatory as to race, age or religious preference.

Section 9. DISCIPLINARY ACTION: The Board of Directors shall have the power to suspend or expel any member for violation of the By Laws and rules. No member shall be expelled for longer than 35 days without a hearing. The Board shall act upon all requests for disciplinary action no later than the next Board meeting.

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 deemed necessary.

Section 11. US FIGURE SKATING DELEGATE: The Board shall appoint, from among its eligible registered members, a number of delegates in proportion to the total number of registered members of such member club during the preceding fiscal year as specified in the US Figure Skating By Laws, Article XV. The delegate(s) shall be representative(s) between the club and the association and shall attend the US Figure Skating Governing Council meeting, either in person or by proxy. Said club shall file a certificate of such appointment with the

association and the association shall provide the certificate. The Board may, as it sees fit, pay the traveling expenses of the delegate(s) to the association meeting.

Section 12. CLERICAL ASSISTANCE: The Board shall have authority to make, at their discretion, appropriations for clerical assistance to the secretary and/or treasurer.

Section 13. VOTING: Board decisions shall carry a simple majority of the members present.

Section 14. SUSPENSION FROM A BOARD POSITION:

- A. Any member of the Board who misses six (6) regular Board meetings in the skating year shall be suspended from the Board membership pending review at the next meeting of the remaining Board members, who, at the time, shall reinstate or expel the suspended Board member. The suspended Board member shall have the right to present his/her reasons for absence to the Board prior to or at the time of the review.
- B. Any member of the Board who is found, via hearing, to have broken the rules of the club
- C. The office of a Board member shall be ipso facto vacated:
 - 1. If he/she is convicted of a felony criminal offense.
 - 2. If, by notice in writing to the club, he/she resigns his/her office.
 - 3. If he/she is no longer a member of the club.

Section 15. VOTING ON MEMBERSHIP: If voting on membership applications would be delayed because of a rescheduled or continued Board meeting, and if such voting is crucial to an imminent test session or competition, then the president has the authority to poll all members of the Board, by any means practical, for approval of to approve the applications. The president shall keep an accurate record of the voting for presentation to the rescheduled/continued Board meeting. Applications shall be approved in this manner by unanimous vote only of the Board members available during the polling period. At least a quorum must be available to be polled. Should any one Board member have a dissenting vote, then that application shall be held for review at the rescheduled/continued Board meeting. The impending test session or competition shall determine the deadline by which the poll must be accomplished.

Section 19. BOARD APPROVAL FOR COMPETITION AND EXHIBITION: No member or members of the club shall enter the name of the club as a sponsor for a competition or exhibition except with the approval of the Board of Directors, or an individual given this authority by the Board of Directors.

Section 20. RESIGNATION: A director may resign by written notice to the president or secretary.

ARTICLE VI ELECTIONS

Section 1. BOARD OF DIRECTORS: Directors shall be elected by a majority vote of members present or by absentee ballot, as set forth herein, by the general voting members at the spring membership meeting. A rotation algorithm, based on the initial election information in Article IV, Section 4, determines the number of open board positions to ensure continuity. The candidates receiving the most votes shall serve for the open three-year terms.

Section 2. OFFICERS: the Board of Directors shall elect the president, vice-president, secretary and treasurer annually. This election shall take place at the Board of Directors meeting following the general membership meeting. The president should have served one fiscal year on the Board of Directors prior to assuming office. The Board may appoint members of the Board to fill any or all offices, or appoint a member who is not on the Board to fill a Board position, should one become vacant. The Board may appoint an assistant secretary or treasurer, either from the corporation's membership or outside the club membership on such terms as the Board may consider advisable, to assist the secretary or treasurer in their duties.

Section 3. METHOD OF VOTING FOR THE BOARD OF DIRECTORS: Vote shall be by ballot and a simple majority of voting members present or absentee ballot, as set forth herein. A voting member is any home club member that is in good standing, not otherwise restricted and who has attained the age of 18.

Section 4. ABSENTEE VOTING: Absentee voting shall be permitted in Board elections for the following circumstances only:

- 1. Serious illness
- 2. Employment
- 3. Out of town

A phone call or letter must be given to the nominating committee chairperson requesting an absentee ballot and stating the reason for such request. The absentee ballot shall be placed in a sealed envelope and retained by the nominating committee and be counted at the general membership meeting.

