



BYLAWS

of

THE HEART MOUNTAIN FIGURE SKATING CLUB

ARTICLE I NAME; EXISTENCE; OFFICES

Section 1.1 Name. The name of this organization is the Heart Mountain Figure Skating Club (referred to in these Bylaws as the "Club").

Section 1.2 Incorporation. The Club is incorporated as a nonprofit corporation under the laws of the state of Wyoming (the "State") and shall be governed by the nonprofit corporation law of the state (the "Nonprofit Law").

Section 1.3 Membership in U.S. Figure Skating. The Club has been formed to be a member of The United States Figure Skating Association ("U.S. Figure Skating"), to exist for the purposes specified in Article II of these Bylaws. As such, the Club and its members shall be subject to and abide by the Bylaws and Official Rules of U.S. Figure Skating, as in existence and amended from time-to-time by U.S. Figure Skating.

Section 1.4 Offices. The principal office/headquarters of the Club shall be located at 1400 Heart Mountain St, Cody, WY 82414. The registered office of the Club required by the Nonprofit Law to be maintained in the State may be, but need not be, the same as the principal office/headquarters of the Club, and the address of the registered office may be changed from time to time by the Board of Directors or by the Officers of the Club.

ARTICLE II PURPOSES

The principal purpose of the Club is to foster figure skating on ice. In order to do so, the Club has been organized to exist as a member club of U.S. Figure Skating and, therefore, seeks to assist in carrying out the objects and purposes of U.S. Figure Skating in accordance with the provisions of the U.S. Figure Skating Bylaws and Official Rules. The Club shall maintain its membership in U.S. Figure Skating and conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of U.S. Figure Skating.

ARTICLE III MEMBERS

Section 3.1. Membership. The Club shall have members who are interested in the objectives and purposes of the Club and who are registered with U.S. Figure Skating. Membership shall be subject to the provisions and criteria established by the Board of Directors from time to time, including qualifications, classifications, privileges, application, and acceptance procedures. Members of the Club shall be required to abide by, and conduct themselves in a manner consistent with the Bylaws, Official Rules, policies, procedures, code of conduct, and code of ethics of U.S. Figure Skating.

Section 3.2 Membership Application and Acceptance. To be considered for membership in the Club, an applicant must:

- (a) **Submit a Completed Membership Application** – The applicant shall complete and submit a membership application, along with any required documentation, to the Board of Directors.
- (b) **Board Review and Vote** – The Board of Directors shall review the application and the recommendations of the observing board members by the next scheduled board meeting. A two-thirds (2/3) majority vote of the Board of Directors shall be required to approve membership.
- (c) **Membership Acceptance and Denial** – Upon approval, the applicant shall submit the required dues and fees associated with their level of membership. Membership shall become effective upon receipt of payment.
- (d) **Appeal Process** - Members have the right to appeal decisions regarding membership denial, suspension, or termination. The appeals process is outlined in the Club's Appeals Policy document, which is incorporated herein by reference. All appeals shall be conducted in accordance with this policy.

Membership in the Club is a privilege, not a right. If an application is denied, the applicant shall receive electronic notification within **seven (7) days** of the Board's decision. Please refer to policy and procedure for **Denial of Membership**.

Section 3.3 Membership Rights and Responsibilities. Members in good standing shall have the rights, privileges, and responsibilities as determined by the Board of Directors, including voting rights (for primary home club members), participation in Club activities, and access to Club resources. The Board of Directors reserves the right to deny, suspend, or revoke membership in accordance with Club policies and procedures.

Section 3.4 Classes of Membership. The Club shall have four (4) classes of regular membership as indicated below. Additionally, the Club offers coaching memberships as described in Article IV Coaches.

(a) Primary Home Club Member.

A Primary Home Club Member is any individual who designates the Club as their home club with U.S. Figure Skating. Individuals aged 18 or older may join as Primary Members in their own right and shall be entitled to voting privileges, provided they are members in good standing.

If the Primary Member is under the age of 18, voting privileges shall be vested in one parent or legal guardian, who must be designated at the time of membership registration and recorded in the Club's membership records. Only one parent or legal guardian may vote on behalf of a minor Primary Member.

