

CONSTITUTION AND BY-LAWS OF THE SILVER BLADES FIGURE SKATING CLUB, INC. OF GREATER KANSAS CITY

Member Club of The United States Figure Skating Association

Adopted: April 28, 1964

Amended: December 14, 1976
October 17, 1982
May 21, 1987
October, 1990
February, 1997
January 25, 2000
January 29, 2002
September 30, 2006
April 20, 2008
May 9, 2010
August 26, 2012
May 9, 2015

February 27, 1980
April 01, 1985
February, 1988
October 13, 1994
October 07, 1998
July 9, 2001
February 2, 2004
September 17, 2007
May 1, 2009
May 15, 2011
April 16, 2013
May 18, 2022

ARTICLE I NAME AND INCORPORATION

SECTION 1. NAME.

The organization shall be known as Silver Blades Figure Skating Club, Inc. of Greater Kansas City.

SECTION 2. INCORPORATION.

The club was incorporated under the laws of the State of Missouri, July 25, 1939. The club was incorporated under the laws of the State of Kansas, April 1, 1980 and the club is Tax Exempt under the Internal Revenue Code Section 501.C3.

SECTION 3. OFFICERS OF INCORPORATION.

The four officers of the club shall be the four officers elected each year.

SECTION 4.

This club shall have its headquarters at:

Kansas City Ice Center
19900 Johnson Drive
Shawnee, KS 66218
(a suburb of Kansas City, Missouri)

SECTION 5.

All references to "he" shall be deemed to also include reference to any female. Nothing in these By-Laws shall preclude any female from holding any office by use of the "male" term.

ARTICLE II

PURPOSE

SECTION 1.

The Mission and Purpose of the Silver Blades Figure Skating Club of Greater Kansas City is to be a leader in the sport and art of figure skating by challenging each member to achieve one's highest potential and personal goals. We will accomplish this by:

- Providing a safe, supportive environment for competitive training and excellence.
- Cultivating an atmosphere of mutual respect and social interaction, while promoting good sportsmanship, positive role models and lasting friendships both on and off the ice.
- Inspiring strong qualities of discipline, self-confidence and poise that will continue throughout the members' life.
- Promoting opportunities for community service, leadership, and mentoring of younger members.

The Silver Blades Figure Skating Club of Greater Kansas City is committed to this Mission while also carrying out the general policies and objectives of United States Figure Skating and promoting the sport of figure skating in our community. The Silver Blades Figure Skating Club will adhere to and incorporate the guidelines and procedures set forth in United States Figure Skating's SafeSport, as appropriate and feasible.

ARTICLE III

SECTION 1. The club shall make By-Laws for its government.

SECTION 2. The club shall make and maintain General Operating Procedures.

BY-LAWS

ARTICLE I

SECTION 1. OFFICERS.

The officers shall be President, Vice-President, Secretary, and Treasurer.

SECTION 2. BOARD MEMBERS.

There shall be a panel of five (5) members including the immediate Past President for one year after his/her term as president to assist the Officers of the club in conducting club business. If the immediate past president has served his one year, then that vacancy on the board shall be filled by another board member.

ARTICLE II

SELECTION OF OFFICERS AND BOARD MEMBERS

SECTION 1.

Selection of Officers and Board Members shall be by a Nominating Committee consisting of three (3) members or by "Other Nomination" as specified in Section 3 below, and in the event of vacancies during the term of such officer or Board Member as provided for in Article IV.

SECTION 2.

The Nominating Committee shall be chosen based on the following criteria no later than two months prior to the deadline for the slate or ballot.

