

Part One
Governance and Administration
of
The United States Figure Skating Association

Bylaws of the United States Figure Skating Association

(As amended to May 6, 2017)

ARTICLE I

Name

The name of this organization is “THE UNITED STATES FIGURE SKATING ASSOCIATION.” For all purposes this name may be abbreviated to read “U.S. Figure Skating.” This organization may also be known as and conduct business under the name “U.S. Figure Skating.”

ARTICLE II

Objectives

Mission: As the national governing body, the mission of the United States Figure Skating Association is to provide programs to encourage participation and achievement in the sport of figure skating on ice, and particularly:

- A. To serve as the national governing body in the sport of figure skating on ice as recognized by the United States Olympic Committee (USOC), and to serve as the United States member of the International Skating Union (ISU);
- B. To take all steps necessary to regulate and govern figure skating on ice throughout the United States, including the raising of funds to support activities of U.S. Figure Skating by dues, the sale of publications, the conduct of competitions, carnival assessments, sanction fees and any other lawful means, provided that none of the income of U.S. Figure Skating inures to the private profit of any of its members;
- C. To define and maintain uniform standards of skating proficiency;
- D. To prescribe rules for the holding of and eligibility for tests, competitions, exhibitions, carnivals and all other figure skating activities. To qualify and appoint judges, referees and other officials for all tests, competitions and other figure skating events;
- E. To encourage, guide and assist in the organization of local ice skating clubs, and the attaining of full participation in figure skating by individuals, groups, clubs, schools, colleges and universities throughout the United States;
- F. To organize and sponsor competitions and exhibitions for the purpose of stimulating interest in figure skating on the part of all persons. To assist financially or otherwise, in accordance with the rules of U.S. Figure Skating, the participants traveling to and from and attending such competitions and exhibitions, who would otherwise be unable to participate therein;
- G. To encourage those persons who have demonstrated an ongoing interest in figure skating to continue their participation in figure skating, and where possible, to obtain a college or university education;
- H. To provide an equal opportunity to eligible athletes, coaches, trainers, managers, administrators and officials to participate in eligible athletic competition without discrimination on the basis of race, color, religion, age, gender, gender identity, sexual orientation, national origin, or any other status protected by federal, state or local law, where applicable. To provide fair notice and an opportunity for a hearing to any eligible athlete, coach, trainer, manager, administrator or official before declaring such individual ineligible to participate;
- I. To select members of the Board of Directors and athlete representatives without discrimination on the basis of race, color, religion, age, gender, gender identity, sexual orientation, national origin, or any other status protected by federal, state or local law, where applicable;
- J. To submit to binding arbitration conducted in accordance with the commercial arbitration rules of the American Arbitration Association in any controversy involving its recognition as a national governing body, as provided for in chapter 2205 and successor sections of the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 et. seq., or involving the opportunity of any athlete, coach, trainer, manager, administrator or official to participate in athletic competition, as provided for in the bylaws of the USOC;
- K. To support, by contributions from U.S. Figure Skating and its Memorial Fund, other charitable and educational organizations which are themselves exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended; and
- L. To ensure that the foregoing objectives are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended, and that the activities of U.S. Figure Skating, both direct and indirect, exclusively further these objectives.

ARTICLE III

Fiscal Year

The fiscal year begins on July 1 of each year and ends on June 30 the following year.

ARTICLE IV

Jurisdiction

Section 1 Jurisdiction. U.S. Figure Skating has jurisdiction of figure skating activities on ice in the United States.

Section 2 Geographical Divisions. For the purposes of regulation and control, the geographical area under the jurisdiction of U.S. Figure Skating is divided into three sections as follows:

- A. Eastern Section: Connecticut, Delaware, District of Columbia, Florida, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia and West Virginia.
- B. Midwestern Section: Alabama, Arkansas, Colorado, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Nebraska, New Mexico, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, Texas and Wisconsin.
- C. Pacific Coast Section: Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington and Wyoming.
- D. For synchronized skating only, the state of Colorado is in the Pacific Coast geographical division.

ARTICLE V

Membership

Section 1 Classification. U.S. Figure Skating has nine types of membership:

- A. Clubs which foster figure skating, known as “member clubs”;
- B. Individual persons registered with U.S. Figure Skating who are members of a member club or a collegiate club;
- C. Individual persons who are not home club members of any member club, known as “individual members”;
- D. Honorary members;
- E. Collegiate club and school-affiliated members;
- F. Learn to Skate USA members;
- G. Supportive members;
- H. Synchronized Skating/Theatre On Ice Team members; and
- I. Introductory members.

Section 2 Member Clubs. Member clubs consist of:

- A. Full member clubs;
- B. Provisional member clubs; and
- C. Such other classes as may from time to time be determined by the Governing Council.

Any club fostering figure skating may apply in writing for membership and, if satisfactory and upon compliance with all requirements of U.S. Figure Skating, may be elected a provisional or full member club by a vote of two-thirds of the votes cast of the Governing Council present in person or by proxy at an annual meeting. If an application for membership is received in the period between meetings of the Governing Council, the applicant may be admitted to interim membership until the next annual meeting of the Governing Council in such manner and upon such terms as may be set forth in the official rules of U.S. Figure Skating. Interim and provisional member clubs have only such privileges as are specified therein.

Section 3 Individual Members.

- A. A person not a home club member of any member club
- B. A person may become an individual member upon written application and compliance with the requirements of U.S. Figure Skating.
- C. Individual membership will automatically terminate when an individual member joins a member club as a home club member.

Section 4 Honorary Members.

- A. A person elected as such by a vote of two-thirds of the votes cast of the Governing Council present in person or by proxy at an annual meeting for such terms as the Governing Council may specify in said vote.
- B. Have no voting rights with respect to the government of U.S. Figure Skating, but may be accorded the privilege of speaking when present at official meetings of U.S. Figure Skating, including but not limited to Governing Council; provided, however, that if such person is also a member in any other membership category, such person will have and may exercise voting rights and privileges available to them by virtue of such other membership, including as a delegate to the Governing Council.
- C. May serve, if elected or appointed, in any office or position and exercise all voting and other rights pertaining to the office or position so held.

Section 5 Collegiate Clubs and School-Affiliated Members.

- A. Consist of individual schools, colleges and universities which agree to abide by the rules of U.S. Figure Skating.
- B. Have no voting rights with respect to the government of U.S. Figure Skating.
- C. Any college or university may become a collegiate club member, and any school may become a school-affiliated member at any time upon written application, compliance with the requirements of U.S. Figure Skating and approval of its application by the Membership Committee.

Section 6 Learn to Skate USA Members.

- A. Persons participating in Learn to Skate USA programs.
- B. Are not eligible for participation in the official test structure.

C. Have no voting rights with respect to the government of U.S. Figure Skating.

Section 7 Supportive Members.

A. Organizations and individuals who voluntarily support the sport of figure skating through the payment of annual dues to U.S. Figure Skating.

B. Sports organizations consisting of not-for-profit corporations, federations, unions, associations, clubs or other groups organized in the United States which sponsor or conduct programs in the sport of figure skating on ice may apply to the Membership Committee to become organizational supportive members as may associations of vendors and other like organizations subject to the Board of Directors' approval.

C. Have no voting rights with respect to the government of U.S. Figure Skating.

Section 8 Synchronized Skating/Theatre On Ice Team Members.

A. Consist of registered members who are subject to the rules of U.S. Figure Skating.

B. Have no voting rights with respect to the government of U.S. Figure Skating.

C. May become a synchronized skating/Theatre On Ice team member at any time upon written application, compliance with the requirements of U.S. Figure Skating and approval of its application by the Membership Committee.

Section 9 Introductory Members.

A. Individuals who have never been a full member of U.S. Figure Skating as defined in Section 1 (B) or an individual member as defined in Section 1 (C) of this article;

B. May join only as members of a member club and will be accorded all benefits and privileges of such membership;

C. Will receive a special discounted membership rate for one year only

D. No person may be an introductory member for more than one year even if their membership lapses.

ARTICLE VI

Government

Section 1 Governing Council. The government of U.S. Figure Skating is vested in a Governing Council, which consists of delegates appointed or elected in accordance with Article VII of these bylaws.

Section 2 Board of Directors. The management of the business and affairs of U.S. Figure Skating is vested in and exercised by or under the authority of a Board of Directors, which consists of the persons specified in Article VIII, Section 2, of these bylaws.