Section 3. ELIGIBILITY TO HOLD ELECTIVE POSITION: Current members not otherwise restricted, who have attained the age of 18 and who have been members for at least one year (July 1 through June 30), shall be eligible to hold office.

ARTICLE VII OFFICERS

Section 1. OFFICERS: The officers shall be president, vice-president, secretary and treasurer. All officers must be registered members of US Figure Skating who have designated the corporation as their home club and the President must have been a home club member of the club for one (1) calendar membership year or longer.

Section 2. TERM OF OFFICE: the Board of Directors shall elect the officers annually.

Section 3. METHOD OF ELECTION: This election shall take place immediately after the spring general membership meeting and upon their election as Board members.

Section 4. PRESIDENTIAL SUCCESSION AND APPOINTED OFFICERS: In the event the office of president is vacated, the vice-president shall succeed to the position of president. If this is not possible or in the event of a vacancy in any other officer position, the Board of Directors shall appoint another Board member, with appointee approval and pursuant to Article VI, Section 3 and Article VII, Section 1, to the position for the remainder of the un-expired term of office.

ARTICLE VIII DUTIES OF OFFICERS

Section 1. DUTIES OF PRESIDENT: It shall be the duty of the president to take charge of the club and to preside at all meetings of the club and Board of Directors. The president shall exercise the supervision and management of the club and its property. The president shall have the authority to recommend to the Board of Directors disciplinary action against any member for violating the By Laws or regulations of the club. The president shall call all meetings.

The president, together with the secretary, shall sign all agreements and contracts made by the club, upon the approval of the Board of Directors.

The president is to provide all information and correspondence to the secretary.

The president is a non-voting member of the Board of Directors. The president, if there is a tie on an issue that is being voted upon, may vote in order to break the tie. If he/she is a party to the issue, then he/she may not vote to break the tie. During general membership meetings, i.e., elections, etc., he/she may vote as he/she is a general member.

Section 2. DUTIES OF VICE-PRESIDENT: It shall be the duty of the vice-president to assist the president in the discharge of said duties, and in his/her absence to assume those duties and officiate in his/her stead.

It shall be the duty of the vice-president to chair the ice show committee after approval of the Board of Directors to have an ice show.

Section 3. DUTIES OF TREASURER: The treasurer shall have charge of the funds of the club and shall keep record of all receipts and disbursements and shall render a written report when requested by the president or Board of Directors. Disbursements shall be made only upon submittal of vouchers approved by the Board of Directors. The Board of Directors has the power, whenever they deem it 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, or in securities approved by the Board of Directors. All disbursements shall be by check and shall be signed by the treasurer. The president or any other designated officer or member of the Board will also sign if the disbursement is over the sum of two hundred fifty dollars (\$250.00). The Board of Directors can revise this.

The treasurer shall be the chairperson of the budget/finance committee that shall be responsible for the preparation and presentation of the annual budget to the Board of Directors, which shall be presented in proposed form for the June Board meeting.

If required by the Board of Directors, the treasurer shall furnish a surety bond in form and amount satisfactory to the Board, guaranteeing the honest and faithful performance of his/her duties and the proper accounting for all monies and property placed in his/her custody; it will also indemnify the Corporation against any loss or damage claims or demands by reason of any misfeasance or malfeasance in office. If a surety bond is required, the Corporation shall pay the premium. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever and deposit all such money in the name of the corporation in banks, trust companies or other depositories, and in general perform all the duties incidental to the office of treasurer.

Section 4. DUTIES OF 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. The secretary keeps all records and correspondence of the club.

The secretary shall keep a current list of members to include names, addresses, telephone numbers and US Figure Skating numbers. The secretary shall notify the general membership, in writing, at least two (2) weeks prior to any general membership meeting. The secretary shall notify the general membership of the candidates nominated for election, as provided to him/her by the nominating committee, at least two (2) weeks prior to the annual spring meeting. A brief synopsis of their qualifications for the office will be provided, if available.

ARTICLE IX COMMITTEES

Section 1. NOMINATING COMMITTEE

(a) NUMBER OF MEMBERS: ~~There shall be a nominating committee of three (3) members who shall be elected by ballot at the fall general membership meeting. In case of a vacancy The Board of Directors shall appoint a (1) replacement for the remainder of the term. Incumbent club officers and Board members may not~~ club member to be ~~serve on~~ the nominating committee.