- A. **ELIGIBILITY TO SERVE ON NOMINATING COMMITTEE.** All members in good standing, age 18 years and older with the exception of Restricted Amateurs and Affiliates shall be eligible for election to the Nominating committee. Only one member of the Nominating committee may have served on the committee during the preceding year and may not serve for more two (2) consecutive years.
- B. **METHOD OF ELECTION.** The Past President shall serve as the Chairman of the Nominating Committee. If the Past President cannot serve as Chairman or there is no current Past President serving on the Board, the highest ranking officer, who will not be on the Board for the following year, shall serve as the Chairman of the Nominating Committee. If no officer can serve as Chairman due to their potential election to the Board for the following year, or for any other reason, then the President shall appoint the Chairman of the Nominating Committee from within the Board of Governors. This person must be entering their second year of their two year term and not up for election as an officer, subject to the approval of the Board of Governors. If no member of the Board of Governors is willing or able to serve on the Nominating Committee then the President shall appoint anyone who has served on the Board of Governors at any previous time. In any event, the President shall appoint one other member of the Nominating Committee, with the approval of the Board of Governors. All voting members present at the Fall Meeting shall submit the names of two (2) eligible members. The two (2) members receiving the greatest number of votes shall be elected to serve on the Nominating Committee. No member of the nominating committee, unless already serving an existing term that does not require election, shall be eligible for election to the Board. A member of the nominating committee who decides to run for a board position must resign from the nominating committee prior to March 15th
- C. **DUTIES.** The nominating committee shall present a slate of officers and Board Members to the membership by either mail ballot or electronic ballot, at least two weeks prior to the voting period or scheduled Spring Membership meeting unless there is only one candidate per position in which the slate and member profiles will be emailed to each member and voted on at the Spring General Membership meeting. Before submitting the slate each member eligible for an office or board member position must be contacted for self-submission by the nominating committee. Notification may be done either by phone or email. Any member eligible may self-submit at any time for any position by contacting a member of the nominating committee. All self-submissions will be presented on the slate and the member with the most votes will hold the position. To be on the slate you must self-submit.
- D. **BALLOT PROCESS.** The nominating committee will verify eligibility of all self-submissions.

SECTION 3. ELIGIBILITY TO BE AN OFFICER OR BOARD MEMBER.

Any member in good standing 18 years and older actively involved in skating with the exception of Restricted Persons, and Affiliates shall be eligible to have his name put on the slate to serve as Club Officer or Board Member. Active involvement in skating is defined as being an active skater 18 years of age and older, being a parent of an active skater under 18 years of age or being actively involved in skating as a coach or judge. Professional members and Patron members may be elected to the Board of Governors but may not hold an office. Only one (1) Patron member may serve on the Board of Governors at any time. No candidate shall be elected to any office unless he shall have been nominated as herein provided and shall have consented to such nomination and shall, as of July 1, when taking office, have been a member of the Club for six (6) calendar months or more (but not necessarily immediately preceding the time he is nominated to take office). No candidate shall be elected to serve as President or Vice President unless he shall have been

nominated as herein provided and shall have consented to such nomination and shall have served as a board member for one full year or more.

SECTION 3A. TERM LIMITS FOR OFFICERS AND/OR BOARD MEMBERS.

Any person elected to serve on the Board shall serve for a two-year term. No person otherwise eligible to serve on the Board or as an Officer may be nominated and, if elected, serve as a Board Member or Officer if he has served five previous consecutive years on the board, with the exception that the Immediate Past President may, without election, serve one additional year immediately after his term as President if he is willing and able to serve. No individual, other than the Immediate Past President, shall serve more than a total of five (5) consecutive years on the Board. The board member must be absent from the Board for one year, prior to re-election. These limitations shall apply to all current members, and therefore, shall be retroactive in its application.

SECTION 4A. ELECTION OF OFFICERS AND BOARD MEMBERS.

Members in good standing age 18 and older with the exception of Restricted Persons, and Affiliates shall vote by either mail in or electronic ballot to be returned/submitted, per ballot instructions, by May 1 unless there is only one candidate per position in which the slate will be voted on at the Spring General Membership meeting. The ballot submission process, whether mail or electronic, must be administered in a manner which provides vote content anonymity and ensures that ballots are distributed only to eligible members, and each can submit only one ballot.

ARTICLE III

DUTIES OF OFFICERS

SECTION 1. DUTIES OF PRESIDENT.

- A. It shall be the duty of the President to take charge of the Club, to preside at all meetings of the Club, and of the Board of Governors. He shall have the entire supervision and management of the Club and its property pending the action of the Board of Governors; the power to suspend any member for violating the By-Laws or Regulations of the Club, pending the approval of the Board; to call special board meetings and Club meetings.
- B. The Board may delegate at its discretion to members the right to sign contracts on behalf of the Club. The President or secretary can sign contracts and other agreements on behalf of the Club.
- C. The President shall appoint the chairs of standing committees and the Test Chairperson subject to the approval of the Board of Governors.

SECTION 2. DUTIES OF THE VICE-PRESIDENT.

- A. It shall be the duty of the Vice-President to assist the President in the discharge of his duties and in his absence to assume his duties and officiate in his stead.
- B. The Vice-President shall be Chairperson of the By-Laws Committee, whose duty it shall be to review the By-Laws not less than once yearly. This duty may be delegated with the concurrence of the President.
- C. The Vice-President may be given such other duties by the Board upon vote of the Board.