ARTICLE VII

Delegates to the Governing Council

Section 1 Qualifications and Tenure. Delegates to the Governing Council:

A. Must be registered members who are at least 18 years of age and are qualified in accordance with the official rules of U.S. Figure Skating.

B. Are appointed or elected annually as of Feb. 1 to serve for one year or until their successors are appointed or elected.

Section 2 Appointment of Full Member Club Delegates. Each active full member club, by action of its duly constituted governing body, must appoint from among its registered home club members a number of delegates, based on the total number of registered members of such full member club during the preceding fiscal year, as shown in the following table.

A. These delegates must meet the qualifications set forth in Section 1 of this article.

B. A certificate of appointment, duly signed by the authorized officer of such full member club must be filed with the U.S. Figure Skating secretary in care of U.S. Figure Skating headquarters.

Number of Total Registrations	Number of Delegates	Number of Total Registrations	Number of Delegates
25 but fewer than 50	1	450 but fewer than 550	7
50 but fewer than 100	2	550 but fewer than 650	8
100 but fewer than 150	3	650 but fewer than 750	9
150 but fewer than 250	4	750 but fewer than 850	10
250 but fewer than 350	5	850 but fewer than 950	11
350 but fewer than 450	6	950 or more	12

Section 3 Election of Individual Member Delegates. The individual members from each section may elect, from among those of their number qualified under Section 1 of this article, a number of delegates for that section in proportion to the number of individual members registered in that section during the preceding fiscal year, as shown in the following table:

Number of Individual Members	Number of Delegates	Number of Individual Members	Number of Delegates
25 but fewer than 50	1	450 but fewer than 550	7
50 but fewer than 100	2	550 but fewer than 650	8
100 but fewer than 150	3	650 but fewer than 750	9
150 but fewer than 250	4	750 but fewer than 850	10
250 but fewer than 350	5	850 but fewer than 950	11
350 but fewer than 450	6	950 or more	12

- A. U.S. Figure Skating headquarters will determine the procedures for implementing the individual member delegate election process and will provide these procedures to the individual members with the announcement of the meeting of the Governing Council, as described in Article IX, Section 3, of these bylaws.
- B. The number of candidate(s) (as shown in the table in this Section 3) in each section receiving the most votes will be certified as a delegate(s) for the individual members of that section.

Section 4 Athlete Delegates.

- A. Are equally divided among ladies, men, pairs, ice dance and synchronized skating.
- B. Have, collectively, the number of votes equaling not less than 20 percent of the total permanent member club and individual member votes registered at the prior year's Governing Council in order to provide the athlete delegates with not less than 20 percent of the voting power in the Governing Council, as required by Article XVI, Section 5, of these bylaws. These votes will be equally divided among the athlete delegates, with any fractions rounded up to a whole number.
 - (i) If, at any time during a meeting of the Governing Council, the votes assigned to the athlete delegates fall below 20 percent of the total number of votes of the delegates registered in person or by proxy, the total number of athlete delegate votes will be increased by the number necessary to achieve 20 percent of the voting power in the Governing Council as required by Article XVI, Section 5, of these bylaws. The additional votes will be assigned to, and retained by, the chair of the Athletes Advisory Committee, or in such chair's absence, his or her athlete delegate designee, for the duration of the meeting.
- C. The athlete delegates to the Governing Council are the Athletes Advisory Committee members elected by the athletes in compliance with AACR 1.10.

Section 5 Vacancies. Full member clubs, athlete members and individual members may fill a vacancy among their delegates by filing the appropriate certificate of appointment or election with the U.S. Figure Skating secretary in care of U.S. Figure Skating headquarters.

Section 6 Observers.

- A. Collegiate clubs and provisional member clubs do not have the right, by virtue of such membership status, to appoint delegates to meetings of the Governing Council. They may designate observers to attend meetings of the Governing Council. Such observers, when present, may be accorded the privileges of the floor.
- B. Honorary members, individual members, members of member clubs, collegiate clubs, duly authorized representatives of school-affiliated members and supportive members, and synchronized skating/Theatre On Ice team members may attend meetings of the Governing Council as observers and, when present, will likewise be accorded the privileges of the floor.

Section 7 Voting Rights. On all matters submitted to a vote of the Governing Council, the athlete delegates as a group and each full member club are entitled to the same number of votes as the number of delegates to which they are entitled pursuant to Sections 4 and 2 respectively of this article. Each individual member delegate is entitled to one vote. Observers have no vote at meetings of the Governing Council. No member or class of members except delegates is entitled to vote on matters concerning the purposes, government and management of the affairs of U.S. Figure Skating except as provided for in these bylaws or as prescribed by law.

**ARTICLE VIII
Board of Directors**

Section 1 Powers and Duties. The Board of Directors possesses all the powers and duties necessary or desirable for the management of the business and affairs of U.S. Figure Skating, except such powers and duties as are reserved solely for the Governing Council or otherwise limited by these bylaws.

Section 2 Composition and Qualifications. The voting members of the Board of Directors consist of:

- A. The president,
- B. The three vice presidents each representing a different section,
- C. The secretary,
- D. The treasurer,
- E. The four group coordinators as specified in Article XVI, Section 3,
- F. Two coaches actively engaged in national or international athletic coaching of figure skating on ice, and
- G. Three athlete members of the Board of Directors elected pursuant to Article XV, Section 4 (B).
- H. In addition, those persons specified in Section 4 of this article and honorary members elected in accordance with Section 5 of this article will also be members of the Board of Directors.
- I. Each voting member of the Board of Directors must be:
 - (i) At least 18 years of age,
 - (ii) A registered member in good standing of U.S. Figure Skating, and
 - (iii) Otherwise qualified in accordance with the official rules of U.S. Figure Skating.

Section 3 Terms. The elected members of the Board of Directors, other than the officers and the athlete members of the board, will be elected for a term of one year each and may hold office for no more than three consecutive terms. The terms of service for officers are specified in Article X, Section 2, of these bylaws. The terms of service for athlete members of the Board of Directors are specified in Article XV, Section 4 (B), of these bylaws.

Section 4 Ex-officio and Additional Members.

- A. The immediate past president, the appointed ISU Representative, the representative to the USOC Athletes Advisory Council and those officeholders on the ISU representing the sport of figure skating are non-voting ex-officio members of the Board of Directors.

- B. An athlete member, elected pursuant to Article XV, Section 4 (B), and three additional individuals, one each named from the Professional Skaters Association, Ice Skating Institute and the U.S. Ice Rink Association from among their membership, are non-voting members of the Board of Directors.
- C. Ex-officio and additional members of the Board of Directors may attend in-person meetings of the Board of Directors and, when present, may be accorded the privilege of speaking. Unless expressly invited, ex-officio and additional members of the Board of Directors may not participate in executive sessions of the Board of Directors.

Section 5 Honorary Members. An honorary member of the Board of Directors is a person elected as such by a two-thirds vote of the Board of Directors present in person at a meeting for such term as the Board of Directors may specify in said vote.

- A. Honorary members of the Board of Directors have no vote therein;
- B. However, they may serve, if elected or appointed, in any office or position in U.S. Figure Skating and exercise all voting and other rights pertaining to such office or position.
- C. Honorary members of the Board of Directors may attend in-person meetings of the Board of Directors and, when present, may be accorded the privilege of speaking. Unless expressly invited, honorary members of the Board of Directors may not participate in executive sessions of the Board of Directors.

Section 6 Representatives from other Figure Skating Sports Organizations. U.S. Figure Skating will provide for reasonable direct representation on its Board of Directors for any sports organization which, in the sport for which recognition is sought:

- A. Conducts, on a level of proficiency appropriate for the selection of eligible athletes to represent the United States in international amateur athletic competition, a national program, or regular national amateur athletic competition, and
- B. Ensures that such representation will reflect the nature, scope, quality, and strength of the programs and competitions of such amateur sports organization in relation to all other such programs and competitions in such sport in the United States.
- C. Representatives from other figure skating sports organizations may attend in-person meetings of the Board of Directors and, when present, may be accorded the privilege of speaking, but will have no vote.

Section 7 Attendance by Permanent Committee Chairs. The chairs of the permanent committees specified in Article XVI of these bylaws may attend in-person meetings of the Board of Directors and, if present, may be accorded the privilege of speaking but will have no vote.

Section 8 Chair of the Board. The president will act as the chair of the Board of Directors.

Section 9 Voting Rights. Voting members of the Board of Directors are entitled to only one vote on the board, even though they may be members in more than one of the classes of voting members constituting the Board of Directors.

