



BYLAWS

ARTICLE I – NAME AND CORPORATION

Section 1. NAME. The name of the organization shall be “Denver Colorado Figure Skating Club (DCFSC)”, a not-for-profit Colorado corporation. For all purposes this name may be abbreviated DCFSC and may also hereinafter be referred to as “the Club”.

Section 2. INCORPORATION. The Denver Figure Skating Club (DFSC) was incorporated under the laws of the State of Colorado on May 17, 1938. The Colorado Skating Club (CSC) was incorporated under the laws of the State of Colorado in June 1972. Merger of the Denver Figure Skating Club and the Colorado Skating Club took place on June 1, 2021 and was incorporated under the laws of the State of Colorado using the original date, May 17, 1938, of the Denver FSC.

Section 3. AFFILIATION. DCFSC is a permanent member club of the United States Figure Skating Association (U.S. Figure Skating). As such, the Club and its members shall be subject to and abide by the Bylaws and Official Rules of U.S. Figure Skating.

Section 4. NON-PROFIT STATUS. The Internal Revenue Service has determined that the Club, as a non-profit organization, is exempt from Federal income tax under Section 501 ©3 of the Internal Revenue Code. Donors may deduct contributions to the Club as provided in Section 170 of the Code. Bequests, legacies, devices, transfers or gifts are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of Sections 2055, 2106, and 2522 of the Code.

ARTICLE II - PURPOSE

The purpose of the Denver Colorado Figure Skating Club shall be to support and encourage full participation in the sport of figure skating, within the community, by all persons, regardless of age, race, gender, sex, color, religion, political beliefs, national origin or special needs. The purpose includes:

- A.** To promote figure skating, on and off the ice, for the good of the sport, through education and programming.
- B.** To cultivate and develop a spirit of mutual respect and support among skaters of all ages and abilities.
- C.** To adhere to the rules set forth by U.S. Figure Skating.
- D.** To do everything necessary, proper and advisable as set forth above and abiding by Colorado Nonprofit Corporation Act, by any other law and by the Articles of Incorporation of the Club.

ARTICLE III - MEMBERSHIP

Section 1. ELIGIBILITY REQUIREMENTS FOR MEMBERSHIPS. Membership in DCFSC shall be open to all persons interested in furthering the objectives/purpose of the DCFSC, as listed in Article II of these By Laws. All members will become registered members of the U.S. Figure Skating when they join DCFSC, with all the rights and privileges of such membership. No person shall be denied membership to the Club on the basis of age, race, gender, sex, color, religion, political beliefs, national origin or special needs. All persons who are under the age of 18 on July 1 of the membership year must also have a parent or legal guardian join the Club. This rule does not apply for Introductory members.

Section 2. TYPES OF MEMBERSHIPS

- A. INTRODUCTORY MEMBERS** are those persons who have never previously belonged to the U.S. Figure Skating and who desire such status. Introductory Members under the age of 18 need not have a parent or guardian as a Club member. Introductory members have full privileges of the Club, but will not have voting rights, the right to serve on the Board of Directors or hold office in the Club.

- B. FIRST FAMILY MEMBERS** are persons eighteen (18) years of age and older as of July 1 of the membership year. First Family Members have full privileges of the Club, including voting rights and the right to hold office in the Club.
- C. SUBSEQUENT FAMILY MEMBERS** are additional persons within the same family. The Subsequent Family Member may be any age. Subsequent family members who are (18) years of age and older, as of July 1 of the membership year, have full privileges of the Club including voting rights and the right to hold office in the Club. Subsequent Family Members who are under (18) years of age, as of July 1 of the membership year, have full privileges of the Club, but will not have voting rights, the right to serve on the Board of Directors or to hold office in the Club.
- D. FOUR-YEAR COLLEGIATE MEMBERS** are persons who are enrolled in a college or university. This membership is limited to four (4) consecutive years. Collegiate Members who are (18) years of age and older, as of July 1 of the membership year, have full privileges of the Club including voting rights and the right to hold office in the Club. Collegiate Members who are under (18) years of age, as of July 1 of the membership year, have full privileges of the Club, but will not have voting rights, the right to serve on the Board of Directors or to hold office in the Club.
- E. ADDITIONAL CATEGORIES** and Sub-Categories may be established as deemed necessary and appropriate by the Board of Directors.