SECTION 3. DUTIES OF THE TREASURER.

- A. The Treasurer shall have charge of the funds of the Club, shall keep a record of all receipts and disbursements and shall render a written report monthly, a yearend report and file an annual tax return. The Board of Governors shall have the power whenever they deem it necessary to appoint an Assistant Treasurer. The Chairs of the Club's sanctioned competition(s) and Ice Show shall designate "assistant treasurer(s)" with the power to write

checks consistent with the prior approved budget of the events on the account for that event, but such "assistant treasurers" must be approved by the Board.

- B. The funds in the name of the Club shall be in a bank approved by the Board of Governors. All disbursements by check shall be signed by the Treasurer, or authorized signer(s), the President or another designated officer.
- C. The Chairpersons for any competition or Ice Show shall submit budgets to the Board of Governors for the events of which they are chairs. Funds referenced in the approved budget may thereafter be deposited and/or disbursed by the person(s) approved by the Board from a separate "special account". At the conclusion of the event, the person(s) approved by the Board to act as "assistant treasurers" shall report to the Club Treasurer full disposition of all monies from the "special account". Thereafter, the Treasurer shall decide any disposition of remaining funds in the "special account" or if no decision is made, the funds shall remain in the special accounts from year to year to be used for the event(s) for which it was established.
- D. The funds received from memberships and from other activities shall be deposited in "working account[s]" which is separate from any special accounts.
- E. "Special Accounts" may be set up with the approval of the Board of Governors for the Ice Show, any sanctioned competition(s) or any other matter.
- F. The Treasurer with the assistance of the Board of Governors shall prepare and submit a budget of anticipated expenditures and revenue for the coming year at the Fall Meeting for adoption by the membership.

SECTION 4. DUTIES OF THE SECRETARY.

- A. It shall be the duty of the Secretary to keep minutes of the meeting of the Club and of the Board of Governors and to supervise all reports and documents connected with the business of the Club; to supervise keeping of a roll of memberships, together with the dates of their acceptance and record of any suspensions or expulsions.
- B. He shall supervise the correspondence of the Club, post notices at the rinks with purposes of the meeting stated and notify Officers and Board Members of scheduled meetings.

ARTICLE IV BOARD OF GOVERNORS

SECTION 1. TERM OF OFFICE.

- A. The terms of the members of the board shall be staggered so that four (4) board Members, in the year that the Immediate Past President serves, or five (5) members if the Immediate Past President is not serving, shall be elected each year. Any person elected to serve on the Board shall serve for a two-year term. Officers shall serve for a period of one (1) year beginning with the Fiscal Year July 1, or until their successors are elected, this one (1) year period will be one (1) of their two (2) year term on the Board.
- B. Under no circumstances will the President continue in office for more than four years.
- C. No member shall hold more than one board position at a time.
- D. Only one Patron member may serve on the board at any time and cannot hold an office.
- E. See Article II, Section 3A above regarding Term Limits.

SECTION 2. POWERS AND DUTIES OF THE BOARD OF GOVERNORS.

- A. The Board of Governors shall hold monthly meetings. The dates of such meeting shall be stated by the President, or in his absence, by the Vice-President.

- B. Any three (3) members of the Board of Governors may call a Board meeting upon written notice of all the members of the Board of Governors 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 three (3) members requesting the meeting.
- C. Maintain the General Operating Procedures. They shall create a General Operating Procedures document to use for the purpose of recording procedures enacted by the board and maintain current policies as interpreted from the by-laws. The by-laws shall supersede any decision recorded within the General Operating Procedures.

SECTION 3. QUORUM.

Five (5) members shall constitute a quorum.

SECTION 4. AUTHORITY.

They shall have entire authority in the management of affairs and finances of the Club and shall have general control of all its property. All rights and powers connected therein shall be vested in them.

SECTION 5. RULES.

The Board of Governors shall make such rules as they deem proper respecting the use of the Club's property; prescribe rules for the admission of nonmembers and the expulsion or suspension of members; fix penalties for offenses against the rules and make rules for their government of the committees appointed by them.

SECTION 6. APPROPRIATIONS.

- A. Appropriations within the adopted budget for the Club must be approved by the Board of Governors. Revenues received for special purposes may be expended for such purposes with the approval of the Board of Governors.
- B. Appropriations for special events, such as the Ice Show and Competitions shall be made after the approval of the budget for that event. Thereafter, the chairs for the event shall be responsible for appropriations within the budget. Any further appropriations beyond the approved budget must first be approved by the Board of Governors after presentation to the Board of Governors by the Chairs of the event with rationale therefore.