(b) DUTIES: The nominating committee shall nominate candidates for the ~~nine~~ open positions on the Board of Directors and/or a voting member may place names of candidate(s) for the position of Director from the floor during the annual spring general membership meeting. All nominations must have the consent of the proposed nominee.

The secretary shall notify the general membership at least two (2) weeks prior to the spring general membership meeting of candidates proposed by the nominating committee.

The nominating committee shall also be responsible for counting ballots and recording the election results, which will be included in the minutes of the meeting by the secretary.

Section 2. SANCTIONS COMMITTEE:

(a) SANCTIONS OFFICER: The Board of Directors will appoint a sanctions officer annually.

(b) DUTIES OF SANCTIONS OFFICER: This individual shall insure compliance with the rules and regulations of US Figure Skating sanctions. This individual will verify that a sanction has been received from US Figure Skating for any event in which one or more of our member skaters are to participate or compete. The sanctions officer shall determine the need for a US Figure Skating sanction for all club activities and shall obtain such sanctioning when necessary.

ARTICLE X MEMBERSHIP

Section 1. CLASSES OF MEMBERSHIP: The Corporation shall have such classes of membership as set forth below and as the Board of Directors establishes from time to time. The types of membership and the rights, privileges, and restrictions shall be set forth in the rules of the Corporation:

(A) Full Privileges:

- (1) Skater/Additional Skater, 18 years of age or older
- (2) Non-Skater, 18 years of age or older
- (3) Professional, 18 years of age or older
- (4) Adult/Youth Basic Skills, 18 years of age or older
- (5) Honorary, 18 years of age or older

(B) Limited:

- (1) Associate Member
- (2) Skater/Additional Skater, under the age of 18
- (3) Adult/Youth Basic Skills person under the age of 18

Section 2. APPLICATION FOR MEMBERSHIP: Application for initial membership may be made at any time throughout the year and shall be accompanied by the required dues. The Board shall vote on all candidates for initial membership within 45 days of receipt of membership application.

Applicants shall be notified promptly of the Board's decision. New members shall be furnished copies of the By Laws and rules of the club by the membership chairperson. If the Board rejects an applicant, all dues shall be returned to the applicant promptly.

Section 3. INSF CHECKS: The treasurer will notify a club member whose payment to the club results in an “INSF” check notification and that any charge accrued will be the responsibility of that club member.

Section 4. RESPONSIBILITY FOR PROSPECTIVE MEMBERS & GUESTS: Members shall be responsible for the conduct and indebtedness of all persons admitted to the club’s property or functions at their request.

Section 5. VOTING RIGHTS: Voting rights shall be extended to all home club members with full privileges, unless otherwise restricted.

Section 6. MEMBERSHIP RENEWAL: Provisions for renewal are set forth in the rules of the Corporation.

Section 7. US FIGURE SKATING REGISTRATION: The Corporation shall not register a candidate for membership with the US Figure Skating, nor issue a US Figure Skating membership card, until the Board has approved the candidate’s application and only if the US Figure Skating registration is applicable to the type of membership approved.

ARTICLE XI MEMBERSHIP, FEES, DUTIES AND ASSESSMENTS

Section 1. FEES: The Board of Directors shall establish amounts, timing, and methods of payment of membership dues, fees and assessments.

Section 2. PROSPECTIVE MEMBERS AND GUESTS: A prospective member or guest may skate a maximum of three (3) sessions per year at no charge. Additional sessions will be charged at a fixed rate determined by the Board of Directors.

Section 3. EXPIRATION OF CLUB MEMBERSHIP: The membership shall be considered expired if the member, upon written notification to renew his/her membership, fails to pay membership dues by the expiration date established by the Board. Such an individual shall be required to re-apply for membership in accordance with Article X, Section 2.

ARTICLE XII GENERAL MEMBERSHIP MEETINGS

Section 1. TIME: There shall be at least two general membership meetings during the year. One meeting shall be held in the fall and one in the spring.

Section 2. SPECIAL MEETINGS: The secretary shall call special meetings at the direction of the president or upon the written request of ten-percent (10%) of the home club members in good standing. The secretary shall notify home club members, either by mail, email, or by posting at the local rinks, of special meetings at least ten days in advance thereof. No business shall be conducted at a special meeting except that for which notice was given.