Section 10 Reports of Action. All actions of the Board of Directors will be reported to the Governing Council not later than the next ensuing meeting of said council and will be subject to alteration or cancellation by the Governing Council, provided that no rights or acts of third parties are adversely affected thereby.

Section 11 Nondiscrimination. Members of the Board of Directors will be selected without discrimination on the basis of race, color, religion, age, gender, gender identity, sexual orientation, national origin, or any other status protected by federal, state or local law, where applicable.

Section 12 Removal. Voting members of the Board of Directors may be removed as follows:

- A. *Officers.* Officers may be removed in the manner set forth in Article X, Section 7, of these bylaws.
- B. *Athlete Members.* An athlete member of the Board of Directors may be removed at any time for cause by a two-thirds vote of the Athletes Advisory Committee (excluding the vote of the affected athlete); provided that
 - (i) Due notice of the meeting of the Athletes Advisory Committee (or of the proposal that the Athletes Advisory Committee take action without a meeting) has been given to the affected athlete; and
 - (ii) The affected athlete is afforded a fair opportunity to be heard by or to submit a written statement to the Athletes Advisory Committee prior to action by the Athletes Advisory Committee.
- C. *Other Voting Members of the Board.* Members of the Board of Directors, other than described in paragraphs A and B of this Section 12, may be removed at any time for cause by a vote of two-thirds of the votes cast of the Governing Council delegates present in person or by proxy provided, however, that:
 - (i) Due notice of the meeting of the Governing Council (or of the proposal that the Governing Council take action without a meeting in accordance with the provisions of Article IX, Section 19, of these bylaws) has been given to the affected director and
 - (ii) The affected director is afforded a fair opportunity to be heard by or to submit a written statement to the Governing Council prior to action by the Governing Council.

Section 13 Vacancies.

- A. Any vacancy in athlete positions on the Board of Directors will be filled by a vote by the athletes in the same manner athletes are elected to serve on the Board of Directors.
- B. All vacancies occurring among the elected voting members of the Board of Directors, other than vacancies in athlete positions on the Board of Directors, will be filled by an affirmative vote of a majority of the remaining directors.
- C. A director elected to fill a vacancy will be elected for the unexpired term of their predecessor in office and may be elected thereafter to serve for the maximum number of terms allowed by these bylaws.

ARTICLE IX

Meetings of Governing Council and Board of Directors

Section 1 Annual Meeting of the Governing Council. The annual meeting of the Governing Council:

- A. Will be held during the months of April or May at the date, time and place selected and announced by the president with

the approval of the Board of Directors not later than the preceding annual meeting of the Board of Directors.

- B. Is the annual meeting of the members for the purposes of the Colorado Revised Nonprofit Corporation Act as hereafter amended from time to time, and the corresponding provisions of any subsequent law.
- C. Will include a caucus of each of the three geographic sections of U.S. Figure Skating. A principal purpose of the caucus will be to elect the members of the Nominating Committee established in Article XV of these bylaws. Each caucus will be convened at the call of the appropriate sectional vice president, or that sectional vice president's designee. The caucus will precede the convening of the Governing Council at a time specified in the notice of the annual meeting of the Governing Council.

Section 2 *Special Meetings of the Governing Council.* Special meetings of the Governing Council may be called at any time:

- A. Upon the written request of 10 percent of the full member clubs,
- B. At the request of the president,
- C. At the request of a majority of the delegates to the Governing Council or
- D. At the request of a majority of the Board of Directors.

Section 3 *Announcements and Notices of Meetings of the Governing Council.*

- A. An announcement of the date and place of each annual meeting will be posted on the U.S. Figure Skating website no fewer than four months prior to the date of the meeting. Once posted, an email will be sent to all member clubs, collegiate clubs, school-affiliated members, honorary members, individual members, athlete delegates, committee chairs and to all members of the Board of Directors informing them that the information is available and of its location.
- B. Notice of meetings of the Governing Council will be posted on the U.S. Figure Skating Members Only website no fewer than 20 days or more than 60 days before the date of the meeting.
- C. The notices of meetings of the Governing Council will state:
 - (i) The date, time and place of the meeting,
 - (ii) The general character of the business proposed to be transacted, and
 - (iii) A description of any matter for which approval of members is sought.
- D. The exact wording of any proposed action need not be stated, except that the specific text of any proposed amendments to these bylaws must be stated, and the names and locations of all clubs to be proposed for provisional and full club membership will be stated.

Section 4 *Presiding Officer of the Governing Council.* The president, or in the president's absence, inability or refusal to attend, the vice presidents in their order, will preside at all meetings of the Governing Council.

Section 5 *Quorum of the Governing Council.* Delegates or proxies representing no fewer than 10 percent of the votes entitled to be cast will constitute a quorum of the Governing Council.

Section 6 *Proxies in the Governing Council.* Proxies may be exercised only at duly called meetings of the Governing Council and may be voted only on matters stated in the notice of the meeting.

A. Full Member Clubs:

- (i) May give a proxy for any one or more of their delegates in the event any such delegate does not attend a meeting in person.
- (ii) The person receiving the proxy must meet the same qualifications required of delegates, except that the proxy holder does not need to be a member of the same club as the delegate from whom they received the proxy.

B. Individual Member Delegates:

- (i) May give a proxy for their vote in the event any such delegate does not attend a meeting in person.
- (ii) The person receiving the proxy must possess the same qualifications required of delegates. A delegate giving a proxy may only give their proxy to another individual member delegate from their same section; however, if no such individual member delegate is available, the proxy may be given to another individual member delegate from another section.

C. Athlete Delegates:

- (i) Athlete delegates may give a proxy to another athlete delegate for any one or more of their votes in the event any such delegate does not attend a meeting in person.

Section 7 *Voting in the Governing Council.*

A. Voting in the Governing Council will be as provided in Article VII, Section 7, of these bylaws.

B. The president or a vice president acting in the president's stead (in addition to any vote or votes the president may have as a delegate or under a proxy or proxies) may vote to decide a tie.

Section 8 *Voting Requirements in the Governing Council.* The affirmative vote of a majority of the votes cast of the Governing Council present in person or by proxy is necessary for the taking of any action in the Governing Council, except in those cases in which a greater percentage is required by these bylaws or by law.

Section 9 *Annual Meeting of the Board of Directors.* The annual meeting of the Board of Directors is held during the months of October or November at the date, time and place selected and announced by the president with the approval of the board.

Section 10 *Regular Meetings of the Board of Directors.* In addition to the annual meeting of the Board of Directors, an in-person meeting of the board will be held in conjunction with the annual meeting of the Governing Council. The Board of Directors will hold up to 10 other regular meetings during the year, anticipated to be on a monthly basis, either by telephone conference call or in person as determined by the president.

Section 11 *Special Meetings of the Board of Directors:*

- A. Special meetings of the Board of Directors may be called upon the request of three members thereof or by the president.

- B. A special meeting must be preceded by at least two days' notice which states the date, time and place of the meeting but need not describe the purpose of the meeting.

Section 12 Announcements and Notices of Meetings of the Board of Directors.

- A. An announcement of the date and place of each annual meeting will be emailed to all members (including ex-officio and honorary members) of the Board of Directors at least two months prior to the date of the meeting.
- B. Notice of meetings of the Board of Directors will be emailed to all members (including ex-officio and honorary members) thereof:
- (i) At least 20 days before the date of the meeting,
 - (ii) Stating the date, time and place of the meeting and the general character of the purposes of the meeting.

Section 13 Presiding Officer of the Board of Directors. The president, or in the president's absence, inability or refusal to act, the vice presidents in their order, will preside at all meetings of the Board of Directors.

Section 14 Quorum in the Board of Directors. The presence in person of no fewer than one-half of the voting members of the Board of Directors will be necessary to constitute a quorum.

Section 15 Voting in the Board of Directors. Voting in the Board of Directors will be as provided in Article VIII of these bylaws.

Section 16 Voting Requirements in the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Board of Directors present in person is necessary for the taking of any action by the Board of Directors, except in those instances in which a greater percentage is required by these bylaws or by law.

Section 17 Rules of Order at Meetings of the Governing Council and the Board of Directors. The rules contained in Robert's Rules of Order, Newly Revised, will govern all meetings of the Governing Council and the Board of Directors in all instances in which they are applicable and in which they are not inconsistent with these bylaws.

Section 18 Telephonic Meetings by the Board of Directors. The Board of Directors may permit any director to participate in a regular or special meeting thereof through the use of any means of communication by which all directors can hear each other during the meeting. A person participating in a meeting in this manner is deemed to be present in person at the meeting.