Section 3. RIGHTS AND RESPONSIBILITIES OF MEMBERS

- A. PAYMENT & COMPLIANCE.** All members of the DCFSC shall be responsible for prompt payment of all dues and fees as specified by the Board of Directors, and for compliance with the Bylaws and Rules of the Club and of U.S. Figure Skating. Failure to do so may result in suspension or expulsion of the member.
- B. IN GOOD STANDING.** Members in Good Standing are defined as members who have met voluntary and financial obligations and who are in compliance with the Bylaws and Rules of the Club and of U.S. Figure Skating.
- C.** All Members of the Club must be members in good standing for participation in competitions, shows, test sessions and other Sanctioned events.

Section 4. ADMISSION PROCEDURE. Applications for membership may be accepted by the VP of Membership or referred to the Board of Directors if, in the opinion of the VP of Membership, there is any question of the candidate's ability or desire to further the interests of the Club. In such a case, a majority vote of the Board of Directors shall accept or reject the candidate's application. A rejected candidate shall be notified within ten days of the meeting and dues and fees returned in full. A rejected candidate shall have the right to reapply for membership six (6) months after the initial rejection.

Section 5. DUES.

- A.** All annual dues shall be payable on application or renewal each year. The annual dues and fees shall be in an amount determined by the Board of Directors and such fees and dues need not be uniform between different types of membership. Membership dues include U.S. Figure Skating membership fees.
- B. WAIVER OF DUES.** No applicant for membership may be denied membership, or renewal of membership, pursuant to operating principles and Bylaws of the DCFSC, because of the inability to pay the membership dues. Any such applicant who cannot afford to pay the membership dues may make

an application to the Board of Directors for waiver of the membership dues. In such case, the Board shall expedite their decision on said application and notify the applicant of its decision. The Board's decision shall be liberally construed in favor of the applicant. Should the Board deny the application, the applicant may request a hearing before the Board to reconsider its decision. The Board shall not disclose the name of any person making an application for waiver of the dues.

Section 6. PROCEDURE FOR SUSPENSION OR EXPULSION OF MEMBERS.

- A.** The Board of Directors, by majority vote, shall have the responsibility to suspend the membership of any member:
1. Who is in arrears for fees or otherwise indebted to the Club for a period of more than 60 days.
 2. Whose behavior does not abide by the Bylaws and Rules of the Club, the Bylaws and Rules of the U.S. Figure Skating, and the spirit of mutual respect and support among ice skaters as stated in Article II - PURPOSE, of the Bylaws.
 3. Has been suspended by the U.S Center for SafeSport.

In such a case the Member shall be notified in writing, by a member of the Board of Directors, at the member's last known physical and/or email address, of the full nature of the complaint or amount of indebtedness and of the pending suspension. Interim suspension of the Member shall be automatic if no appeal to the Board of Directors is made within 30 days of such notification; and shall take place by a majority vote of the Board of Directors if no acceptable solution to the problem is offered within that period. If appealed, interim suspension shall mean a finding, public announcement of a felony warrant and/or arrest or interim suspension by US Figure Skating, Professional Skaters Association or Ice Sports Industry, which shall result in immediate loss of good standing membership status. An interim suspension of the Club membership shall remain in place until the conclusion of all criminal, civil or disciplinary actions are completed.

- B.** Suspended members shall not have the right to participate in Club activities or elections until fully reinstated by the Board of Directors, and it shall be the responsibility of the suspended member to propose a satisfactory solution to the indebtedness or other problem to the Board of Directors.
- C.** A suspended member shall be expelled from the Club and her/his name dropped from the membership rolls if no resolution to the problem or plan for repayment of the indebtedness plus any fees or penalties imposed by the Board of Directors has been approved by a majority vote of the Board within ninety (90) days of the suspension.
- D.** No currently suspended or expelled member may renew her/his Membership in the Club unless specifically approved by the Board of Directors.
- E.** U.S. Figure Skating shall be notified of all suspensions and expulsions.