SECTION 7. AUDITS.

The Board of Governors shall at a minimum audit the records of the Treasurer each time there is a change in the occupant of the position; the Board of Governors may audit the records of the Secretary and of the Committees. Records may be audited by the Board of Governors at any time during the Treasurer's tenure at their discretion. The Board of Governors may appoint a qualified individual or organization from either inside the Club or outside the Club to conduct such audit(s).

SECTION 8. INDEBTEDNESS.

The Board of Governors shall have power to limit the indebtedness of a member of the Club to the Club and to suspend or expel such member for failure to comply with the requests of the Board consistent with the provisions of the By-laws.

SECTION 9. DELINQUENT DUES.

Membership dues and ice time from the previous membership year shall be paid in full at the time of application or renewal of application for membership. If such indebtedness is not paid in full, and the Treasurer has been unsuccessful in attempts to resolve the matter within 60 days of the first attempt at collection, the Board, in its discretion, upon a majority vote, may refuse to continue the membership of the indebted member (including the membership of any minor children for whom he is responsible for their fees), suspend the member's privileges as a

member of the Club, including refusing to permit such member or his children to skate on Club ice time, participate in Club events such as the Club Competition and/or Ice Show, refuse to sign any applications for any qualifying or non-qualifying competition for the indebted member or his children, refuse to permit that member or his children to be tested, refuse to permit such member to hold office on the Board of Governors, or vote in elections.

SECTION 11. SUSPENSIONS, EXPULSION FROM CLUB MEMBERSHIP, POSITION AS STANDING COMMITTEE CHAIRMAN OR TEST CHAIRMAN.

The Board of Governors shall have the power to suspend or expel any member or remove from office the Chair of a Standing Committee, or the Test Chairperson for violations of the Constitution and/or By-Laws or for conduct which they shall deem improper. A member, Standing Committee Chairperson, and/or Test Chairperson must be given two weeks written notice of a proposed suspension, expulsion, or removal from the Club and/or office. The notice shall be sent certified mail return receipt requested to the address given in his annual membership application with the reasons being clearly delineated. If the member, Standing Committee Chairman, or Test Chairman desires a hearing, the member, Standing Committee Chairman, or Test Chairman must make such request in writing to the President; that request must be received by the president within seven days of the member, Standing Committee Chairman, or Test Chairman receiving notice of the proposed Board action. Failure to make such a request in the manner designated will result in waiver of any right to a hearing and the proposed action will become effective on the eighth day after receipt by the member, Standing Committee Chairman, or Test Chairman of the proposed action. If the "delineated reason" for the proposed action is of the nature of a "theft" from the Club or an assault or battery on any member or guest of the Club then in that event, the member, Standing Committee Chairman, or Test Chairman shall be deemed to be "suspended" upon the date he receipts for the notice of the proposed action, pending resolution of the proposed action by the Board of Governors. In all other proposed actions, the member, Standing Committee Chairman, or Test Chairman shall remain in his position pending resolution by the Board of Governors of the proposed action or acceptance of the proposed action by the member, Standing Committee Chairperson, or Test Chairman. The member, Standing Committee Chairman, or Test Chairman may be represented by a person of his choosing at the hearing, said hearing to take place within two weeks of the receipt of request for hearing by the President. The hearing shall be closed to the public but open to the membership. Notice of the hearing date shall be posted on the Club Website and conveyed in writing to the person who requested the hearing by First Class Mail and/or orally by the President. A quorum of the Board of Governors shall have the right to make the final decision regarding the proposed action which is not subject to any further appeal.

SECTION 12. READMIT TO MEMBERSHIP.

The Board of Governors may at a regular Board Meeting readmit to membership any former member whose resignation has been fully accepted. Such readmission must be passed on by the 2/3 (two-thirds) majority vote of the Board of Governors. No rejected candidate shall be again proposed for reinstatement within six months after rejection.

SECTION 13. DROP AND REINSTATE TO MEMBERSHIP.

The Board shall have the right to reinstate Members who have been suspended upon a majority vote of the Board. It is at the Board's discretion how long such suspension shall last.

SECTION 14. STANDING COMMITTEES.

The Board of Governors shall approve all standing committee chairmen selected by the President. The Board of Governors shall have full authority over them except as hereinafter provided and shall appoint such other committees as shall seem to them necessary.

SECTION 15. US Figure Skating DELEGATE.

