

DALLAS FIGURE SKATING CLUB, INC.
BYLAWS (Amended April 2015)

ARTICLE I.
NAME AND INCORPORATION

Section 1. Name. This corporation shall be known as "The Dallas Figure Skating Club, Inc.," hereinafter called "Club."

Section 2. Incorporation. The Club is a non-profit organization incorporated under the laws of the state of Texas.

Section 3. Offices. The Club shall have its offices in the Dallas-Fort Worth Metroplex Area.

ARTICLE II.
SKATING HEADQUARTERS

Section 1. Skating Headquarters. The Club's Principal Skating Headquarters shall be located at The Dr. Pepper StarCenter, 4020 West Plano Pkwy., Plano, TX.75093

Section 2. Change of Location. The Principal Skating Headquarters may be changed by (2/3) two-thirds majority of voting members present at any Annual or Special meetings.

ARTICLE III.
PURPOSE

The corporation was organized exclusively for charitable and educational purposes. It will encourage the instruction, practice, and advancement of the members in amateur ice skating, including moves in the field, freestyle, dance and pair skating to encourage good sportsmanship and cultivate a spirit of fraternal feeling among ice skaters; to sponsor, produce, or cooperate in the competitions as may be necessary, advisable, proper, or incidental in the realization of the objects and purposes of this organization; and to carry out the general policies of U. S. Figure Skating (hereinafter referred to as "USFS") .

ARTICLE IV.
BOARD OF DIRECTORS

Section 1. Number of directors. There shall be a Board of directors (hereinafter referred to as "Board") composed of nine (9) qualified Members of the Club. Members of the Board shall be elected to three (3) year terms. *In reference to the Junior Board, (hereinafter referred to as "Jr Board"), everyone who is a Home Club member of the Dallas FSC, completes an application, and meets the qualifications, will be allowed to join the Jr Board. A Home Club member at least twenty one (21) years old shall be the Jr Board Sponsor.*

Section 2. Qualification. Only Home Club Members having attained the age of twenty one (21) years may serve on Board. A person must have been a member of the Club as of October 1st of the preceding calendar year in order to be eligible for election or appointment to the Board. *In reference to the Jr Board, any Home Club member between the ages of 13 and 18 AND between 8th and 12th grade may serve on the Jr Board.*

Section 3. Election. Candidates for the Board shall be nominated by a Nominating Committee approved by the Board. The Nominating Committee shall consist of one (1) Board Member who shall act as chairman and four (4) Home Club Members. Additional nominations may be made only by petition signed by five (5) Home Club voting members and presented to the Nomination Committee ten (10) days prior to the Annual Spring Meeting . The slate of candidates nominated by the Nominating Committee shall be limited to the number of vacancies to be filled on the Board. The Nominating Committee shall be elected at the February Board Meeting and such Nominating Committee shall report to the Board no later than the March Board Meeting. *In reference to the Jr Board, Open Elections will be held on the first meeting of the year.*

Elections for membership to the Board, either as a result of a vacancy or the expiration of a term of one or more members of the Board, by virtue of Section 1 of this Article IV, each Director so elected shall hold office until his term shall expire or until his successor shall have been qualified and elected.

In the event that there are more than 3 Directors being elected, a vote of the qualified voting members will be held. Candidates receiving the most votes will be elected to the three year terms while those elected with the least number of votes being elected to fulfill the remaining period of the open Director positions.

Section 4. Method of Voting. Voting for the elected members of the Board shall be by acclamation of the voting members present if the number of candidates equals the number of vacancies; if the number of candidates exceeds the number of vacancies, the method of voting shall be by single ballot of the voting members present, with the candidates receiving the greatest number of votes being elected. Proxy votes will not be accepted. *In reference to the Jr Board, Officers will be elected at the first meeting of the year (or by the September meeting) with a quorum of the Jr Board represented.*

Section 5. Removal. Any director may be removed: (1) with cause by the majority of the membership represented at any regular or special meeting of the membership at which quorum is present, provided that the proposed removal is stated in the notice of the said meeting: (2) by unanimous vote of the remaining members of the Board if they are absent from two (2) consecutive and/or three (3) regular meetings of the Board during the calendar year following the Annual Spring Meeting of the Club without acceptable excuse submitted to the Secretary within three (3) days following each absence.

Section 6. Vacancies. If a Directorship becomes vacant, the Board shall appoint a qualified Member during the next board meeting, that allows at least two weeks, to fill the position until the Annual Spring Meeting, at which time a successor shall be elected for the remainder of the unexpired term, if any.