Section 19 Action by the Governing Council Without a Meeting. Between meetings, votes of the Governing Council may be taken by mail and/or by facsimile at the direction of the president, if a written ballot is delivered by U.S. Figure Skating to every member entitled to vote on the matter.

- A. The written ballot will set forth each proposed action and provide an opportunity to vote for or against the proposed action.
- B. Approval by written ballot will only be valid when:
 - (i) The number of votes cast by ballot equals the quorum required to be present at a meeting authorizing the action, and
 - (ii) 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.
- C. Any solicitation for votes by written ballot will:
 - (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 the election of directors,
 - (iii) Specify the time by which the ballot must be received by U.S. Figure Skating in order to be counted, and
 - (iv) Be accompanied by written information sufficient to permit each person voting to reach an informed decision.
- D. Written ballots may not be revoked.
- E. Notwithstanding the foregoing, any action required or permitted by these bylaws or other provision of law to be taken at a meeting of the Governing Council may be taken without a meeting:
 - (i) If a consent in writing, setting forth the action so taken, is signed by all of the members of the Governing Council entitled to vote with respect to the subject matter thereof.
 - (ii) To be effective action, all such signed written consents must be received by U.S. Figure Skating within 60 days after the date when U.S. Figure Skating receives the earliest dated writing describing and consenting to the action.

Section 20 Action by the Board of Directors Without a Meeting. Between meetings, votes of the Board of Directors may be taken at the direction of the president in the following manner:

- A. Such action without a meeting may be taken if notice (for purposes of this Section 20, the "Notice") is transmitted in writing to each member of the Board of Directors and every member of the Board of Directors by the time stated in the Notice either:
 - (i) Votes in writing for such action or
 - (ii) Votes in writing against such action, abstains in writing from voting, or fails to respond or vote; and fails to demand in writing that action not be taken without a meeting.
- B. The Notice will state:
 - (i) The action to be taken;
 - (ii) The time by which a director must respond;
 - (iii) That failure to respond by the time stated in the Notice will have the same effect as:
 - (a) Abstaining in writing by the time stated in the Notice; and
 - (b) Failing to demand in writing by the time stated in the Notice that action not be taken without a meeting; and
 - (iv) Any other matters U.S. Figure Skating determines to be included in the Notice.
- C. Action is taken only if at the time stated in the Notice:
 - (i) The affirmative votes for such action equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted; and

- (ii) U.S. Figure Skating has not received a written demand by a director that such action not be taken without a meeting other than a demand that has been revoked pursuant to paragraph F of this Section 20.
- D. Any writing by a director under this Section 20 must be in a form sufficient to inform U.S. Figure Skating of the identity of the director, the vote, abstention, demand or revocation of the director, and the proposed action to which such vote, abstention, demand or revocation relates. All communications under this Section 20 may be transmitted or received by electronically transmitted facsimile, email or other form of wire or wireless communication.
- E. Actions taken will be effective at the end of the time stated in the Notice unless the Notice states a different effective date.
- F. Any director who in writing has voted, abstained, or demanded action not be taken without a meeting may revoke such vote, abstention or demand by a writing received by U.S. Figure Skating by the time stated in the Notice.
- G. Any director's right to demand that action not be taken without a meeting is deemed to have been waived unless U.S. Figure Skating receives such demand from the director in writing by the time stated in the Notice and such demand has not been revoked pursuant to paragraph F of this Section 20.
- H. All action taken pursuant to this Section 20 has the same effect as action taken at a meeting of the directors. All writings made pursuant to this Section 20 will be filed with the minutes of the meetings of the Board of Directors.
- I. Notwithstanding the provisions of this Section 20, any action required or permitted by these bylaws or other provision of law to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board of Directors entitled to vote with respect to the subject matter of the action taken.

Section 21 Waiver of Notice. Whenever any notice is required to be given by law, or under the provisions of the articles of incorporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

ARTICLE X Officers

Section 1 Elected Officers. The elected officers will be a president, three vice presidents (one from each of the three sections set forth in Article IV, Section 2, of these bylaws), a secretary and a treasurer.

Section 2 Terms.

- A. The president will be elected to hold office for a term of two years and may hold office for no more than two consecutive terms.
- B. The three vice presidents, the secretary and the treasurer will each be elected to hold office for a term of one year and may hold office for no more than four consecutive terms, except by a vote of two-thirds of the votes cast of the Governing Council delegates present in person or by proxy at the annual meeting of the Governing Council at which they are elected.

Section 3 Executive Director. The executive director is:

- A. Elected by the Board of Directors and
- B. Responsible for and manages the operations of U.S. Figure Skating headquarters and the publication of SKATING magazine and such other operations of U.S. Figure Skating as may from time to time be assigned to the executive director by the Board of Directors.

Section 4 Establishment of Other Offices. The Governing Council may establish such other offices and may appoint such honorary and other officers with such powers and duties as it may from time to time determine.

Section 5 Qualifications of Officers. Each officer of U.S. Figure Skating must be:

- A. At least 18 years of age,
- B. A registered member of U.S. Figure Skating, and
- C. Otherwise qualified to serve in accordance with the official rules of U.S. Figure Skating.

Section 6 Officers of Other National Governing Bodies. No officer will simultaneously serve as an officer of any other amateur sports organization which is recognized by the U.S. Olympic Committee as a national governing body.

Section 7 Removal. Any officer may be removed at any time for cause by a two-thirds vote of the Board of Directors (excluding the vote of the affected officer) provided:

- A. Due notice of the meeting of the board (or of the proposal that the Board of Directors take action without a meeting in accordance with the provisions of Article IX, Section 20, of these bylaws) has been given to the affected officer and
- B. The affected officer is afforded a fair opportunity to be heard by the board or to submit a written statement to the board prior to action by the Board of Directors.
- C. Such action by the Board of Directors will be final and binding and, therefore, will not be subject to action by the Governing Council as otherwise provided by Article VIII, Section 10, of these bylaws.

Section 8 Vacancies. All vacancies in the elected officer positions will be filled by an affirmative vote of a majority of the remaining directors. An officer elected to fill a vacancy will be elected for the unexpired term of such officer's predecessor in office and is eligible to be elected thereafter to serve for the maximum number of terms allowed by these bylaws.

ARTICLE XI President

Section 1 Duties. The president:

- A. Presides at all meetings of the Governing Council and the Board of Directors;
- B. Generally supervises the activities of U.S. Figure Skating;
- C. Signs all agreements and contracts made by U.S. Figure Skating where the amount of the financial commitment exceeds \$50,000;

D. Appoints:

- (i) The chairs of the permanent committees, with the exception of the Athletes Advisory Committee, the Audit Committee and the Finance Committee;
- (ii) The representatives and delegates to the ISU and such other organizations with which U.S. Figure Skating is affiliated;

E. Serves as U.S. Figure Skating's representative to the USOC National Governing Bodies Council; and

F. Has the right to remove the chairs in paragraph (D)(i), subject to the provisions of Article XVI, Sections 2 and 4, of these bylaws, and the representatives in paragraph (D)(ii) with the concurrence of the Board of Directors, provided that such power does not extend to the appointment or removal of any officeholders elected by the Governing Council.

Section 2 Membership on Committees. The president is an ex-officio member of all committees except the Nominating Committee.

ARTICLE XII

Vice Presidents

Section 1 Duties.

A. The vice presidents, in their order, will perform the duties of the president in the president's absence, inability or refusal to act.

B. With respect to the section in which each resides when elected, the vice presidents will be responsible for:

- (i) All matters relating to the advancement of figure skating in all its branches;
- (ii) The promotion of harmony among all of its members and member clubs;
- (iii) The solution of problems; and
- (iv) The carrying out of the government and purposes of U.S. Figure Skating in cooperation with its officers and committees.

ARTICLE XIII

Secretary

Section 1 Duties. The secretary:

A. Keeps or causes to be kept the records of U.S. Figure Skating and of all meetings of the Governing Council and the Board of Directors;

B. Prepares or causes to be prepared minutes of all meetings of the Governing Council and the Board of Directors;

C. Issues notices of all meetings of the Governing Council and the Board of Directors; and

D. With the president, signs all agreements and contracts made by U.S. Figure Skating where the amount of the financial commitment exceeds \$50,000 and if so directed by the Governing Council or the Board of Directors.