If no adult is designated at the time of registration, the Club shall assume that the signing parent or guardian holds the voting right unless otherwise notified in writing.

(b) Secondary Family Member. Any additional member within a household where a Primary Home Club Member exists. Secondary Family Members shall not have voting rights except in the

case of the Secondary Family Member voting on behalf of the Primary Club Member in accordance with Club bylaws, policies and procedures.

(c) **Associate Member.** Any individual who designates another U.S. Figure Skating member club as their home club but wishes to participate in the Club's activities. Associate Members shall not have voting rights.

(d) **Introductory Member.** For beginning skaters who are not currently participating in U.S. Figure Skating testing or competitions. Does not include voting privileges.

(e) **Friends of HMFSC.** Friends of HMFSC are valued supporters who help champion the mission of our club. While this membership level does not include voting privileges or access to club ice, Friends receive our monthly newsletter, stay informed about upcoming events, and are invited to participate in volunteer opportunities and community outreach efforts.

(f) **Honorary Member.** Any individual elected to honorary membership by a two-thirds (2/3) vote of the membership at the Annual Meeting. Honorary Members shall be exempt from dues and assessments but shall not have voting rights.

Section 3.5. Dues. The Board of Directors may establish, as it shall deem necessary and appropriate, such periodic membership dues, other assessments and procedures for the manner of payment and collection thereof.

Section 3.6 Termination and Suspension of Membership. All decisions regarding the suspension or termination of a club member's membership must be made in accordance with the Club's established **Membership Suspension and Membership Termination Policies and Procedures**. The board, Membership Committee, coaches, and other relevant individuals are obligated to follow these policies when addressing any violation or situation that may lead to suspension or termination. Members will be required to acknowledge and accept these policies upon joining or renewing their membership, confirming their understanding and compliance. Failure to adhere to these policies may result in further disciplinary action.

Section 3.7 Voting Rights: In accordance with Section 3.4, only Primary Club Members in good standing shall have voting rights. Each Primary Club Member is entitled to one vote.

Section 3.8 Annual Meeting. The Club shall hold an annual meeting of its members for the purpose of electing Directors and for the transaction of such other business as may come before the meeting at a time, date and place stated in or fixed in accordance with a resolution of the Board of Directors. If no place is stated, the meeting shall be held at the Club's principal office.

Section 3.9 Special Meetings. Special meetings of the members may be called at any time by the Board of Directors, the President or by written demand of the members stating the purpose or purposes for calling the meeting signed and dated by members holding at least ten percent (10%) of all votes entitled to be cast on any issue proposed to be considered at the meeting. The record date for determining the members entitled to demand a special meeting is the date of the earliest of any of the demands pursuant to which the meeting is called or the date that is sixty (60) days before the date the first of such demands is received by the Club, whichever is later. If notice is not given within thirty (30) days after the date of the written demand or demands are delivered to a Club Officer, a person signing the demand may set the time and place of the meeting and give notice as provided in these Bylaws. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. If no place is stated, special meetings shall be held at the Club's principal office. The purpose of any special meeting of the members shall be stated in such notice. Only business within the purpose described in the notice may be conducted at a special meeting of members.

Section 3.10 Notice of Meetings. Notice shall be given to each member entitled to vote at a meeting in a fair and reasonable manner. Notice may be given as set forth below or by other means when all the circumstances are considered. Written notice by electronic communications of any annual, regular or special meeting stating the place, date and hour of the meeting shall be given not less than ten (10) nor more than thirty (30) days before the date of the meeting. Notice of a special meeting shall include a description of the purpose or purposes of the meeting. Notice of an annual meeting need not include a description of the purpose or purposes except the purpose or purposes shall be stated with respect to (i) an amendment to the Articles of Incorporation or Bylaws of the Club; (ii) a merger; (iii) a sale, lease, exchange, or other disposition other than in the usual and regular course of business, of all or substantially all of the property of the Club; or (vi) the dissolution and liquidation of the Club. When giving notice of an annual, regular or special meeting of members, the Club shall give notice of a matter a member intends to raise at the meeting if a person entitled to call a special meeting submits a request, in writing, and it is received by the Secretary or President at least ten (10) days before the Club gives notice of the meeting.