ARTICLE IV - MEETINGS OF THE GENERAL MEMBERSHIP

Section 1. ANNUAL MEETING. An Annual Meeting shall be held no later than June 1 of the membership year. Time and place shall be agreed upon by the Board of Directors. The purpose of the meeting shall be to elect directors for the Board, and to review the year's activities. The membership shall elect by ballot, eligible members to serve on the Board of Directors as specified in Article V - BOARD OF DIRECTORS. Other business may be transacted at the annual meeting as necessary.

- A.** Members shall be notified of the annual meeting at least ten (10) days before the meeting date.

- B.** Directors shall be elected to fill vacancies on the Board of Directors. These vacancies shall be filled by those candidates receiving the most votes. In case of a tie vote, a runoff election shall be held during the annual meeting, by written ballot, by those present and voting. If time constraints interfere, a special meeting shall be held as soon as possible.

VOTING PROCEDURE:

1. Ballots and voting procedure shall be sent to all voting members with notice of the Annual Meeting.
2. Members may vote in advance of the meeting, by the established deadline as stated on the ballot, or in person at the meeting.
3. The legitimacy of the ballot shall be verified by a Board Member prior to the Annual Meeting.
4. All ballots shall be tallied, at or before the meeting, by two voting members. Votes shall not be tallied by anyone whose name is on the ballot.
5. Members may vote by proxy.

Section 2. SPECIAL MEETINGS. Special meetings of the membership may be called at any time by the President, upon a written request of a majority of the Directors of the Board, or upon the written request of one fourth of the voting members. No business, except that specified in the notice of said meeting, shall be transacted. Notice shall be the same as that specified for the annual meeting in Article IV, Sec 1. A. The same quorum shall apply as for the annual meeting, as described in Article IV, Section 3.

Section 3. QUORUM AND ADJUSTMENT.

- A.** A quorum shall be those voting members of the Club present, or by proxy, at any properly called meeting. A majority of a quorum may elect Directors and transact other business.
- B.** If a meeting elects to adjourn and reconvene at a later date, a new notice of the reconvened session must be given as provided in Article IV, Sec 1. A.
- C.** An absentee ballot must be in writing and signed by the voting member. An absentee ballot is available upon request from the Board of Directors of the Club and must be presented on or before the date of the annual or specifically called meeting.

ARTICLE V - BOARD OF DIRECTORS

Section 1. COMPOSITION OF BOARD. The Board of Directors of the Club shall consist of nine (9) to thirteen (13) voting members. The Club shall abide by U.S. Figure Skating rules that pertain to professional members serving as directors. Coaches cannot be a majority of the board of directors.

- A.** Annually, the DCFSC Board may appoint a professional advisor(s) to the board, to serve as a liaison between the arena and the Club or for any other purpose deemed necessary.

Section 2. BOARD OF DIRECTOR CANDIDACY. A candidate must have been a member of the DCFSC for a minimum of one calendar year.

Section 3. POWERS AND DUTIES OF THE BOARD OF DIRECTORS. The Board of Directors shall conduct the business of the Club, as directed by the Articles of incorporation, the Bylaws, and the Rules of the Club, and in compliance with the Rules and Regulations of the U.S. Figure Skating. The directors shall have the general management and control of the property business, and affairs of the Club; shall elect the officers, the

committee chairs, the delegates to U.S. Figure Skating Governing Council and/or any other figure skating organizations; shall authorize all work of committees, and shall prescribe or approve Rules and Regulations.

Section 4. TERMS OF OFFICE. Directors shall be elected for three-year terms and shall hold office until their successors are elected. The number of directors to be elected at each Annual Meeting shall be recommended by the Nominating Committee in accordance with Article V, Section 5.