Section 3. QUORUM: Twenty percent (20% 10%) of all members who are entitled to vote and are in good standing shall constitute a quorum for the transaction of business.

Section 4. VOTING: Transaction of business shall be by a simple majority of voting members present, except as otherwise stated in the By Laws.

ARTICLE XIII ~~DISCIPLINE~~ CONFLICT RESOLUTION

Section 1. TERMINATION: The Board of Directors shall have the power to terminate or suspend membership in the corporation in accordance with policy and procedures set forth in the rules.

Section 2. COMPLAINTS: Any member or members having a complaint against another member for the infraction of any rule or law, or for conduct injurious to 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 is practical to investigate the same. The complainant and the member complained against, shall be given copies of any written statements regarding the complaint, and shall be notified at least seven (7) working days prior to a hearing date. **If a complaint is raised against one or more directors, the club will procure the services of an arbitrator to conduct the hearing.**

Section 3. HEARING: The Board of Directors shall set a hearing date and give all parties at least seven working days written notice prior to such date. The Board of Directors shall establish rules of procedure for such hearing, which will be provided to all parties at least five (5) business days prior to the hearing. Both the complainant and the person complained against will have a right to present evidence. The Board of Directors will vote within 24 hours of such hearing on any action to be taken. The decision of the Board shall be reduced to writing and

shall provide reasons for the decision. Should an arbitrator conduct the hearings, the arbitrator will render a decision based upon the current rules and Bylaws and will reduce it to writing and shall provide reasons for the decision.

Section 4. APPEALS PROCESS: See club rules.

Section 5. NOTICE: Any notice required by this Article shall be given by any actual written notice, provided that in the event any notice is given by mail, it is given by return receipt or registered mail to the last known address of the involved member of the club according to corporate records.

ARTICLE XIV CONFLICT OF INTEREST

Section 1. PURPOSE: The purpose of the conflicts-of-interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 2. DEFINITIONS:

- A) Interested Person: Any director, principal officer, or member of a committee with board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any parent or subsidiary of the corporation, he or she is an interested person with respect to all entities in the system.
- B) Financial Interest: A person has a financial interest if he or she has, directly or indirectly, through business, investment, or family
 - i. an ownership or investment interest in any entity with which the corporation has a transaction or arrangement
 - ii. a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
 - iii. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement

Compensation includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Section 3. PROCEDURES:

- A) Duty to Disclose: In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of the committees with board-delegated powers considering the proposed transaction or arrangement
- B) Determine Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- C) Procedures for Addressing the Conflict of Interest:
 - i. An interested person may make a presentation at the board or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
 - ii. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement
 - iii. After exercising due diligence, the board or committee shall determine whether the corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonable attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest and for its own benefit, and whether the transaction is fair and reasonable to the corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
- D) Violations of the Conflicts-of-Interest Policy:
 - i. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. RECORDS OF PROCEEDINGS: The minutes of the board and all committees with board delegated powers shall contain:

- A) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed
- B) The names of the person who were present for discussion and votes relating to the transaction or arrangement, and a record of any votes taken in connection therewith.

Section 5. COMPENSATION:

- A) A voting member of the board of directors who received compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- B) Any voting member of the board of directors who receives compensation, directly or indirectly, from the corporation for services is precluded from discussing and voting on matters pertaining to that member's compensation. No director, either individually or collectively, is prohibited from providing information to the board of directors regarding director compensation.
- C) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- D) Officers or directors who receive compensation, directly or indirectly, from the corporation, whether as an employee or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No officer or director, either individually or collectively, is prohibited from providing information to any committee regarding officer or director compensation.

Section 6. ANNUAL STATEMENTS: Each director, principal officer, and member of a committee with board-delegated powers shall annually sign a statement that affirms that such person

- A) Has received a copy of the conflicts-of-interest policy
- B) Has read and understands the policy
- C) Has agreed to comply with the policy
- D) Understands that the corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

ARTICLE XIV INDEMNIFICATION

Section 1. RIGHT TO INDEMNIFICATION:

A) Standards of Conduct: All directors, officers and members shall be indemnified by the corporation against liability incurred as a result of any and all action taken within the scope of their position provided that such party conducted himself or herself in good faith, in the best interests of the corporation, and with no reasonable cause to believe his or her conduct was unlawful.