Section 3.11 Methods of Notice. Notice shall be given by electronic communication by or at the direction of the President, the Secretary or the persons calling the meeting, to each member entitled to vote at such meeting. Such notice shall be deemed to be given and effective on the date received.

Section 3.12 Waiver of Notice. A member may waive notice of a meeting before or after the time and date of the meeting by a writing signed by such member. Such waiver shall be delivered to the Club for filing with the Club records, but this delivery and filing shall not be conditions to the effectiveness of the waiver. Further, by attending a meeting either in person or by proxy, a member waives objection to lack of notice or defective notice of the meeting unless the member objects at the beginning of the meeting to the holding of the meeting or the transaction of business at the meeting because of lack of notice or defective notice. By attending the meeting, the member also waives any objection to consideration at the meeting of a particular matter not within the purposes described in the meeting notice unless the member objects to considering the matter when it is presented. (Presence gives consent. You can vote to waive notice, then give 35 days notice)

Section 3.13 Voting List. After a record date is fixed for a membership meeting or for determining the members entitled to vote by written ballot, the Secretary shall make, at the earlier of ten (10) days before such meeting or two (2) business days after notice of the meeting has been given, a complete list of the members entitled to be given notice of such meeting or any adjournment thereof. The list shall be arranged in alphabetical order and shall show the name, address of each member and number of votes to which each member is entitled. For the period beginning the earlier of ten (10) days prior to the meeting or two (2) business days after notice of the meeting is given and continuing through the meeting and any adjournment thereof, this list shall be kept on file at the principal office of the Club, or at a place (which shall be identified in the notice) in the city where the meeting will be held. Such list shall be available for inspection on written demand by any member or the member's agent or attorney during regular business hours and during the period available for inspection.

Section 3.14 Proxies. At all meetings of members, a member may vote by proxy by signing an appointment form or similar writing, either personally or by the member's duly authorized attorney-in-fact. A member may also appoint a proxy by transmitting or authorizing the transmission of an electronic transmission providing a written statement of the appointment to the proxy or other person duly authorized by the proxy to receive appointments as agent for the proxy or to the Club. The transmitted appointment shall set forth or be transmitted with written evidence from which it can be determined that the member transmitted or authorized the transmission of the appointment. The proxy appointment form or similar writing shall be filed with the Secretary of the Club before or at the time of the meeting. The appointment of a proxy is effective when receiving by the Club and is valid for eleven (11) months unless a different

period is expressly provided in the appointment form or similar writing.

If the name signed on a vote, consent, waiver, proxy appointment, or proxy appointment revocation corresponds to the name of a Primary Club Member, the Club, if acting in good faith, is entitled to accept and give effect to the vote, consent, waiver, proxy appointment, or proxy appointment revocation as the act of the Primary Club Member. If the name signed does not correspond to the name of the Primary Club Member, the Club, if acting in good faith, may still accept the vote, consent, waiver, proxy appointment, or proxy appointment revocation if it is proper under the rules established by the corporation that are not inconsistent with this Section. No Primary Club Member under the age of 18 shall be entitled to vote. Only one adult Primary Home Club Member per household may vote, and only Primary Home Club Members are eligible to vote.

Section 3.15 Adjournment of Meeting. When a meeting is adjourned to another date, time or place, notice need not be given of the new date, time or place if the new date, time or place of such meeting is announced before adjournment of the meeting at which the adjournment is taken. At the adjourned meeting the Club may transact any business which may have been transacted at the original meeting. If a new records date is fixed for the adjourned meeting, a new notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting as of the new record date.

Section 3.16 Quorum and Manner of Voting (Specific to Meetings). A quorum for action on any matter shall consist of a simple majority of board members. If a quorum is present, action on a matter is approved if the votes in favor exceed those opposing the action, unless a greater number of votes is required by law or the Club's Articles of Incorporation. (Note: This clause refers to meetings and matters requiring member votes.

Section 3.17 Meetings by Telecommunications. Any or all of the members may participate in an annual or special membership meeting by, or the meeting may be conducted through the use of any means of communication by which all members participating in the meeting can hear each other during the meeting. A member participating in a meeting in this manner is deemed to be present in person at the meeting.

Section 3.18 Action Without a Meeting.