The Board of Governors shall elect a Delegate or Delegates to the Governing Council of the US

Figure Skating. The Club Secretary or President shall inform the US Figure Skating Secretary, in writing of the name and address of the delegate(s) elected per USFS submission policy. Said delegate(s) shall attend the US Figure Skating meetings either in person or by proxy. The Board may, as it sees fit, pay the traveling expenses or portion thereof of the Delegate(s) to the US Figure Skating meetings.

SECTION 16. EXPENDITURES AND REVENUE.

The Board of Governors shall review and act upon:

- A. The Treasurer's report of anticipated expenditures and sources of revenue for the coming year.
- B. The Board of Governors shall also review and act upon the budgets proposed by the Chairs of any competition sanctioned by the Club and the Ice Show Chairs.
- C. The tax return compiled by the Treasurer or tax accountant approved by the Board, filed annually.
- D. The Board of Governors shall have the right to veto expenditures by any committee chair upon a vote of the majority of the Board of Governors.

SECTION 17. BOARD OF GOVERNORS LIMITATION.

The position of a Board of Governor shall be ipso facto vacated:

- A. If he is declared incompetent by a court of competent jurisdiction.
- B. If he is convicted of a felony offense while serving his term.
- C. If by notice in writing to the Club he resigns his office.
- D. If he no longer is a member of the Club.

SECTION 18. REMOVAL FROM BOARD.

Any member of the Board of Governors including a Club officer may be removed upon a majority vote of the Board of Governors at any meeting and replaced by a person chosen by the President (or Vice President if the President is removed) subject to the approval of the remaining Board of Governor members upon one of the following occurring:

- A. Who is absent for three (3) regularly scheduled monthly meetings of the Board, without rendering sufficient reason for such absences.
- B. For cause as determined by the Board consistent with US Figure Skating rules and By-laws and Constitution of Silver Blades; including a change in the eligibility of a member of the Board of Governors to hold an officer position or serve on the Board that occurs during the current term of service.
- C. A member of the Board of Governors or Club Officer must be given two weeks written notice of a proposed suspension, expulsion or removal from his position as a Club officer or member of the Board of Governors. The notice shall be sent certified mail return receipt requested to the address given in his annual membership application with the reasons being clearly delineated. If the member desires a hearing, the member must make such request in writing to the President; that request must be received by the President within seven days of the member receiving notice of the proposed Board action. Failure to make such a request in the manner designated will result in waiver of any right to a hearing and the proposed action will become effective on the eighth day after receipt by the member of the proposed action. If the "delineated reason" for the proposed action is of the nature of a "theft" from the Club or an assault or battery on any member or guest of the Club then in that event, the member shall be deemed to be "suspended" upon the date he receipts for the notice of the proposed action, pending resolution of the proposed action by the Board of Governors. In all other proposed actions, the member shall remain in his position

pending resolution by the Board of Governors of the proposed action or acceptance of the proposed action by the member. The member may be represented by a person of his choosing at the hearing, said hearing to take place within two weeks of the receipt of request for hearing by the President. The hearing shall be closed to the public but open to the membership. Notice of the hearing date shall be posted on the Club Website and conveyed in writing to the person who requested the hearing by First Class Mail and/or orally by the President. A quorum of the Board of Governors shall have the right to make the final decision regarding the proposed action which is not subject to any further appeal.

SECTION 19. VACANCIES.

The Board of Governors shall fill all vacancies of the Board, with the replacement[s] being appointed by the President with the approval of the Board of Governors. If the vacancy is the position of President, the Vice-President shall assume the position and the Board of Governors shall fill the Vice-President vacancy. In the event that both positions become vacant the Board of Governors shall nominate a temporary President from within the board while the nominating committee proceeds with a ballot for the two open vacancies, following procedures set forth in Article II, Section 2C. A vacancy, however occurring, may be filled by the Board of Governors for the unexpired portion of the term.

SECTION 20. USE OF EMAIL.

- A. The Board may use email for internal (Board member to Board member) communications when such communication is necessary to conduct Club business in a timely and efficient manner; provided, however, that such use does not limit, undermine, prevent or otherwise adversely impact upon the deliberative process necessary in order for the Board to fairly reach consensus regarding the emailed issue or proposal. The secretary and President shall be responsible for assuring that all Board members have seen the email and responded to it, and shall provide proof of same to the Secretary for the Club's permanent records.
- B. Emails provided to the membership in the directory shall only be used for Silver Blades membership, unless permission has been given by the member.