B) Indemnification Prohibited: Indemnification shall not be provided if the party has been adjudged liable by a court of competent jurisdiction for intentional misconduct or the exercise of bad faith in the performance of the party's duty to the Corporation, or in cases where there was improper personal benefit to the party, unless required by a court of competent jurisdiction in accordance with the Colorado Nonprofit Corporation Code.

C) The corporation shall carry Director and Officer Liability insurance.

Section 2. PRIOR AUTHORIZATION REQUIRED: Any request for indemnification shall be presented to the Board of Directors in writing and shall be accompanied by relevant orders of the court. The members of the Board of Directors not party to these proceedings shall determine if the party is eligible based upon Section 1 of this article, and shall determine the reasonableness of the expenses except that, if all members of the Board of Directors are party to the proceedings, this determination shall be made by the membership.

Section 3. ADVANCEMENT OF EXPENSES: The party may request that the Corporation pay for or reimburse the expenses or a portion thereof, incurred by the party in advance of the final disposition of the proceeding. The party must submit a written affirmation that he or she a) has met the standard of conduct in Section 1, and b) will repay the advance if it is ultimately determined that the party did not meet such standard of conduct.

Section 4. CONDITIONS: The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this article, such reasonable requirements and conditions as may appear appropriate to the Board of Directors in each specific case and circumstance.

Section 5. APPLICABILITY: The indemnification provided in this article shall continue to apply to any party entitled to indemnification under this article that has ceased to be an officer, director, or member of the Corporation and shall inure to the benefit of the estate and personal representatives of each such person. All rights to indemnification under this article shall be deemed to be provided by a contract between the corporation and each party covered hereby.

Section 6. LIMITATION: If a court of competent jurisdiction invalidates any portion of this article, the corporation will nevertheless indemnify each party otherwise entitled to indemnification due to any applicable provision of this article that shall not have been invalidated.

In the execution of this article the Corporation will not take any action that would be inconsistent with section 501(c)(3) of the Internal Revenue code.

ARTICLE XVI
LIABILITY CLAUSE

Section 1. The Corporation assumes no responsibility for damages or injuries incurred by members while participating in club activities. All members and their parents and guardians agree to assume all risks of injury to their person and property while participating in club activities and to waive and release any and all claims which they may have against the Corporation or its officers or Board members as a condition of membership.

ARTICLE XVII
ADOPTION OF BY LAWS

Section 1. INITIAL CLUB PROCEDURE: The president shall call a regular or special meeting of the voting members of the club and request the adoption of the embodied By Laws. They shall be adopted by a simple majority vote of the members present.

ARTICLE XVIII
AMENDMENTS TO BY LAWS

Section 1. AMENDMENT TO THE BY LAWS: All proposed amendments to the By Laws shall be posted for the general membership, a minimum of thirty (30) days prior to a general membership meeting. They will then be presented at the general membership meeting for approval. Such amendments shall be approved by a simple majority of the voting members present; no absentee ballots will be accepted.

ARTICLE XIX
RULES

Section 1. PURPOSE: The purpose of the rules of the Corporation shall be to provide specific interpretation of the By Laws and to define and clarify them.

The rules shall represent the working document through which the corporation and its members shall function. The Rules shall exist separately from the By Laws.

Section 2. CREATION AND MODIFICATION: The Rules shall be established by the Board of Directors as deemed necessary for the proper conduct of the affairs of the Corporation. Additions, changes and deletions shall be approved by a simple majority vote of the Board.

Section 3. RESTRICTION: No rule shall be instituted that in any way restricts, infringes upon or conflicts with the By Laws of Centennial Skating Club or the current US Figure Skating Rule Book.

Section 4. NOTIFICATION OF MEMBERSHIP: The membership shall be notified within thirty days of changes to, additions to, or deletions from the rules. Changes, additions or deletions shall not become effective until the general membership has been so notified.

ARTICLE XX
PARLIAMENTARY AUTHORITY

Section 1. PARLIAMENTARY AUTHORITY: The rules contained in the current edition of Robert's Rules of Order shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with the By Laws, or any special rules or order the club may adopt.

ARTICLE XXI
DISSOLUTION OF CLUB

Upon dissolution of the Corporation the directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which shall at the time qualify as exempt organization(s) under Section 501(c)(3) of the Internal Revenue code (or corresponding provisions of any further United States Internal Revenue Law), as the Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations (as said court shall determine), which are organized and operated exclusively for such purposes.