(a) By Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing (or counterparts thereof) that sets forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof and received by the Club. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the members. Action taken under this Section is effective as of the date the last writing necessary to effect the action is received by the Club, unless all of the writings specify a different effective date, in which case such specified date shall be the effective date for such action. The record date for determining members entitled to take action without a meeting is the date the Club first receives a writing upon which the action is taken. Any member who has signed a writing describing and consenting to action taken pursuant to this Section may revoke such consent by a writing signed by the member describing the action and stating the member's prior consent is revoked, if such writing is received by the Club before the effectiveness of the action. All signed written instruments necessary under this provision shall be filed with the minutes of the membership meetings.

(b) By Written Ballot. Any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting if the Club delivers a written ballot to every

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

Section 3.19: Termination, Expulsion, or Suspension. No member may be expelled or suspended from the Club, and no membership may be terminated or suspended, except as follows: The member shall be given not less than seven (7) days prior written notice of the expulsion, suspension, or termination and the reasons therefore, in accordance with the Club's Warning, Suspension, and Termination Policy. The member shall have an opportunity to be heard, orally or in writing, by the Board of Directors, not less than seven (7) days before the effective date of the expulsion, suspension, or termination. Written notice must be given by electronic communication to the email address of the member as shown on the Club's records.

Any member suspended shall remain liable to the Club for dues, assessments, or fees incurred or commitments made prior to suspension. Any member expelled from the Club shall not be liable for dues, assessments, or fees incurred after the date of expulsion, and the Club will return pro-rated monies for the unused portion of the membership period, excluding any non-refundable fees. Refunds will be calculated based on the unused portion of the membership period and will be determined on a case-by-case basis. A written explanation of the refund calculation, including any deductions, will be provided to the member. Refunds will be issued within thirty (30) days, and members may appeal the refund amount if they believe it was calculated incorrectly or unfairly.

The provisions of this Section 3.20 apply to membership in the Club and not to membership in U.S. Figure Skating, which is subject to the applicable provisions of U.S. Figure Skating's Bylaws and Official Rules.

Section 3.20 Delegates to the U.S. Figure Skating Governing Council. Delegates to the Figure Skating Governing Council must be registered members of the Club and must meet the qualifications as set forth in Article VII, Section 1 of the U.S. Figure Skating Bylaws. The Club's Board of Directors shall appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with Article VII, Section 2 of the U.S. Figure Skating Bylaws. The Club's delegates shall be representatives of the Club at the Governing Council meeting for which they are appointed as delegates and shall attend said meeting, either in person or represented by proxy. The Club will file a certificate of appointment of its delegates with the Secretary of U.S. Figure Skating, duly signed by an authorized Officer of the Club.

ARTICLE IV COACHES

Section 4.1 Membership Eligibility. The Club shall grant coaching membership to individuals who are in good standing with U.S. Figure Skating (USFSA) and meet all required certifications and compliance standards. Coaching membership is a privilege and is subject to approval and oversight by the Board of Directors.

Section 4.2 Coaching Membership Requirements. To be eligible for coaching membership, individuals must:

- a) Maintain current compliance with US Figure Skating and SafeSport requirements, including background checks, liability insurance, and continuing education.
- b) Uphold the ethical and professional standards established by US Figure Skating, SafeSport, and the Club.
- c) Adhere to all Club policies, including but not limited to Code of Conduct, Complaint Procedures, and Ice Usage Rules.

Section 4.3 Application, Review, and Approval. Coaching membership applications shall be submitted to the Board of Directors for review and are subject to the HMFSC Membership Application & Evaluation Policy. The Board reserves the right to conduct interviews, verify credentials, and assess the applicant's alignment with the Club's mission. A two-thirds (2/3) majority vote of the Board of Directors is required for approval.