ARTICLE V.
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. Regular Meetings of the Board shall be held monthly and/or at such times as deemed necessary to conduct the business of the Club.

Section 2. Special Meetings. The President and/or any majority of members of the board may call a Board meeting upon written notice to all the members of the board at least three (3) days prior to the meeting. The notice shall state the date of the meeting, purpose for which the meeting is called, and the names of the members requesting the meeting. Business other than the stated purpose for which the meeting is called shall not be transacted.

Section 3. Quorum A majority of Board members shall constitute a quorum.

Section 4. Authority. The business, finance, property, and affairs of the Club, including assessment of dues and test fees, shall be managed by the Board. Said Board may exercise all powers of the Club and do all lawful acts and things as are not by statute or by the Articles of Incorporation or by these By-Laws directed or required to be exercised or done by the membership. The Board shall annually elect the officers of the Club as provided herein under Section 2 of Article VI. A bankrupt person can not be the Treasurer of the Club.

Section 5. Rules. The Board shall make such rules as they deem proper respecting the use of the Club's property; prescribe rules for the admission of Guests; 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 6. Admit to Membership. The Board shall approve all membership in the Club, by a majority vote, as hereinafter provided. No rejected candidate shall be eligible to membership within six (6) months after rejection.

Section 7. Suspend or Expel. The Board shall have the power to suspend or expel any member for violation of the Constitution and By-Laws or for conduct which they shall deem improper; provided, however, that any member so suspended or expelled may appeal such action to the next meeting of the Board or to the next regular meeting of the Club Membership; but no member shall be expelled or suspended for longer than thirty (30) days without a hearing. A majority vote of the voting members present at the next regular meeting of the Club favoring reinstatement of such member shall have the effect of nullifying such action of the Board.

Section 8. Drop and Reinstate to Membership. The Board may as hereinafter provided drop from the roll any delinquent member and also may reinstate such members as hereinafter provided.

Section 9. Readmit to Membership. The Board may at a regular meeting readmit to membership, upon payment of dues, any former member whose resignation has been fully accepted. Such readmission must be by majority vote of the Board. No rejected candidate shall be again proposed for reinstatement within six (6) months after rejection.

Section 10. USFSA Delegate. The Board shall elect a Delegate or Delegates to the USFS Annual Governing Council. Such Delegate or Delegates shall be a Home Club Member. The Club Secretary shall inform the USFS Secretary, in writing, of the name and address of the Delegate or Delegates elected. Said Delegate or Delegates shall be the sole representative between the Club and the USFS and shall attend the USFS meeting, either in person or by proxy. Proxy votes shall be designated by the Board and all proxy votes shall be cast as a unit. The Board may, as it sees fit, pay the traveling expenses, or a portion thereof, of the Delegate or Delegates to the USFS Spring Governing Council meeting.

Section 11. Clerical Assistance. The Board shall have authority to make appropriations for clerical assistance to the Secretary.

Section 12. Expenditures and Revenue. The Board shall prepare and submit to the Annual Spring Meeting a program of anticipated expenditures for the coming year, together with proposals of sources of revenue to meet same.

Section 13, Board Member Limitation. The office of a Board Member shall be ipso facto vacated (1) if he is adjudicated to be non compos mentis by a court of competent jurisdiction; (2) if he is convicted of a felony offense; (3) if by notice in writing to the Club, he resigns his office; (4) if he changes his Home Club to a club other than the Dallas Figure Skating Club, Inc. or, (5) if he is no longer a member of the Club.

ARTICLE VI.
OFFICERS

Section 1. Officers. The officers (herein referred to as "Officer or Officers") of the Club shall be President, Vice President, Secretary and Treasurer. The offices of the Secretary and Treasurer may be combined. *In reference to the Jr Board, the Officers shall be President, Vice President, Secretary, and Treasurer.*

Section 2, Election. All officers shall be elected by the Board no later than two weeks after the close of the Annual Spring Meeting. *In reference to the Jr Board, the Officers shall be elected at the September meeting following the first meeting in August.*

Section 3. Qualification The President shall have been a member of the Board one (1) calendar year and shall have been a member of the Club not less than two (2) years upon assuming the duties of his office. *In reference to the Jr Board, the member must have been on the Jr Board a full year in order to run for an Officer position. In the event no Jr Board member meets this requirement or shows interest in being an Officer, the Sponsor(s) may allow first year members to run for Secretary or Treasurer. A member must be at least a Sophomore to run for President and Vice President. The Jr Board will run from August to June.*

ARTICLE VII.
POWERS AND DUTIES OF THE OFFICERS

Section 1. Duties of President. The President shall preside at all meetings of the membership of the Club, and, of the Board, and the President shall have such other powers and duties as usually pertain to his office or as may be modified from time-to-time by the Board, which powers and duties include, but are not limited to, responsibility for supervision and management of the Club and its property; to call special Board meetings and Membership meetings; and to appoint chairmen and members of the Standing Committees with the advice and consent of the Board.