SECTION 21. GENERAL OPERATING PROCEDURES

Any additional policies and procedures are covered in the General Operating Procedures and are considered a supplement to the Constitution and By-Laws of the Silver Blades Figure Skating Club

SECTION 22. BOARD MEMBER AGREEMENT.

All board members will be required to sign the Silver Blades Board Member Agreement at the start of their term. Each board member is expected to follow the guidelines of the agreement. The agreement reads as follows:

As a board member of this Club, I am fully committed and dedicated to the mission and have pledged to carry out this mission. The Silver Blades Figure Skating Club is committed to creating a safe and positive environment for member's physical, emotional and social development and ensuring that it promotes an environment free of misconduct.

I understand that my duties and responsibilities include the following:

1. I promise to be fiscally responsible, with other board members, for this organization. I will make myself aware and knowledgeable regarding our budget and finances and will take an active part in reviewing, approving and monitoring the budget and fundraising to meet the goals of our club.
2. I understand my legal responsibilities and duties for the club and those of my fellow board members. I am responsible for knowing and overseeing the implementation of policies and programs, including the SafeSport Program.

3. I accept the bylaws and general operating guidelines and understand that I am morally responsible for the health and well-being of this club, adhering to the member code of conduct of U.S. Figure Skating.
4. I will actively engage in fundraising for this organization. These may include individual solicitation, undertaking special events and the like. I am making a good faith agreement to do my best and to raise as much money as I can.
5. I will actively promote the club in a positive manner.
6. I will act in good faith and in a manner that I believe to be in the best interest of the club.
7. I promise to treat my fellow board members and other club members with respect and when conflict occurs, I promise to respectfully disagree and work for a compromise that is in the best interest of the CLUB.
8. I will attend board meetings, respond to email discussions and serve on at least one club committee. If I am not able to meet my obligations as a board member, I will offer my resignation.
9. In signing this document, I understand that no quotas are being set and that no rigid standards of measurement and achievement of faith are being formed. Every board member is making a statement of faith about every other board member. We trust each other to carry out the above agreement to the best of our ability.

ARTICLE V

TEST CHAIRPERSON

SECTION 1. TEST CHAIRPERSON.

- A. Term of Office. The Test Chairperson shall be appointed by the President subject to the approval of the Board of Governors at the time other appointments are made by the incoming President. The Test Chairperson may serve unlimited consecutive terms.
- B. Duties. The duties of the Test Chairperson shall be:
 - 1) As stated in the current edition of US Figure Skating publication "Duties of a Test Chairperson"
 - 2) The Test Chairperson may be the Chairperson of the Test Committee and chair its meetings;
 - 3) The Test Chairperson shall also determine test fees in accordance with the guidelines established by the Test Committee subject to the approval of the Board.

SECTION 2. TRIAL JUDGING.

Silver Blades members wishing to trial judge shall contact US Figure Skating to request a Trial Judging packet.

ARTICLE VI

STANDING COMMITTEES

SECTION 1. The Board of Governors shall appoint Standing Committees and hold full authority over them. Detailed duties and responsibilities for each Standing Committee shall be maintained in the General Operating Procedures.

SECTION 2. The Board may establish other committees as it deems necessary. Committees shall be appointed annually by the Board of Governors at a regular meeting after the annual election, and

recorded in the General Operating Procedures.

SECTION 3. ATTENDANCE AT BOARD MEETINGS.

The Chairman of a Standing Committee may be requested by the President to attend meetings of the Board of Governors. They may enter into and take part in all discussions but may not vote.

SECTION 4. The President shall be an ex-officio non-voting member of all Standing Committees.

ARTICLE VII MEMBERSHIP

SECTION 1. MEMBERSHIP IN US FIGURE SKATING.

The United States Figure Skating Association shall have the power and authority to question the Amateur Status of any Club member.

SECTION 2. CLASSES OF MEMBERSHIP.