Section 4.4 Coaching Membership Classification. The Club may recognize multiple classifications of coaching membership, including:

- (a) **Full Coaching Member** – A Home Club Member Coach designates the Club as their primary club and is eligible to coach during club ice sessions, be listed on club materials, and receive priority for club-hosted clinics and events. Home Club Member Coaches have voting rights.
- (b) **Affiliate Coaching Member** – An Associate Member Coach is a coach primarily affiliated with another U.S. Figure Skating club but is approved to coach on Club sessions. Associate Member Coaches do not have voting rights.
- (c) **Guest Coach** – A Guest Coach is an individual whose home club is not the Club and who is granted temporary access to work with Club members for a specific period, typically for a particular event, workshop, or training session. A Guest Coach is not a regular, contracted coach of the Club, but is invited to provide specialized training or instruction on a temporary basis. Guest Coaches are expected to adhere to all Club rules, policies, and procedures while working with members. They must also comply with any applicable requirements set forth by U.S. Figure Skating, including background checks, certifications, and insurance requirements, as appropriate. Guest Coaches may be compensated for their services based on the terms agreed upon by the Club and the coach, but their involvement is limited to the scope and duration specified by the Board of Directors.

Section 4.5 Membership Renewal and Termination. Coaching membership must be renewed annually, with verification of continued compliance. The Board reserves the right to suspend, revoke, or deny coaching membership based on non-compliance, conduct violations, or actions inconsistent with the best interests of the Club and its members. Any termination or suspension shall follow due process as outlined in Club policies.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 General Powers and Qualifications.

- (a) Powers. The business and affairs of the Club shall be managed by its Board of Directors, except as otherwise provided in the Nonprofit Law, the Club's Articles of Incorporation or these Bylaws.
- (b) Qualifications. Directors must be (i) at least eighteen (18) years old, (ii) registered with U.S. Figure Skating and (iii) home club members of the Club in accordance with provisions of

applicable rules of U.S. Figure Skating and (iv) voting members of the Club. In addition, Directors of the Club must be eligible persons, as defined in the eligibility rules of U.S. Figure Skating; provided, however, that one restricted person, one ineligible person and coaches with eligible status may serve as Directors of the Club so long as they do not collectively constitute a majority of the Board of Directors and, further provided, that eligible coaches may serve as Directors of the Club so long as collectively they do not constitute a majority of the total number of Directors of the Club (*see*, U.S. Figure Skating Membership Rule 4.00, as may be amended from time-to-time).

Section 5.2 Number, Term, and Election of Directors.

(a) Number of Directors. The number of directors of the Club shall be as determined by the Board of Directors from time-to-time. Minimum of five (5) no more than nine (9).

(b) Change in Number of Directors. Any action of the Board of Directors to increase or decrease the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these Bylaws effecting such increase or decrease, and, therefore, shall require approval of the members as referred to in Section 5.2 of these Bylaws.

Section 5.3 Term of Directors. Directors shall serve a term of three (3) years. The initial Board of Directors shall serve a one (1) year term. At the first annual meeting of the Board of Directors following the adoption of these Bylaws, a general election shall be held to elect Directors. Any re-elected Director shall serve an additional two (2) years to complete their term. Newly elected Directors shall serve a full three (3) year term. Each Director shall hold office until the expiration of their term and until a successor has been duly elected and qualified, or until their earlier death, resignation, or removal.

Section 5.4 Nomination and Election of Directors. Between sixty (60) and ninety (90) days in advance of each annual meeting of the Club, the Secretary shall send out through electronic communications a Notice of Elections asking for candidates to submit their applications to stand for election as Director to fill the positions of those Directors whose terms shall expire at the Annual Meeting. Candidate submissions are due no later than 30 days prior to the Annual Meeting. Notwithstanding anything herein above to the contrary, any candidate for election as a Director must evidence in writing in advance of or at the annual meeting, or in person at the annual meeting, such person's willingness to serve if elected. The members shall, by the affirmative vote as required by the provisions of Section 3.12 of these Bylaws, elect the requisite number of Directors from among the list of nominees.

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

Section 5.4 Removal. Directors elected by voting members or directors may be moved as follows:

(a) The voting members may remove one or more directors elected by them with or without cause unless the Bylaws provide that directors may be removed only for cause;

(b) If a director is elected by a voting group, only that voting group may participate in the vote to remove that director;

(c) A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors;

(d) A director may be removed only at a meeting called for the purpose of removing that director, and the meeting notice shall state that the purpose, or one of the purposes, of the

meeting is removal of the director;

(c) An entire Board of Directors may be removed under paragraphs (i) to (iv) above;
and

(f) A director elected by the Board of Directors may be removed with or without cause by the vote of a majority of the directors then in office or such greater number as is set forth in the Bylaws; except that a director elected by the Board of Directors to fill the vacancy of a director elected by the voting members may be removed without cause by the voting members, but not the Board of Directors.