Section 5. NOMINATING COMMITTEE. Not later than sixty (60) days prior to the Annual Meeting or any special meeting for the purpose of electing a Board of Directors, the current Board shall appoint a Nominating Committee consisting of three voting members of the Club, two of whom shall not be members of the Board of Directors. No incumbent Director intending to run for reelection shall serve on the Nominating Committee. The Nominating Committee will recommend the number of Directors to be elected in accordance with Article V, Section 1. This committee shall nominate at least one candidate for each position on the Board to be filled at that election. No later than thirty (30) days prior to the Annual Meeting a list of the candidates will be published. The names of the candidates so nominated, and who consent to serve, if elected, shall be presented to the voting membership of the Club with the notice of the meeting as described in Article IV, Sec 1. A.

- A. Eligible members not so nominated who wish their names to be included in the publication of the meeting notice shall notify the Board.

Section 6. VACANCIES AND REMOVAL OF DIRECTORS.

- A. The Board of Directors of the Club may fill any office or Board position left vacant as a result of death, incapacity, resignation, removal, or inability to serve, by a majority vote. Directors or officers so chosen shall serve the remaining term of the departing board member until the next regular election or until their successors are elected and take office. In case of temporary absence of an officer or inability to perform her/his duties, the Board may approve a temporary replacement. If a director is absent from three board meetings within a calendar year, the board is required to review the effectiveness of this director and, if necessary, approve a replacement.
- B. The Board may remove an officer or a board member for just cause by a two-thirds vote of the Board. The officer or Board member so removed shall have a right to appeal such decision in writing or in person to the Board within thirty (30) days of notification. After hearing or receiving such appeal, the Board must again vote, and removal shall be sustained or overturned by a two-thirds vote.

Section 7. MEETINGS OF THE BOARD OF DIRECTORS.

- A. The Board of Directors shall hold its first meeting within one (1) month following the General Membership election meeting, at which time the Board shall elect its officers.
- B. The Board shall hold regular meetings at such time and place as the Board of Directors agree upon.
- C. Special meetings may be called by the President or by majority vote of the Board of Directors, provided 48-hour notice is given to each director.
- D. Majority of the Board of Directors shall constitute a quorum for the transaction of business of the Club. All votes of the Board of Directors of the Club shall be a simple majority of the quorum present and voting unless otherwise specified. Two-thirds shall constitute a quorum to amend Bylaws, as described in ARTICLE XIV.
- E. All regular meetings of the Board of Directors shall be open to the Club membership.

Section 8. COMPENSATION. Directors, including Officers, 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.

ARTICLE VI - OFFICERS AND THEIR DUTIES

Section 1. ELECTION. Officers of the Club shall be elected from and by the Board of Directors within thirty (30) days of the date of the annual membership meeting and shall consist of a President, Vice-President, Secretary, Treasurer, and Vice-President of Membership. The Board of Directors may also appoint or employ such subordinate officers and agents, as it may deem advisable. The officers shall be elected for one-year terms and shall serve until their successors are elected and take office. All officers shall have the right to serve as officio in all committee meetings, except that the President shall not serve on the Nominating Committee.

Section 2. OFFICERS SPECIFIC DUTIES.