ARTICLE XIV

Treasurer

Section 1 Duties. The treasurer:

A. Serves as chair of the Finance Committee;

B. Has general control and supervision of the finances of U.S. Figure Skating, including the examination of the books, accounts and records of all officers, committees and persons who handle any of the financial affairs of U.S. Figure Skating;

C. Will cause to be prepared an annual itemized budget for submission to each annual meeting of the Governing Council;

D. Supervises and regulates the carrying out of such budget as adopted by the Governing Council.

E. Will cause to be kept full and correct accounts of the receipts and expenditures and of the property of U.S. Figure Skating in books belonging to U.S. Figure Skating.

F. Will cause to be deposited all monies received in the name and to the credit of U.S. Figure Skating in such depositories as the treasurer or the Board of Directors may designate from time to time;

G. Will disburse or cause to be disbursed the funds of U.S. Figure Skating;

H. With the approval of the Board of Directors, has authority to invest and reinvest funds and to sell, exchange, assign and transfer securities and other investment assets belonging to U.S. Figure Skating;

I. Renders to the president, the Governing Council, and the Board of Directors, whenever requested by any of them, an account of all the transactions as treasurer; and

J. Presents a full financial report each year to the annual meeting of the Governing Council.

ARTICLE XV

Nominations and Elections of Officers and Board of Directors

Section 1 Nominating Committee. Each year a 12-member Nominating Committee will be established consisting of:

A. Nine registered members, none of whom represent the same region, consisting of:

- (i) Three members (one from each section) elected in odd numbered years by the Governing Council full member club delegates and individual member delegates from that section to serve two-year terms; and

- (ii) Six members (two from each section) elected in even numbered years by the Governing Council full member club delegates and individual member delegates from that section to serve two-year terms.

- (iii) Elections will be conducted as set forth in rules NCR 3.00-3.02.

B. Three registered athlete members who satisfy the criteria for athlete representation on U.S. Figure Skating committees set forth in Article XVI, Section 5, of these bylaws, each representing a different section, will be elected by the Athletes Advisory Committee to serve one-year terms.

C. Only athlete members may serve consecutive terms on the Nominating Committee.

- D. Members of the Nominating Committee are ineligible to be nominated or elected for any office, or to be recommended, appointed or elected as a permanent committee chair while they are serving as a member of the Nominating Committee.
- E. The Nominating Committee will elect one of its members to act as the chair of the committee.

Section 2 Nominations for Officers and Directors. The Nominating Committee:

- A. Presents to the annual meeting of the Governing Council in the immediately following year the names of the qualified persons nominated by it for officers and for such number of additional voting members of the Board of Directors as are to be elected pursuant to provisions of Section 4 of this article.
- B. Designates one of the nominees for vice president as first vice president, one as second vice president and one as third vice president.
- C. Receives from the Athletes Advisory Committee the names of the athletes elected in accordance with the provisions of Article XV, Section 4, for presentation to the Governing Council.
- D. Submits a report to be included in the written notice of meetings of the Governing Council as described in Article IX, Section 3, of these bylaws.

Section 3 Other Nominations. Other nominations for such offices and for the Board of Directors may be made in accordance with the procedures set forth in the Nominating Committee Rules.

Section 4 Elections.

- A. The Governing Council, by majority vote of the votes cast of the Governing Council delegates present in person or by proxy, elects:
 - (i) A president, three vice presidents, a secretary and a treasurer to hold office for a term specified in Article X, Section 2, commencing upon the conclusion of the meeting at which elected or until their respective successors are elected and assume office; and
 - (ii) Such number of additional voting members of the Board of Directors as are to be elected pursuant to the provisions in Article VIII, Section 2, of these bylaws for a term specified in Article VIII, Section 3, of these bylaws, commencing upon the conclusion of the meeting at which elected or until their respective successors are elected and assume office.
- B. The Athletes Advisory Committee elects four athlete members of the Board of Directors – one representing each discipline of ice dance, pairs, singles and synchronized skating – pursuant to the provisions of Article VIII, Sections 2 and 4 (B), of these bylaws for a term of one year commencing upon the conclusion of the meeting of the Governing Council at which elections under paragraph A of this Section 4 occur, or until their respective successors are elected and assume office. From the four elected members, three will be voting members and one will be non-voting. The elected chair of the Athletes Advisory Committee will always be a voting member. From the remaining three athlete board members, the non-voting member will rotate annually among the disciplines in alphabetical order.

ARTICLE XVI Committees

Section 1 Permanent Committees. U.S. Figure Skating has the following permanent committees:

- | | |
|--|---|
| 1. Adult Skating | 17. Memorial Fund |
| 2. Athlete Development | 18. Pairs |
| 3. Athletes Advisory | 19. Parents |
| 4. Audit | 20. Program Development |
| 5. Coaches | 21. Rules |
| 6. Collegiate Program | 22. Sanctions and Eligibility |
| 7. Compensation | <u>23. SafeSport</u> |
| 8. Competitions | <u>24. Selections</u> |
| 9. Dance | <u>25. Singles</u> |
| 10. Ethics | <u>26. Special Olympics/Therapeutic Skating</u> |
| 11. Finance | <u>27. Sports Sciences and Medicine</u> |
| 12. Grievance | <u>28. State Games</u> |
| 13. International | <u>29. Strategic Planning</u> |
| 14. International Judges and Officials | <u>30. Synchronized Skating</u> |
| 15. Judges | <u>31. Technical Panel</u> |
| 16. Membership | <u>32. Tests</u> |
| | <u>33. Theatrical Skating</u> |

Section 2 Chairs of Permanent Committees. The chairs of the permanent committees are appointed by the president upon the recommendation of the Nominating Committee with the following exceptions:

- A. The chair of the Athletes Advisory Committee who is elected by athletes from among the athlete representatives to the Board of Directors pursuant to Article VIII, Section 2, of these bylaws;
- B. The Audit Committee; and
- C. The Finance Committee.

With the exception of the chair of the Finance Committee, the chair of a permanent committee may be removed by the president with the concurrence of the Board of Directors.

Section 3 Committee Groups. U.S. Figure Skating committees are organized into four committee groups:

- Group 1: Athlete Services: Athlete Development, Athletes Advisory, Coaches, International, Memorial Fund and Sports Sciences and Medicine.
- Group 2: Membership Development: Collegiate Program, Membership, Parents, Program Development, Special Olympics/Therapeutic Skating and State Games.
- Group 3: Technical: Adult Skating, Competitions, Dance, International Judges and Officials, Judges, Pairs, Selections, Singles, Synchronized Skating, Technical Panel, Tests and Theatrical Skating.
- Group 4: Administrative/Legal: Audit, Compensation, Ethics, Finance, Grievance, Rules, SafeSport, Sanctions and Eligibility, and Strategic Planning.

Coordinators of each committee group are nominated by the Nominating Committee and presented to the Governing Council for election.

Section 4 Special and Ad Hoc Committees. The president, with the concurrence of the Board of Directors, may from time to time designate and appoint or abolish special and ad hoc committees and chairs thereof and special offices and officers, each with such duties as may be determined from time to time by the Board of Directors, or by the president with the concurrence of the Board of Directors. The chairs of special and ad hoc committees and any officers appointed pursuant to this section may, upon the invitation of the president, attend meetings of the Board of Directors and, when present, may be accorded the privilege of speaking.

Section 5 Athlete Representation. At least 20 percent of all committees, subcommittees, task forces and all other types of legislative bodies including the Governing Council, whether permanent, special, ad hoc or otherwise, will consist of individuals who are athletes as defined in Article XXII.

Section 6 Ex-officio Members. Unless a bylaw or official rule provides otherwise, ex-officio members may vote but are not counted in determining the number required for a quorum or whether a quorum is present at a meeting.

Section 7 Reports of Action. All actions of all committees will be reported to the Governing Council and to the Board of Directors at the next ensuing meetings thereof and are subject to alteration or cancellation by the Governing Council or by the Board of Directors, provided that no rights or acts of third parties will be adversely affected thereby.

ARTICLE XVII

Duties and Jurisdiction of Permanent Committees and the Nominating Committee

Section 1 Jurisdiction of Committees. Each permanent committee, subject to the provisions of the official rules of U.S. Figure Skating and to the control of the Board of Directors, and the Nominating Committee, has jurisdiction of all matters as defined in the committee rules of such committee.

Section 2 Enforcement of Official Rules. Each permanent committee and the Nominating Committee has the duty and power of enforcing and carrying out the official rules which relate to the matters within its jurisdiction.