Section 5.5 Vacancies. Any vacancy occurring among the Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A Director elected to fill a vacancy shall be elected for the un-expired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by a vote of the members, and a Director so chosen shall hold office until the next election of the class for which such Director was chosen and thereafter until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal.

Section 5.6 Regular Meetings. A regular annual meeting of the Board of Directors shall be held during the month of June at a time and place determined by the Board, for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. The Directors may provide by resolution the time and place for the holding of additional regular meetings.

Section 5.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or Vice-President. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the board called by them. Notice stating the place, day and hour of every special meeting of the Board of Directors shall be given to each director by written electronic communication at least ten (10) days before the date fixed for the meeting. The notice of a special meeting need not specify the purpose of the meeting.

Section 5.8 Quorum and Voting. A simple majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present the President or Vice-President, if the President is absent, may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No Director may vote or act by proxy at any meeting of Directors.

Section 5.9 Meetings by Telephone. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or committee remotely. Such participation shall constitute presence in person at the meeting.

Section 5.10 Presumption of Assent. A Director who is present at a meeting of the Board of Directors is deemed to have assented to all action taken therein.

Section 5.11 Action Without a Meeting. The Board of Directors may take action without holding a formal meeting if all directors provide a written response (either voting for, against, or abstaining while waiving the right to require a meeting). The action is only approved if the number of *yes* votes meets or exceeds the minimum required for passage at an in-person meeting. All responses must be signed and documented, and may be submitted by electronic communication. Once completed, the decision is legally binding, just as if it had been made in a meeting.

Section 5.12 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors of attendance at board meetings may be paid or reimbursed by the Club. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 5.13 Executive and Other Committees. By one or more resolutions adopted by the Board of Directors, the Board may establish standing committees, such as Finance, Membership, and Coaching, as necessary, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise the authority delegated by the Board of Directors, except as prohibited by the Nonprofit Law. Rules governing meetings of any committee shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

ARTICLE VI ADVISORY BOARD

Section 6.1 Advisory Board. The Board of Directors may appoint an Advisory Board composed of individuals with expertise in areas beneficial to the club's mission. Advisory Board members shall serve in a non-voting capacity, providing guidance and recommendations as needed. The number of Advisory Board members shall be determined by the Board of Directors and may change from time to time at its discretion.

Section 6.2 Meetings. Advisory Board members shall meet in person, virtually or by means of telecommunications once a calendar quarter at a time and place to be determined by the Board of Directors.

Section 6.3 Compensation. Advisory Board Members shall not receive compensation for their services as such, although the reasonable expenses of Directors of attendance at board meetings may be paid or reimbursed by the Club.

ARTICLE VII OFFICERS

Section 7.1 Number and Qualifications. The elected officers of the Club shall be a President (who shall also serve as the Chairman of the Board), one or more Vice-Presidents, a Secretary and a Treasurer. The Board of Directors may also appoint such other officers, assistant officers and agents as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of President and Secretary. Officers must be Directors of the Club and, therefore, must meet the qualifications of Directors as set forth in Section 4.1(b) of these Bylaws.

Section 7.2 Election and Term of Office. The elected Officers of the Club shall be elected by the Board of Directors at each regular annual meeting of the Club. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each Officer shall hold office until the Officer's successor shall have been duly elected and shall have qualified, or until the Officer's earlier death, resignation or removal.

Section 7.3 Compensation. Officers shall not receive compensation for their services as such, although the reasonable expenses of Officers may be paid or reimbursed by the Club. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 7.4 Resignation. An Officer may resign at any time by giving written notice of resignation to the Club. The resignation is effective when the notice is received by the Club unless the

notice specifies a later effective date.

Section 7.5 Removal. Any Officer may be removed by the Board of Directors whenever in its judgment the best interests of the Club will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not in itself create contract rights.