- A. PRESIDENT.** The President shall be the chief executive officer of the Club. (S)he shall preside at all meetings of the members or directors if (s)he is present and shall have general executive supervision of its business and affairs, subject to approval of the Board. (S)he shall sign all reports, instruments and documents requiring execution by the corporation and, by virtue of his office, shall have the right to attend and participate in the deliberations at all meetings of committees, except the nominating committee. (S)he may also delegate duties as necessary.
- B. VICE-PRESIDENT.** The Vice-President shall have power to perform all the functions and duties of the President in the latter's absence or inability to attend to such duties. The Board of Directors may also confer on the Vice-President other powers or duties as is deemed advisable. (S)he may also delegate duties, as necessary.
- C. SECRETARY.** The Secretary shall keep a record of all minutes and proceedings including the vote cast on all questions presented at meetings of members and directors. (S)he shall prepare, serve, and post notices of all meetings, conduct correspondence of the Club, and have custody of all books and records of the Club, except the Treasurer's books. (S)he shall perform such other duties as the Board of Directors may require. In their absence or inability to attend to duties, the Board of Directors may appoint an assistant to perform such duties.
- D. TREASURER.** The Treasurer shall keep accurate records of all receipts and disbursements and shall present a statement at each Board meeting and at the Annual Membership Meeting. (S)he shall maintain a record of dues and fees paid to the Club. (S)he shall deposit all moneys and valuables entrusted to her/him in such financial institutions as the Board of Directors designates and shall disburse moneys only as duly authorized by the Board, keeping proper receipts for such expenditures. If required, by resolution of the Board of Directors, (s)he shall furnish a surety bond in form and amount satisfactory to the Board, guaranteeing the honest and faithful performance of her/his duties and proper accounting for all moneys and property placed in her/his custody, and indemnifying the Club against any loss or damage claims or demands by reasons of any misfeasance or malfeasance in office. (S)he may also delegate duties as necessary. (S)he shall file annually the Club's income tax return with the Internal Revenue Service for the calendar year (s)he held the office of Treasurer, on or before the deadline established by the Internal Revenue Service. (S)he shall file annually with the Colorado Secretary of State's office the Periodic Report, and any other document necessary to maintain the Club in Good Standing with the Colorado Secretary of State. The Treasurer shall not hold the office of Treasurer for more than two (2) consecutive terms and shall not be a coach.
- E. VICE-PRESIDENT OF MEMBERSHIP.** The Vice-President of Membership shall receive applications for membership, review such applications for completeness, ensure that members are properly registered with U.S. Figure Skating, and keep and make available updated membership lists. With the approval of

the Board of Directors, the Vice-President of Membership shall prepare appropriate application forms and make rules and policies governing procedures for admitting members.

Section 3. SHARED DUTIES. Officers have the authority to sign letters of permission for Members in Good Standing.

ARTICLE VII - COMMITTEES

Section 1. STANDING COMMITTEES. The Standing Committees shall include, but are not limited to:

- A. NOMINATING COMMITTEE.** Procedures as outlined in Article V, Sec 5, shall apply.
- B. GRIEVANCE.** The Grievance Committee shall consist of a Grievance Chair, plus two (2) Board Members appointed by the President and approved by the Board. The two (2) additional members will be selected from the pool of Board Members as needed. The Grievance Committee shall determine whether a violation of the DCFSC Code of Conduct has occurred. Said committee will report to the Board of Directors regarding the complaint and recommendations, pursuant to US Figure Skating Conflict Management & Conflict Resolution Guide.
- C. SAFE SPORT.** Three (3) Committee members will be appointed from the board of directors to help recognize, reduce and respond to the six types of interrelated misconduct in sport as identified by US Figure Skating: bullying, harassment, hazing, emotional misconduct, physical misconduct, sexual misconduct, including child sexual abuse. Committee will use US Figure Skating resources to provide education, resources and training. The Safe Sport Committee will investigate reported abuses per US Figure Skating Guidelines.
- D. TESTS COMMITTEE.** This Committee shall consist of one or more members who shall have complete charge of arranging for and conducting U.S. Figure Skating tests, per US Figure Skating rules and regulations.
- E. SANCTIONS COMMITTEE.** This Committee shall consist of one or more members who shall have complete charge of obtaining all sanctions necessary for Club purposes.

Section 2. APPOINTMENT OF COMMITTEES. The above standing committees and such other committees as may be deemed necessary or desirable by the Board of Directors shall be appointed not later than sixty (60) days from the date of the annual general meeting of the Club for the ensuing year. Appointments shall be made by the President subject to the approval of the Board.

Section 3. RESPONSIBILITIES OF COMMITTEES. The Committees shall at all times report to and be subject to revision or alteration of plans by the Board of Directors. All Committee Chairpersons are responsible for presenting a budget to the Board of Directors for approval prior to making monetary expenditures or financial commitments. As well, said Committees are responsible for submitting and presenting a financial statement within 2 months of the completion of the event and a financial report at the Annual Meeting. All committees, and any other entity operating within the Club shall abide by the rules set forth in these Bylaws. If said entity has their own Management Team, a Board Liaison, appointed by the President of the Club, shall be appointed to said entity.

Section 4. ADDITIONAL COMMITTEES and Subcommittees may be established as deemed necessary and appropriate by the Board of Directors.