- A. Individual Membership. Individual members shall be 18 years or older, by July 1st of that year. They shall be entitled to all privileges of the Club. They may vote, hold office, and shall be registered with the United States Figure Skating Association.
- B. Family Membership. Family membership shall consist of at least one Adult and a skater 17 years or younger, by July 1st of that year. These requirements for membership may be waived on an individual basis pending approval of the Board of Governors. Family members shall be entitled to all the privileges of the Club, and shall be registered with US Figure Skating.
- C. Professionals. Professional members shall be 18 years or older, by July 1st of that year and shall hold current membership with the Professional Skaters Association (PSA). They shall be entitled to all privileges of the Club, but shall not hold an Officer position. Only one (1) professional member may be elected to the Board during a term. They shall be registered with US Figure Skating.
- D. Restricted Person. Restricted Person, as defined by US Figure Skating, may be members but shall not vote or hold office. They shall be registered with US Figure Skating.
- E. Associate Membership. Associate membership may be granted, at the discretion of the Board of Governors to skaters who are registered with US Figure Skating and who are a full member in good standing of another US Figure Skating club. An associate member may purchase Club ice, test, and participate in skating related activities as determined by the Board of Governors, but may not vote, hold office, serve on the Nominating Committee, or partake in Club social events.
- F. Officials. Officials shall be 18 years or older, by July 1st of that year. They shall be entitled to all privileges of the Club. They may vote, hold office and shall be registered with US Figure Skating. Annual membership dues shall be waived.
- G. Senior Citizens. Senior Citizens shall be 55 years or older, by July 1st of that year. They shall be entitled to all privileges of the Club. They may vote, hold office and shall be registered with US Figure Skating. Annual membership dues will be a reduced fee determined by the Board of Governors.
- H. Introductory Membership (new to USFS) Introductory membership may be granted to first year club members who have never previously held a US Figure Skating membership. An Introductory membership shall be accompanied by a parent or legal guardian when the skater is 17 years of age or younger. Introductory members shall be entitled to all privileges of the Club and they shall be registered with US Figure Skating.
- I. Patron Membership. Patron members shall be 18 years or older, by July 1st that year. They may vote, serve on the Board of Governors, but shall not hold an Officer position, and shall be

registered with the United States Figure Skating Association. Patron members will not have ice privileges.

SECTION 3. HONORARY MEMBERSHIP.

- A. Honorary members may be elected at any meeting of the Club after recommendation by the Board of Governors, but three (3) negative votes shall reject.
- B. An Honorary member shall be free from any fees, dues and/or assessments. He may represent the Club in exhibitions and attend ice skating sessions under the same rules governing active members. He shall not be nominated or elected to be a member of the Board of Governors, but may be appointed by the Board of Governors to fill a vacancy where he shall have only a vote. Honorary members have no vote unless otherwise provided. He shall have no claim on assets or property of the Club. He shall not represent the Club in competitions.

SECTION 4. APPLICATION FOR MEMBERSHIP.

- A. Application for membership must be made on the Club's formal application or online application and must state his name, address, telephone number, and must include an agreement to comply with the Constitution and the By-Laws.
- B. Membership is on the basis of the same fiscal year period as the Club. Renewal of membership is not a right, but is dependent on member continuing to be in good financial standing with the club. Membership is at the discretion of the Board of Governors who may reject membership applications for reasons set forth in the letter rejecting such membership application.

SECTION 5. RESIGNATION.

Any member, may tender a written resignation of his membership to the Secretary, who shall report the same to the Board of Governors, at their next meeting for their action.

SECTION 6. RESPONSIBILITIES FOR GUESTS.

Members shall be responsible for the conduct and indebtedness of all persons admitted to the Club's property at their request.

SECTION 7. BOARD APPROVAL FOR COMPETITION OR EXHIBITION.

No member or members of the Club shall make entry in the name of the Club in any competition or exhibition except with the verification of membership by one of the four (4) Officers of the Club.

Section 8. CONFLICT RESOLUTION.

If any club member(s) has a complaint against another member(s) for an infraction of any bylaw or rule other than skating rules, they may file such complaint in writing to the board. Such complaint will be investigated according to the following procedure:

Club member must present to the Board of Governors, in writing, their conflict with another club member. Such complaints will be investigated and resolved according to the 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 VIII CLUB MEETINGS

SECTION 1. TIME.

There shall be two (2) stated Club meetings of the membership each year.

- A. Fall Meeting - Selection of Nominating Committee and Budget Approval and Review General Operating Procedures
- B. Spring Meeting - Election of Board Members and Officers, Review and Approve Bylaw Changes and Review General Operating Procedures.

SECTION 2. SPECIAL MEETINGS.

The Secretary shall call special meetings at the discretion of the President, or upon the written request of five (5) Club members in good standing. No financial business shall be transacted nor amendments made to the Constitution or By-Laws at a special meeting except that of which notice was given.

SECTION 3. QUORUM.

Fifteen percent (15%) or fifteen (15) voting members of voting membership shall constitute a quorum, whichever is smaller.

SECTION 4. NOTICES.

Notices of Stated and Special Meetings shall be mailed by the Secretary to every member at least ten (10) days in advance, thereof, and/or shall be posted by the Secretary for the same length of time on the Club Website.