Section 7.6 Vacancies. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7.7 Authority and Duties of Officers. The Officers of the Club shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. The President shall be the Chairman of the Board, shall preside at all meetings of the Board of Directors, and shall perform all other duties incident to the office of the president and chairman.

(b) Vice-Presidents. The Vice-President or Vice-Presidents shall assist the President and shall perform such duties as may be assigned to them by the Board of Directors of the President. The Vice-President (or if there is more than one, then the Vice- President designated by the Board of Directors, or if there be no such designation, then the Vice- Presidents in order of their election) shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the President.

(c) Secretary. The Secretary shall (i) keep the minutes of the proceedings of the Board of Directors; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the Club records; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

(d) Treasurer. The Treasurer shall (i) be the principal financial officer of the Club and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the Club, and pay out of the funds on hand all bills, payrolls and other just debts of the Club of whatever nature upon maturity; (iii) be the principal accounting officer of the Club and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the Club and the results of its operations; (iv) upon request of the Board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

ARTICLE VIII

STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 8.1 General. Each Director and Officer shall perform their duties as a director or officer, including without limitation their duties as a member of any committee of the Board, (i) in good faith, (ii) in a manner the Director or Officer reasonably believes to be in the best interests of

the Club and (iii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A Director or Officer, regardless of title, shall not be deemed to be a trustee with respect to the Club or with respect to any property held or administered by the Club including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 8.2 Reliance on Certain Information and Other Matters. In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director or Officer shall not be considered to be acting in good faith if the Director or Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a Director or Officer are entitled to rely are: (i) one or more officers or employees of the Club whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence; (iii) a committee of the Board of Directors on which the Director or Officer does not serve if the Director reasonably believes the committee merits confidence.

Section 8.3 Limitation on Liability. A Director or Officer shall not be liable to the Club or its members for any action the Director or Officer takes or omits to take as a director or officer if, in connection with such action or omission, the Director or Officer performs their duties in compliance with this Section.

ARTICLE IX CONFLICTS OF INTEREST

Section 9.1 Definition. As used in this Section 7.1: (i) "conflicting interest transactions" means a contract, transaction, or other financial relationship between the Club and a Director of the Club, or between the Club and a party related to a Director, or between the Club and an entity in which a Director of the Club is a director or officer or has a financial interest, and (ii) a "party related to a director" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a director, officer, or has a financial interest.

Section 9.2 Procedure; Action; Disclosure. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Club, solely because the conflicting interest transaction involves a Director of the Club or a party related to a Director or an entity in which a Director of the Club is a director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Club's Board of Directors or of a committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if: (i) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or (ii) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or (iii) the conflicting interest transaction is fair as to the Club. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.

Section 9.3 Loans. No loans shall be made by the Club to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until the repayment thereof.

ARTICLE X CONFLICT RESOLUTION

Section 10.1 - Complaints Against Club Members. If any member of the Club has a complaint against another member of the Club for an infraction of any Bylaw, rule, policy or procedure of the Club, other than skating rules, they may file a complaint in writing to the Board of Directors of the Club. Such complaints will be investigated and resolved according to the Club's Conflict Resolution Policy that the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.

Section 10.2 – Complaints Against Board Members. Any complaint against a board member shall be handled in accordance with the Complaint Against a Board Member Policy, which outlines the process for filing, reviewing, and resolving such complaints. Complaints must be submitted in writing to the Compliance Officer, or to the Club President if the Compliance Officer is the subject of the complaint. The Ethics/Disciplinary Committee shall oversee the review and resolution process as outlined in the policy. For full procedures, refer to the Complaint Against a Board Member Policy.

ARTICLE XI INDEMNIFICATION

The Club shall indemnify any Director, Officer or agent of the Club to the fullest extent permitted by the Nonprofit Law and any other applicable laws of the State if (i) such person conducted himself or herself in good faith, (ii) such person reasonably believed (A) in the case of a director acting in his or her official capacity, that his or her conduct was in the Club's best interests, or (B) in all other cases, that such person's conduct was at least not opposed to the Club's best interests, and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. However, the Club may not indemnify a person either (i) in connection with a proceeding by the Club in which the person is or has been adjudged liable for gross negligence or willful misconduct in the performance of the person's duty to the Club or (ii) in connection with any proceeding charging improper personal benefit to the person, whether or not involving action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person (even if the Club was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by the Club only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Board of Directors by a two-thirds (2/3) vote of a quorum of the Board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law. The Club may, at its discretion, maintain Directors & Officers (D&O) insurance for additional protection.