Unless the Board shall otherwise direct, the President shall have general and active management responsibility for the business of the Club, and shall see that all orders and resolutions of the Board are carried into effect.

The President or Officer of the Club designated by the President shall execute all agreements and contracts made by the Club.

Section 2. Duties of Vice-President. It shall be the duty of the Vice-President to assist the President in the discharge of his/her duties, and in the absence of the President, assume the duties of the President.

Section 3. 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 and to supervise all reports and documents connected with the business of the Club. He/she shall supervise the correspondence of the Club, prepare and issue notices of all meetings of the Club and Board.

Section 4. Duties of 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 Board. The funds shall be deposited in the name of the Club in a bank approved by the Board or in securities approved by the Board. All disbursements by check shall be signed by the Treasurer. The records of the Treasurer shall be audited annually prior

to the Annual Spring Meeting by an Audit Committee appointed by the President with the advice and consent of the Board. The Treasurer shall perform such other duties as may be designated from time-to-time by the Board.

ARTICLE VIII.
COMMITTEES

Section 1. Committees. The Board shall, from time to time, create such Committees and assign to them such duties, responsibility and authority as they deem necessary or advisable to the supervision and management of the Club and its property, being guided but not bound by the recommendation of the USFS pertaining to standing committees.

The Board shall have full authority over committees, and may remove, by a majority vote of the Board, any Chairman or member of any committee. If a chairmanship of the any Committee becomes vacant, the President shall appoint a Home Club Member for the unexpired term.

Section 2. Members. The President, with the advice and consent of the Board, shall appoint Chairmen of such Committees from Home Club members. Membership on committees shall consist of a majority of Home Club Members.

ARTICLE IX.
MEMBERSHIP

Section 1. Geographical Scope. Membership shall be restricted to the North Texas area and vicinity and such other areas designated from time to time by the Board. Renewal of membership for those living in other than the North Texas area and vicinity shall be reviewed annually by the Board.

Section 2. USFS Membership. All Club members shall be members of the USFS. Club membership dues shall include the membership dues to the USFS which shall be paid to the USFS by the Club,

Section 3. Application for Membership. Applications for membership shall be submitted by the candidate in the manner prescribed by the Club. An agreement to comply with this constitution and By-Laws, together with payment for the applicant's membership fees due the Club shall be submitted at the time of application.

Section 4. Classes of Membership. The Board is to provide for the classes of membership set forth herein below and other subdivisions as local conditions seem to warrant, subject to Voting privileges as set out in Section 4 of this Article.

A. Skating Members. All members who have been accepted and pay the membership fees as fixed from time-to-time by the Board, and having all membership privileges.

B. Sustaining Members. All non-skating persons who materially contribute to the welfare of the Club and who have been accepted and pay membership fees as fixed from time to time by the Board for non-skating members. A non-skating member shall be eligible to participate in all activities except skating programs and may serve on standing committees, shall be eligible to vote, may serve on the Board, hold office in the Club, but may not take USFS tests or represent the Club in exhibitions or competitions.

C. Honorary Lifetime Members. Honorary Members may be elected at any meeting of the Club after recommendations by the Board, Honorary members shall be free from initiation fees, dues, and assessments. The Club shall pay all dues to the USFS for Honorary Members. They may represent the Club in exhibitions and attend ice sessions under the same rules governing Skating Members.

D. Coaches: “Coach” members who are either eligible, ineligible or restricted, (as described in the current US Figure Skating Rulebook, under section ER 1.03 through ER 8.00) may serve as a member of the Club’s Board of Directors and/or an officer of the Club as long as collectively they do not constitute a majority of the Club’s Board of Directors. This also refers to coaches holding a club office. This is per US Figure Skating rule MR 6.11. Coach members shall be eligible to vote.

Section 5. Voting. Only Home Club Members, in good standing, sixteen (16) years of age or older, regardless of membership classification, are eligible to vote.

Section 6. Approval for USFS Tests, Competition, or Exhibitions. No Home Club members shall make entry in the name of the Club in any sanctioned USFS test, competition or exhibition without the approval of a Club Officer or Test Chairman.