Section 3 Formulation of Rules. Each permanent committee and the Nominating Committee has the duty of formulating rules for the matters within its jurisdiction and of keeping said rules current and up to date. Any rule changes so formulated will be submitted to the Board of Directors for action, and no rules or changes will be effective until approved and published as provided in Article XX of these bylaws.

ARTICLE XVIII

Composition of Permanent Committees

Section 1 General Provisions.

- A. Each permanent committee will consist of no fewer than nine voting members, however, the Rules Committee and the Sports Sciences and Medicine Committee may consist of no fewer than three voting members; and the Audit Committee, the Compensation Committee, the Finance Committee and the Grievance Committee will be of such size as specified in Section 2 of this article.
- B. The members insofar as practical will be evenly divided among the three sections.
- C. Pursuant to the provisions of Article XVI, Section 2, of these bylaws, the chairs of permanent committees, except the Athletes Advisory Committee, the Audit Committee and the Finance Committee, will be appointed annually by the president to hold office for one year from the conclusion of the annual meeting of the Governing Council for that year or until their respective successors are appointed and assume office.
- D. The members of permanent committees, except the Audit Committee, Compensation Committee, Finance Committee and Grievance Committee, will be appointed annually by their chairs to hold office for one year or until their successors are appointed and assume office. Said chairs may remove such members with the concurrence of the president.
- E. The chairs and all members of permanent committees must be:
 - (i) At least 18 years of age,
 - (ii) A registered member in good standing of U.S. Figure Skating, and
 - (iii) Otherwise qualified to serve in accordance with the official rules of U.S. Figure Skating.

Section 2 Specific Committee Provisions. The following committees will be composed as indicated, and all members of such committees will hold office for one year from the conclusion of the annual meeting of the Governing Council for that year or until their respective successors are appointed and assume office.

- A. The *Audit Committee* consists of at least three and not more than five members, a majority of whom are not members of the Board of Directors. The president appoints the members with the approval of the Board of Directors. Each member must:
 - (i) Be free of any material relationship that would interfere with the exercise of their independent judgment and
 - (ii) Meet any other requirements for independence, expertise or qualifications set forth in the Audit Committee Rules or policies and procedures established by and for the Audit Committee.
 - (iii) The members of the Audit Committee designate the chair of the committee.
- B. The *Compensation Committee* consists of at least three and not more than five members, all of whom are members of the Board of Directors. The president appoints the members, with the approval of the Board of Directors. Each member must:
 - (i) Be free of any material relationship that would interfere with the exercise of their independent judgment; and
 - (ii) Meet any qualifications set forth in the Compensation Committee Rules or policies and procedures established by and for the Compensation Committee.
- C. The *Finance Committee* consists of:
 - (i) The treasurer, who serves as chair of the committee;
 - (ii) The immediate past treasurer; and
 - (iii) Six members appointed by the chair for their financial business experience.
 - (iv) The executive director, the chair of the Strategic Planning Committee, and the controller of U.S. Figure Skating will be ex-officio members of the Finance Committee.
- D. The *Grievance Committee* will constitute the member pool from which at least two-thirds of the members of any Hearing Panel will be drawn. Each year one-third of the committee will be appointed for a three-year term. The committee consists of:
 - (i) A chair annually appointed by the president, and
 - (ii) 34 members appointed for three-year terms as follows:
 - (a) Three U.S. Figure Skating members from each region appointed by the appropriate sectional vice president, and
 - (b) Seven athletes as defined in Article XXII appointed by the chair of the Athletes Advisory Committee (herein called "Athlete Members of the Grievance Committee").

ARTICLE XIX

U.S. Figure Skating Memorial Fund

Section 1 Establishment of Fund. There is hereby established within U.S. Figure Skating a special fund which may be referred to as the "U.S. Figure Skating Memorial Fund."

- A. The fund is managed and administered by the Memorial Fund Operating Committee as more fully described in Section 4 of this article.
- B. The fund is to be promoted by the activities of the Memorial Fund Committee described in the Memorial Fund Committee Rules.

Section 2 Purpose of Fund. The purpose of the U.S. Figure Skating Memorial Fund is to memorialize in a manner that would be of assistance to future aspiring figure skaters the 1961 United States World Figure Skating Team, coaches and officials who lost their lives in the tragic crash of their airplane near Brussels, Belgium, on Feb. 15, 1961, while en route to the World Championships in Prague, Czechoslovakia.

Section 3 Receipt of Property.

- A. U.S. Figure Skating will receive, accept, take, hold, deal with, disburse and dispose of all property given, transferred, conveyed, devised or bequeathed to the U.S. Figure Skating Memorial Fund only in the manner hereinafter authorized and only for the objects, purposes and uses specified in Article II of these bylaws.
- B. Contributions to the U.S. Figure Skating Memorial Fund may be received:
 - (i) In the memory of a specific person;
 - (ii) As an unrestricted gift; or
 - (iii) As a restricted gift, subject to IRS rules and regulations, for the use and benefit of such worthy skaters as U.S. Figure Skating member club or clubs specified by the donor may from time to time select through action of their governing boards, provided, however, that restricted gifts may be subject to a 10 percent contribution to the general funds of U.S. Figure Skating to cover administrative costs and to promote the general purposes of the U.S. Figure Skating Memorial Fund.

Section 4 Memorial Fund Operating Committee.

- A. The Memorial Fund Operating Committee consists of:
 - (i) The president;
 - (ii) The chair of the U.S. Figure Skating Memorial Fund Committee; and
 - (iii) Such additional members as may be appointed annually by the president.
- B. It is the responsibility of the U.S. Figure Skating Memorial Fund Operating Committee to determine the policy of the Memorial Fund, especially with regard to investments and operating policies.
- C. Decisions of the Memorial Fund Operating Committee may be reached by a vote of a majority of the members of the committee acting in person at a meeting or by telephone, telegram or mail.

Section 5 Memorial Fund Scholarships. The Memorial Fund Committee may award scholarships to assist deserving and

promising figure skaters who are in need of financial assistance in order to continue their education in competitive figure skating and/or to obtain a college or university education:

- A. By paying to or for the benefit of such skaters the cost of all or any part of the expenses incurred for coaching, ice time, travel to qualifying competitions, skates, competition skating attire and the like, and/or tuition, board and lodging while attending the colleges or universities of their choice.
- B. Race, color, religion, age, gender, sexual orientation or national origin will not be considered in the selection of recipients for such awards.

Section 6 Applications Procedures.

- A. The U.S. Figure Skating Memorial Fund Committee will establish procedures, rules and regulations governing the receipt and review of applications for academic and skating scholarships and the designation of those applicants who are to receive such scholarships in order to ensure that the scholarships are properly granted and used.
- B. The Memorial Fund Committee may establish such criteria and eligibility standards and adopt such application forms and reports to aid them in determining those applicants who are promising and deserving recipients of awards of scholarships, in allocating the same from the funds available for such purposes, and ensuring that such awards are properly made and used as are not inconsistent with this article.

Section 7 Internal Procedures and Accounting.

- A. U.S. Figure Skating will adopt and employ such internal administrative procedures and accounting methods as may be necessary and appropriate to maintain the functions of the U.S. Figure Skating Memorial Fund.
- B. Such procedures and methods include:
 - (i) The creation and use of banking and investment accounts for the U.S. Figure Skating Memorial Fund separate from those of U.S. Figure Skating, and
 - (ii) Other means sufficient to prevent the commingling of the funds and property of the U.S. Figure Skating Memorial Fund with the general funds and property of U.S. Figure Skating.

**ARTICLE XX
Official Rules**

Section 1 Rules and Regulations.

- A. The Governing Council, and in the intervals between meetings of the Governing Council, the Board of Directors may adopt, publish, enforce and change rules and regulations consistent with the provisions of these bylaws for the regulation and carrying out of the purposes, government and management of the affairs of U.S. Figure Skating.
- B. Such rules and regulations entitled "Official Rules of U.S. Figure Skating":
 - (i) May be adopted by either body on its own motion or as a result of reports of one or more of the committees specified in Article XVI, Sections 1 and 4 of these bylaws; and
 - (ii) Are published in such manner and become effective at such time as is provided in Section 3 of this article.
- C. In the absence of such rules and regulations, the powers and duties of carrying out the purposes, government and management of the affairs of U.S. Figure Skating remain vested in the Governing Council and Board of Directors as herein provided.

Section 2 Publication of Rulebook, Contents. U.S. Figure Skating will publish each year, by July 1, an annual rulebook containing the bylaws, the official rules of U.S. Figure Skating and such other matters as may from time to time be determined by the Board of Directors.