ARTICLE VIII - STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 1. GENERAL. Each Director and Officer shall perform their duties without limitation:

- A. In good faith.
- B. In a manner the Director or Officer reasonably believes to be in the best interests of the Club.
- C. With 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 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 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:

- A. One or more Officers or members of the Club whom the Director or Officer reasonably believes to be reliable and competent in the matters presented.
- B. Legal counsel, a public accountant, or other person as to matters which the Director or Officer reasonably believes to be within such a person's professional or expert competence.
- C. 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 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 - GENERAL

Section 1. GOVERNANCE. The Club and the members thereof shall be governed by the rules, regulations, and by-laws of the US Figure Skating as pertaining to the control of figure skating in the United States. The Club shall encourage participation of all members in the activities of the Club. Robert's Rules of Order, latest edition, shall be used to govern the order of this club.

Section 2. FISCAL YEAR. The Fiscal Year of the Club is July 1 – June 30 and shall be adopted by the Board of Directors.

Section 3. AUDIT. The books and records of the Club shall be reviewed at the end of each fiscal year by one or more persons competent in financial review. Such person(s) to be selected by and working under the direction of the Vice-President. An audit may be requested at any time by a majority of Board members.

Section 4. ADDRESS. South Suburban Sports Complex, 4810 East County Line Road, Littleton, CO 80126

ARTICLE X - DISSOLUTION & CONFLICT

This Corporation may be dissolved at any time by the vote of the majority of the members having voting privileges at a meeting called for the purpose of considering such dissolution, upon notice served and published as required by law, and upon filing such notices and certificates as required by the Statutes of the State of Colorado, as provided in the Articles of Incorporation, revised. Upon Dissolution of the Club, all of the

Club's assets remaining after payment of, or provision for all of its liabilities, shall be paid over or transferred to and among one or more exempt organizations described in Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such assets shall be designated by the Board of Directors.

ARTICLE XI – CONFLICTS OF INTEREST

Section 1. “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 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 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 XII - CONFLICT RESOLUTION

If any member of the Club has a complaint against another member of the Club for an infraction of any Bylaw, rule, policy or procedure of the Club, other than skating rules, they may 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.

ARTICLE XIII - 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 of Colorado if (i) such person conducted himself or herself in good faith, (ii) such person reasonably believed (A) in the case of a director acting in his or her official capacity, that his or her conduct was in the Club's best interests, or (B) in all other cases, that such person's

conduct was at least not opposed to the Club's best interests, and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. However, the Club may not indemnify a person either (i) in connection with a proceeding by the Club in which the person is or has been adjudged liable for gross negligence or willful misconduct in the performance of the person's duty to the Club or (ii) in connection with any proceeding charging improper personal benefit to the person, whether or not involving action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person (even if the Club was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by the Club only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Board of Directors by a majority vote of a quorum of the Board, which shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

ARTICLE XIV - AMENDMENT OF BY-LAWS

The Board of Directors of the Club shall have full power and authority to draw up, make additions to, change or amend the Bylaws and such other Rules and Regulations as the Board may deem necessary, except as restricted by law or by the Articles of Incorporation. Amendments to the Bylaws require an affirmative vote by two-thirds of the Board of Directors at any meeting. provided that a fourteen-day (14) notice has been given to the Board of Directors and to the general membership. New Bylaws replace existing Bylaws once adopted by the Board of Directors.

ARTICLE XV

Section 1. The forgoing by-laws constitute the complete by-laws of the Club as of the date of their adoption and any by-laws heretofore in existence are hereby revoked.

History of the Bylaws of the Denver Colorado Figure Skating Club

Amended February 20, 1964

Amended August 14, 1968

Amended March 14, 1973

Amended March 18, 1980

Amended January 14, 1982

Amended February 17, 1987

Amended May 1997

Amended May 4, 2004

Amended and Restated August 1, 2018

Amended February 25, 1966

Amended March 8, 1972

Amended February 27, 1976

Amended October 29, 1981

Amended and Restated August 29, 1985

Amended July 22, 1992

Amended November 12, 2002

Amended January 7, 2011

Amended and Restated June 1, 2021