SECTION 5. CALLED GENERAL MEETING.

A general membership meeting may be called upon the petition of not less than 10% of its members having the right to vote, or in the case of less than 50 members, of not less than five (5) members having the right to vote.

SECTION 6. VOTING RIGHTS.

All members over 18 shall have voting rights as described in Article VII, Section 2.

Section 7. PROXIES.

At all general membership meetings, a member may vote by proxy, through another member or a non-member of the member's immediate family, either by signing an appointment or by electronic transmission. Written proof of proxy shall be submitted to the Secretary of the Club prior to or at the time of the meeting.

ARTICLE IX DISCIPLINE

SECTION 1. The Board of Governors may handle matters of discipline and detrimental conduct of Members and parents of Members as the cases arise and as provided in these By-laws and in accord with the US Figure Skating rules.

ARTICLE X FEE, DUES, AND ASSESSMENTS

SECTION 1. DUES.

The dues for all members shall be determined each year by the Board of Governors.

SECTION 2. TEST FEES.

The Club Test Fee shall be determined by the Test Chairman and approved by the Test Committee; subject to the approval of a majority of Board of Governors.

SECTION 3. PROSPECTIVE MEMBERS.

A prospective member may be admitted to one (1) Club Ice session at the current walk-on fee (if space is available) if Club Ice rules so allow and provided he checks in with the Ice Monitor prior to skating the session.

SECTION 4. OUT-OF-TOWN GUESTS.

A visiting skater from an out-of-town member Club of US Figure Skating may be admitted to one (1) Club Ice session at the current walk-on fee (if space is available) if Club Ice rules so allow and provided he checks in with the Ice Monitor prior to skating the session.

ARTICLE XI AMENDMENTS AND CHANGES IN RULES

SECTION 1. AMENDMENTS TO THE CONSTITUTION AND BY-LAWS.

Changes may be made in any meeting, Stated or Special, at which notice was given at least two (2) weeks in advance, of the changes to be made. Notice shall be deemed to be timely made if posted on the official Club Website, or e-mailed to club members, two weeks in advance of any Stated or Special Meeting.

SECTION 2. AMENDMENTS TO THE GENERAL OPERATING PROCEDURES

The Board of Governors shall maintain the General Operating Procedures throughout the year. The club by-laws shall supersede any discrepancies found between the General Operating Procedures and the Club By-laws. General Operating Procedures will be available for viewing on the club website and will be presented at the Fall and Spring Membership meetings.

ARTICLE XII ORDER OF BUSINESS

SECTION 1. SEQUENCE.

At Stated and Special meetings, the following order of business should be observed:

- A. Roll Call
- B. Reading of the Minutes of Previous Meeting
- C. Reports of Officers
- D. Reports of Committees
- E. Election of Officers
- F. Unfinished Business
- G. New Business
- H. Adjournment

ARTICLE XIII RULES OF ORDER

SECTION 1. MOTIONS AND ORDER OR PRECEDENCE.

- A. When a question is before the meeting, no motion shall be entertained except:
 1. To adjourn
 2. To lay on the table
 3. The previous question
 4. To postpone to a certain date
 5. To commit
 6. To amend

7. To postpone indefinitely
- B. When several motions are pending before the meeting, precedence shall be given in the order above, except the first three (3) shall be decided without debate.

SECTION 2. YEAS AND NAYS.

If any two (2) members shall request, the yeas and nays shall be called upon any question, whereupon each 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 3. TO RECONSIDER.

A motion to reconsider must be made by a member who voted with the majority, and at the same or succeeding meeting.

SECTION 4. MAJORITY VOTE.

Except as otherwise provided, all questions shall be determined by a majority vote. The President 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 5. ROBERT'S RULE OF ORDER.

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

SECTION 6. FISCAL YEAR.

The Silver Blades Figure Skating Club's Fiscal Year shall be July 1st to June 30th.

APPENDIX A: CONFLICT OF INTEREST POLICY

ARTICLE I PURPOSE

The purpose of the conflict of interest policy is to protect the Silver Blades Figure Skating Club, Inc. of Greater Kansas City's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a board member or member of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II DEFINITIONS

SECTION 1. INTERESTED PERSON.

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

SECTION 2. FINANCIAL INTEREST.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III PROCEDURES

SECTION 1. DUTY TO DISCLOSE.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

SECTION 2. DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee

members shall decide if a conflict of interest exists.

SECTION 3. PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST.

- A. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- B. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- C. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

SECTION 4. VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY.

- A. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- B. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.