Section 3 Effectiveness. Such rules and regulations or any amendments thereto become effective on July 1 each year or upon such specific date as may otherwise be stated in the motion of adoption thereof.

**ARTICLE XXI
Prerequisites to Participation in U.S. Figure Skating Activities**

Prerequisites.

- A. Any person who is a member in good standing of a member club, collegiate club or an honorary or individual member and is registered with U.S. Figure Skating and is otherwise eligible to do so in accordance with the official rules of U.S. Figure Skating has the opportunity to participate in the activities of U.S. Figure Skating, including but not limited to:
 - (i) The opportunity to compete in competitions, take tests and participate in carnivals and exhibitions sponsored by U.S. Figure Skating; and
 - (ii) The opportunity to serve as an officer, a director or committee member or as an official in figure skating.
- B. U.S. Figure Skating does not discriminate on the basis of race, color, religion, age, gender, gender identity, sexual orientation, national origin, or any other status protected by federal, state or local law, where applicable.

ARTICLE XXII

Definition of Athlete

Section 1 Definition of Athlete. For all purposes set forth in these bylaws or the official rules of U.S. Figure Skating, an athlete is defined as a member meeting the prerequisites of Article XXI of these bylaws and:

- A. Any person who has competed in a sectional championship in singles, pairs or ice dance in a qualifying event, or U.S. Figure Skating Championships, the U.S. Junior Figure Skating Championships or the U.S. Synchronized Skating Championships during the prior five years; or
- B. Any person who has placed first through fourth in singles, pairs or ice dance in the U.S. Collegiate Figure Skating Championships or the U.S. Adult Figure Skating Championships during the prior five years; or
- C. Any person who has competed for U.S. Figure Skating as a member of the U.S. Figure Skating team as defined in ICR 3.04 and ICR 4.01 within the prior 10 years.

Section 2 Athlete Service on U.S. Figure Skating Bodies. An athlete who is elected, selected or appointed for service as an Athlete Delegate to the Governing Council, on the Athletes Advisory Committee, Board of Directors, Nominating Committee, International Committee, International Committee Management Subcommittee, Synchronized Management Subcommittee or Selections Committee must have competed in either:

- A. A championship (senior) or junior event at the most recent U.S. Figure Skating Championships or U.S. Synchronized Skating Championships, or
- B. An international competition as defined in Section 1 (C) of this Article XXII, within the 10 years preceding election.

ARTICLE XXIII

Registration

Section 1 Registration Requirement Generally.

- A. A registered member is a person registered in accordance with this article who is a member of a member club, a collegiate club, an individual member or an honorary member.
- B. Every officer, committee member and member of the Board of Directors and every delegate to the Governing Council, every referee, judge and accountant or other official in figure skating, and figure skaters who are members of a member club, collegiate club, or an honorary or individual member are to be registered annually with U.S. Figure Skating.

Section 2 Registration Procedure.

- A. Member clubs and collegiate clubs are responsible for:
 - (i) The collection of registration fees from their members,
 - (ii) The issuance of registration cards thereto, and
 - (iii) The submission of lists of their registered members together with the amount of the fees therefore to U.S. Figure Skating.
- B. Registration of individual members is in accordance with, and the annual fee is to be included in, the dues collected pursuant to the Membership Rules.

Section 3 Registration Cards. Registration cards are valid from July 1 of a year (and the month immediately prior) through June 30 of the following year and renewable before July 31 of that following year.

Section 4 Registration Monies. All monies received from registration fees become part of the general funds of U.S. Figure Skating.

ARTICLE XXIV

Resignations

Any member club, collegiate club, school-affiliated member or synchronized skating/Theatre On Ice team member may resign from U.S. Figure Skating after payment of all dues and other fees then due, including those for the fiscal year in which the resignation is tendered, by mailing written notice of resignation to U.S. Figure Skating headquarters.

ARTICLE XXV

Grievance and Disciplinary Proceedings

Suspension, Expulsion and Loss of Membership Privileges

Section 1 Delinquent Financial Obligations.

- A. Any member club, collegiate club, school-affiliated member or individual member which fails to make payment of dues, registration fees or any other financial obligations due U.S. Figure Skating by the Jan. 1 next succeeding the due date will be considered delinquent and will lose all privileges of membership.
- B. Payment of the delinquent obligations at any time prior to the date of the immediately following annual meeting of the Governing Council will restore the privileges of membership.

Section 2 Expulsion of Delinquent Members.

- A. At each annual meeting of the Governing Council, the treasurer will submit a list of all member clubs, collegiate clubs, school-affiliated members and individual members which are delinquent with respect to the payment of dues, registration fees or any other financial obligations due U.S. Figure Skating and will recommend appropriate action to be taken with respect thereto.

- B. Any such delinquent member club, collegiate club, school-affiliated member or individual member may be permanently expelled from membership by a majority vote of the delegates present in person or by proxy at such meeting provided that the delinquent member:
- (i) Has first been afforded notice of the proposed expulsion; and
 - (ii) Has been afforded an opportunity to be heard pursuant to a fair and reasonable procedure established by the board as written policy of U.S. Figure Skating.

Section 3 Grievance and Disciplinary Proceedings. All grievance and disciplinary procedures must be filed and resolved pursuant to the procedures outlined in this section and in the Grievance Committee Rules and Ethics Committee Rules. The forms and instructions for filing a grievance are available from U.S. Figure Skating headquarters upon request of a member or member club.

- A. *Grievance Proceedings* (Except for matters subject to the jurisdiction of the United States Center for Safe Sport under Section 4 of this article):

(i) *Scope:*

- (a) Any U.S. Figure Skating member or member club aggrieved or harmed by the alleged violation of a U.S. Figure Skating bylaw or rule by any other U.S. Figure Skating member or member club may bring a grievance citing the alleged violation of the U.S. Figure Skating bylaw or rule.
- (b) The member or member club must be a member in good standing both at the time the grievance is filed and at the time of the alleged violation of the U.S. Figure Skating bylaw or rule.
- (c) Such grievance must include the allegation that violation of a specific U.S. Figure Skating bylaw or rule caused harm to the Grievant.

(ii) *Time period:* A grievance must be filed:

- (a) Within 60 days of the occurrence of the alleged violation, or
- (b) Within 60 days of the discovery of the alleged violation, or
- (c) In the case of a minor, within 60 days after the minor's 18th birthday, whichever is later.

(iii) *Requirements:* The specific Grievance Statement filing requirements and hearing procedure guidelines for a grievance that proceeds under Section 3 (A) are found in the Grievance Committee Rules (GCR).

- B. *Disciplinary Proceedings* (Except for matters subject to the jurisdiction of the United States Center for Safe Sport under Section 4 of this article):

(i) *Scope:* A vice president, by referral to the chair of the Ethics Committee, or the chair of the Ethics Committee, after a referral by a vice president, or the chair of the Grievance Committee pursuant to applicable Grievance Committee or Ethics Committee Rules, may initiate disciplinary proceedings as to any matter arising under GR 1.01, GR 1.02 or GR 1.03.

(ii) *Review:* Upon referral of the matter by a vice president or the chair of the Grievance Committee, the chair of the Ethics Committee has 30 days to review the matter.

- (a) If the chair of the Ethics Committee determines that further proceedings are not warranted, the chair of the Ethics Committee will so advise, in writing, the person initiating the disciplinary proceeding and the person(s), if any, who filed the complaint or grievance.
- (b) If the chair of the Ethics Committee determines that further proceedings are warranted, the chair of the Ethics Committee will so advise, in writing, the person initiating the disciplinary proceeding and indicate either:
 1. That such person or the person(s), if any, who filed the complaint or grievance may file a Grievance Statement (in which case the person who files the Grievance Statement will be the "Grievant") or
 2. Alternatively, and at the discretion of the chair of the Ethics Committee, that the chair of the Ethics Committee has decided to file a Grievance Statement (in which case U.S. Figure Skating will be the "Grievant" with the chair of the Ethics Committee acting on behalf of U.S. Figure Skating).

(iii) The specific Grievance Statement filing requirements and hearing procedure guidelines for a "Disciplinary Proceeding" under this Section 3 (B) are found in the Ethics Committee Rules (ECR).

- C. *Appeal from Regular Grievance or Disciplinary Proceedings* (Except for matters subject to the jurisdiction of the United States Center for Safe Sport under Section 4 of this article):

(For appeals from Expedited Hearings, refer to this Article XXV, Section 3 (D), of the U.S. Figure Skating bylaws and the Grievance Committee Rules (GCR)).