Section 7. Privileges. Only those who have been admitted as members in the Club remain in good standing with the Club and USFS, and conduct themselves according to the purposes for which this Club was organized shall be entitled to the privileges of the Club. The rights and interests of a member in the privileges of the Club shall terminate with the period of his membership. All those who have been admitted as members of the Club shall be deemed to have assented to be bound by the Constitution and By-Laws of the Club, all restrictions validly made, penalties validly imposed, any rulings or decisions properly made, and the exercise of any authority vested in the President, the Board, or in any committee.

Section 8. Prospective Members. A prospective member may be admitted to two (2) Club sessions, free of charge, per skating season, when accompanied by a Club member, or introduced by an active Professional, who in turn introduces him to the Chairman of the Membership Committee; or in the absence of the Chairman to one of the Committee members, or a member of the Board.

Section 9. Chance of Address. All members must immediately notify the Secretary of any change of address. Failure to do so shall be deemed a waiver of any notice called for under these By-Laws.

Section 10. Resignation. Any member not in arrears for fees or other indebtedness may tender a written resignation of his membership to the Secretary, who shall report same at the next scheduled meeting of the Board for their action.

ARTICLE X.
DUES, FEES, AND ASSESSMENTS

Section 1. U. S. Figure Skating and Club Membership Dues. Upon payment of the USFS national dues, a member will receive a registration card and Magazine. USFS and Club membership dues are payable at the beginning of each skating season and delinquent after thirty (30) days there from.

Section 2. Guests. Guest shall be defined as a person who is not a member of the Club. Guest may skate on the Club session by paying a fee established by the Board. These guests will be required to sign a liability waiver. Guest shall be subject to all rules, regulations, etc., as shall be in force. Members introducing guests shall be responsible for the conduct of their guests,

Section 3. Additional Assessments. The Board shall have the power to levy additional assessments as they may decide in any year upon every member of the Club. The membership shall be notified in writing, or by notice on the Club Web Page, of such assessment, and the notice must clearly state the specific purpose for which the assessment has been made. Such levy or assessment cannot validly be made without the consent of the majority of the Voting Members.

Section 4. Arrears for Dues. Any member in arrears for dues, or other indebtedness shall be notified by mail by the Secretary and/or Treasurer at his last known address. If the amount due is not paid in full within one (1) month thereafter, the name of the delinquent shall be reported by the Treasurer to the Board at their next meeting. The Board may drop from the roll the name of such delinquent member. A member dropped from the roll for non-payment of dues, or other indebtedness, may upon payment of same, at the discretion of the Board, be reinstated to full membership.

Section 5. Arrears for Dues Restrictions. Each member is responsible to keep membership dues current. Any delinquent member shall be considered not in good standing with the Club and will not be entitled to the privileges of entering tests, competitions, carnivals, exhibitions, or receive letters of sanction in activities of the Club. No member in arrears for dues or other indebtedness to the Club shall be eligible to hold office or be entitled to vote.

ARTICLE XI
GRIEVANCE PROCEDURE;
DISCIPLINE, SUSPENSION, AND EXPULSION

Section 1. Complaints. Any member or members having a complaint against another member for the infraction of any law or rule, other than skating rules, such as conduct injurious to the welfare of the Club, may report the same in writing to the Board. Such complaint shall set forth the facts of the case, together with the names of witnesses, if any. After the receipt of such a complaint, a meeting of the Board shall be held as soon as practicable to investigate same. The complainant, and the member complained of shall receive at least seven (7) days notice of such meeting, and may be heard with their witnesses. The statement and evidence shall be reduced to writing and filed with the Secretary, and he shall mail copies thereof to the complainant or complainants, and to the member complained of. An appeal from the decision of the Board may be taken to the Club within seven (7) days thereafter by serving upon the Secretary a written notice of such appeal. A Special Membership Meeting shall thereupon be called for the consideration of the case, and a two-thirds (2/3rds) vote shall be necessary to reverse the decision of the Board.

Section 2. Suspension/Expulsion. The grounds for suspension and expulsion shall be as follows: (1) failure and/or refusal to obey the rules and regulations of the Club or USFS; (2) conduct such as would tend to bring the Club and/or its members into disrepute; or (3) conduct inconsistent with the best interest for the Club and/or its members. A member may be suspended by a resolution of the Board, Notice of suspension must be properly delivered to the member stating the reason for the suspension and the period of time for which the member is suspended. A member may be expelled from the Club by a resolution of the Board. Notice must be properly delivered to the member requesting his resignation on or before the time stated in the notice. The membership of the person so notified shall then be taken up at the next Annual or Special Meeting. The President shall state his case, after which a vote of the voting members present will be taken and a two-thirds (2/3rds) majority will decide.