ARTICLE XII MISCELLANEOUS

Section 12.1 Records. The Club shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting and of actions taken by a committee in place of the Board of Directors, and a record of all waivers of notices of meetings of members, the Board of Directors or any committee. The Club shall

also maintain the following records: (i) appropriate accounting records; (ii) its Articles of Incorporation and Bylaws; (iii) Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members, if any (iv) a list of the names and business or home addresses of its current Directors and Officers; (v) a copy of its most recent corporate report delivered to the State; (vi) a record of its members which permits preparation of a list of the name and address of all members in alphabetical order and, if applicable, by class which shows the number of votes each member is entitled to cast; (vii) all written communications within the past three (3) years to members; and (viii) all financial statements prepared for periods during the last three (3) years that a member of the Club could have requested under the State law.

Section 12.2 Inspection and Copying of Club Records. Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect and copy any of the Club records identified in Section 10.1 of this Article, a member, their agent or attorney is entitled to inspect and copy such records during regular business hours at the Club's principal office. The Club may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A member may also inspect any other records at a reasonable location specified by the Club upon the same terms and conditions. Members entitled to inspect these other records must also meet the following requirements: (i) the member must have been a member at least three (3) months immediately preceding the demand; (ii) the demand must be made in good faith and for a proper purpose; (iii) the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and (iv) the records must be directly connected with the described purpose. The rights set forth herein may not be abolished or limited by the Articles of Incorporation or these Bylaws.

Section 12.3 Limitations on Use of Membership List. Unless the Board of Directors gives its consent, the Club's membership list or any part thereof may not be: (i) obtained or used by any person for any purpose unrelated to a member's interest as a member; (ii) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election by the corporation; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

Section 12.4 Financial Statements. Upon the written request of any member, the Club shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations. The Club shall publish an annual financial summary available to all members upon request

Section 12.5 Conveyances and Encumbrances. Property of the Club may be assigned, conveyed or encumbered by such Officers of the Club as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Club shall be authorized only in the manner prescribed by applicable statute.

Section 12.6 Fiscal Year. The fiscal year of the Club should, but is not required to, correspond with the fiscal year of U.S. Figure Skating (i.e., beginning on July 1 and ending on June 30).

Section 12.7 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 12.8 Amendments. These Bylaws may be amended, altered, or repealed and new

bylaws may be adopted by a vote of **two-thirds (2/3)** of the members present at any meeting of the members at which a quorum is present, and not otherwise.

BYLAWS CERTIFICATE

The undersigned certifies that he/she is the Secretary of the Heart Mountain Figure Skating Club, and that he/she is authorized to execute this certificate on behalf of said Club and the foregoing is a complete and correct copy of the presently effective Bylaws of the Club.

Dated: 8/6/25.

Name: Tracey Junker

Signature: 

APPENDIX A – REVISION HISTORY

Document Date	Document Title	Revision Details	Revised By	Revision Date	Date Ratified by HMFSC Board of Directors
4/17/2025	HMFSC_Bylaws_20250417	Origination	C. Castillo	N/A	4/17/2025
7/19/2025	HMFSC_Bylaws_20250719	<ol style="list-style-type: none"> 1. Section 3.2 – Deleted on-ice evaluation requirement 2. Section 3.4 – Added Introductory Member level 3. Section 4.4 Changed names of coaching memberships to reflect current descriptions 4. Added APPENDIX A – REVISION HISTORY 5. General – Reduced font size of entire document 	C. Castillo	7/19/2025	7/24/2025
7/31/2025	HMFSC_Bylaws_20250719_rev1	<ol style="list-style-type: none"> 1. Section 3.4 – Added Friends of HMFSC member level 	C. Castillo	7/31/2025	8/4/2025
8/4/2025	HMFSC_Bylaws_20250804	<ol style="list-style-type: none"> 1. Section 3.4 - Clarification on Primary Home Club Member voting rights for individuals under 18 years of age. 	C. Castillo	8/5/2025	8/6/2025