ARTICLE XII
CLUB MEETINGS

Section 1. Annual. There shall be an annual Spring Club Membership Meeting (herein referred to as "Annual Spring Meeting" or "Annual Meeting") as near as practicable to the closing of the skating season in May.

Section 2. Special Meetings. The Secretary shall call special meetings at the direction of the President, the Board, or upon written request of ten (10) per cent of the voting members in good standing.

Section 3. Quorum. Seven (7%) per cent of the voting membership shall constitute a quorum for the transaction of business.

Section 4. Notices. Notices of the Annual and Special meetings shall be mailed to every member at least (10) ten days in advance thereof and shall be posted on the Club Web Page by the Secretary for the same length of time.

Section 5. Special Meetings Limitation. Business other than the stated purpose for which the meeting is called shall not be transacted.

Section 6. Order of Business. At Annual and Special meetings, the order of business shall be observed in accordance with Roberts Rule of Order.

Section 7, Yeas and Nays. If any two (2) members shall request, the yeas and nays shall be called upon any question whereupon each voting member present shall vote as his name is called, without debate, unless excused from voting by the meeting, and the vote so taken shall be recorded in the Minutes.

Section 8. To Reconsider. A motion to reconsider must be made by a member who voted with the majority, and at the same meeting.

Section 9. Majority Vote. Except as otherwise provided, all questions shall be determined by a majority vote.

The Chairman shall have the casting vote in case of a tie, except when the yeas and nays are ordered, in which case he shall vote when his name is called. If the result be then a tie, the motion shall be declared lost.

Section 10. Robert/s Rule of Order. All questions or parliamentary practice not herein provided for shall be determined in accordance with Robert's Rule of Order.

ARTICLE XIII.
AMENDMENTS

These By-Laws may be altered, changed, amended, or repealed, or new By-Laws adopted by (2/3) two-thirds majority of voting members present at any Annual or Special meetings. *In reference to the Jr Board Bylaws, these Bylaws may be altered, changed, amended, or repealed or new Bylaws adopted by the Officers of the Jr Board with the approval of the Sponsor(s).*

ARTICLE XIV.
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. General Provision for Indemnification.

1. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director or officer of the Club, or is or was serving at the request of the Club as a director or officer of another Club or enterprise against expenses (including attorney's fees), judgments, fines and amount paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Club, and, with respect to any criminal action or proceeding, that he has and, with respect to any criminal action or proceeding, that he has reasonable cause to believe that his conduct was unlawful.

2. The Club shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the Club, or is or was serving at the request of the Club as a director or officer of another Club or enterprise against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Club, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been finally adjudged to be liable for negligence or misconduct in the performance of his duty to the Club.

Section 2. Determination on Indemnification by Actual Proceeding. To the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1.1 and 1.2 or in defense of any claim, issue or matter therein, that shall be deemed a

determination that he has met the applicable standard of conduct, (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Section 3. Other Methods of Determination on Indemnification. Indemnification provided under Section 2.1 and 1.2 shall be made by the Club (except as provided in Section 2) only upon a determination in the specific case that indemnification of the director or officer is proper in the circumstances because he met the applicable standard of conduct set forth in Section 1. Such determination shall be made by (1) the Board by a majority vote of the quorum consisting of directors who were not parties to such action, suit or proceeding, and (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in written opinion, or (3) by vote of the voting members.

Section 4. Miscellaneous.

1. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the manner provided in Section 3 upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Club under the provisions of this Article.

2. The indemnification provided herein shall not be deemed to limit the powers to indemnify directors and officers conferred on the Club by the Texas Non-Profit Corporation Act (as now in effect or as the same may be amended), and shall not be or become waived under the Articles of Incorporation, and agreement, both as to action in his official capacity and as to action in his official capacity and as to action in another capacity while holding such office or directorship, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

3. The Club shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Club, or is or was serving at the request of the Club or enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation indemnified him against such liability under the provisions of this Article or otherwise.

ARTICLE XV.
DISSOLUTION

Upon dissolution of the corporation the Board shall follow the provisions set forth in Article 1396-6.01 of the Texas Non-Profit Corporation Act and application and distribution of the assets shall be applied and distributed as set out in Article 1396-6.02 of the Texas Non-Profit Corporation Act. In any event the corporation shall dispose of all of their remaining assets of the corporation after the payment or making provision for the payment.