(i) *The Appellate Panel:* The Appellate Panel consists of three persons appointed by the chair of the Grievance Committee, with the approval of the president, for a one-year term.

- (a) One appointed member must be an athlete, and all members of the Appellate Panel must meet one of the following qualifications:
 1. Member of the Board of Directors within the 10 years prior to the appointment (but is not currently a member of the board);
 2. Chair of either the Ethics or Grievance Committee within the 10 years prior to the appointment (but is not currently serving as Ethics or Grievance Committee chair); or
 3. An attorney licensed to practice in any state.
- (b) If one or more of the appointed persons has a conflict of interest or was the referring vice president or chair of the Ethics or Grievance Committee when the grievance was first filed (or served in any such capacity while the grievance was pending), a substitute panelist will be appointed by the chair of the Grievance Committee, with the

approval of the president, to serve for that appeal. The substitute panelist must meet the same qualifications as the appellate panel member.

(c) An Appellate Panel will retain jurisdiction of any appeal that is filed during its one-year term.

(ii) *Notice of Appeal:*

(a) Either the Grievant or the Respondent may appeal the decision of the Hearing Panel for either a grievance or disciplinary matter to the Appellate Panel by filing a written notice of appeal, including statement of the grounds for such appeal, with the chair of the Grievance Committee within 30 days of the receipt of the Hearing Panel's decision.

(b) Upon receiving written notice of appeal, the chair of the Grievance Committee will promptly notify, in writing, and deliver a copy of the notice of appeal to the members of the Appellate Panel, the chair of the Hearing Panel and all other parties to the proceeding.

(c) Other parties to the proceeding may, within 10 days of receipt of the notice of appeal, submit a written statement in response to the appeal; such statement must be delivered to all other parties to the proceeding and the chair of the Grievance Committee.

(d) The chair of the Hearing Panel must promptly deliver the record of the hearing to the U.S. Figure Skating secretary and the Administrative/Legal Group coordinator after receipt of the notice of appeal.

(iii) *Appeal Guidelines:*

(a) An appeal of a decision of a Hearing Panel will be based solely upon an allegation that such panel acted erroneously and must include the allegation that the Hearing Panel incorrectly interpreted or applied the applicable U.S. Figure Skating bylaws or rules, or erred in the analysis of such bylaws or rules as applied to the facts at hand.

(b) The Appellate Panel's decision on the appeal must be based solely on the record of the hearing delivered by the Hearing Panel. No new evidence may be presented.

(c) The Appellate Panel members will each receive a copy of the record of the hearing and, within 30 days of receipt of the record of hearing, the Appellate Panel will meet in person or by telephone conference call to review the appeal.

(iv) *Appellate Panel's Decision:*

(a) The Appellate Panel will issue its written decision within 10 days of the conclusion of its meeting pursuant to Section 3 (C)(iii) of Article XXV.

(b) The decision will be delivered to the parties to the proceeding and to the chair of the Grievance Committee.

(c) The decision of the Appellate Panel will be final on its terms, unless the decision involves a matter that is subject to being submitted to arbitration as described in Section 3 (C)(v) of Article XXV.

(v) *Arbitration:*

(a) If the decision of the Appellate Panel arises from a controversy involving recognition of U.S. Figure Skating as a national governing body or involves the opportunity of any eligible athlete, coach, trainer, manager, administrator or official to participate in athletic competition as protected by the USOC bylaws, upon demand of the affected person the decision of the Appellate Panel may be submitted to arbitration in accordance with applicable provisions of the USOC bylaws and the rules of the American Arbitration Association.

(b) Such arbitration will be conducted at the office of the American Arbitration Association nearest to the headquarters of U.S. Figure Skating unless the parties otherwise agree.

(c) The decision of the American Arbitration Association and any charges of the arbitrator will be borne by the party against whom the decision of the arbitrator is rendered except as otherwise agreed by the parties.

D. *Expedited Proceedings:*

(i) Notwithstanding any other provisions of the U.S. Figure Skating bylaws or rules to the contrary, when compliance with regular procedures contained in this Section 3 would not, in the discretion of the chair of the Grievance Committee, be likely to produce a sufficiently early decision to do justice to the affected parties, including, but not limited to matters affecting an ongoing, scheduled or impending U.S. Figure Skating qualifying competition or any competition protected by the USOC bylaws or the Ted Stevens Olympic and Amateur Sports Act, the matter may be summarily heard and decided on an expedited basis in accordance with provisions of applicable U.S. Figure Skating Grievance Committee Rules (GCR).

(ii) The member or member club subject to an expedited grievance or disciplinary proceeding must be given such notice and opportunity for a hearing as time and circumstances may reasonably dictate within the discretion of the chair of the Grievance Committee.

(iii) Expedited hearings may be conducted at the site of the athletic competition, at a site convenient to the parties as designated by the chair of the Grievance Committee or by telephone conference if necessary.

(iv) Appeals from decisions heard on an expedited basis will be taken only in accordance with the procedures set forth in the Grievance Committee Rules (GCR) for expedited hearings.

Section 4 Safe Sport – Sexual Abuse or Misconduct. The investigation and adjudication of matters involving allegations or reports of sexual abuse or misconduct, or other violations of U.S. Figure Skating's SafeSport Policies that involve prohibited conduct that is reasonably related to and accompanies an alleged violation involving sexualized behavior (see, GR 1.03, U.S. Figure Skating Policy Statement on Harassment and Abuse, and the current edition of the U.S. Figure Skating SafeSport Program Handbook) are subject to the jurisdiction of the United States Center for Safe Sport ("USCSS") in accordance with the requirements of the USOC and as set forth in the USCSS Bylaws or other USCSS governing documents. Rules and procedures to be followed by U.S. Figure Skating and its members and member clubs in dealing with allegations or reports

of sexual abuse or misconduct, or other violations of U.S. Figure Skating's SafeSport Policies that fall within the jurisdiction of the USCSS, and the enforcement of discipline or other sanctions issued by the USCSS, are set forth in the applicable SafeSport policies and disciplinary procedures of the USCSS, GR 1.03 and/or other rules of U.S. Figure Skating.

ARTICLE XXVI

Indemnification

Section 1 Indemnification Generally. U.S. Figure Skating declares that:

- A. Any person who serves at its request as an officer, employee, member of the Governing Council, member or agent of the Board of Directors, chair or member of any U.S. Figure Skating committee or as an elected or appointed official of U.S. Figure Skating is, in such capacity, subject to indemnification under the provisions of this article in accordance with and to the fullest extent permitted by the provisions of the Colorado Revised Nonprofit Corporation Act, as hereafter amended from time to time, and the corresponding provisions of any subsequent law (for purposes of this article referred to as the "Act" and the indemnification provisions of which are incorporated herein by this reference).
- B. Any such person will be indemnified by or on behalf of U.S. Figure Skating against expenses (including attorneys fees), liability, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of U.S. Figure Skating) by reason of such service if such person:
 - (i) Acted in good faith;
 - (ii) Reasonably believed, in the case of conduct in an official capacity with U.S. Figure Skating, that the conduct was in the best interests of U.S. Figure Skating and, in all other cases, that the conduct was at least not opposed to the best interests of U.S. Figure Skating; and
 - (iii) With respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.

Section 2 Prohibited Indemnification. No person will be entitled to indemnification under Section 1 of this article either:

- A. In connection with a proceeding brought by or in the right of U.S. Figure Skating in which such person was adjudged liable to U.S. Figure Skating; or
- B. In connection with any other proceeding charging improper personal benefit to such person, whether or not involving action in that person's official capacity, in which such person is ultimately adjudged liable on the basis that the person improperly received personal benefit.

Section 3 Determination of Right to Indemnification.

- A. Any indemnification under Section 1 of this article will be made by U.S. Figure Skating only as authorized in each specific case upon a determination that indemnification of the person is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 1.
- B. Such determination will be made by the Board of Directors by a majority of a quorum of disinterested directors who, at the time of the vote, were not and are not threatened to be made parties to the proceeding or, if such a quorum cannot be obtained, in a manner otherwise prescribed by the act.
- C. Notwithstanding the prohibitions on indemnification set forth in Section 2 of this article, indemnification may be made by U.S. Figure Skating to the extent that the court in which the subject action or proceeding was brought should determine upon application that, despite the adjudication of liability or guilt, but in view of all the circumstances of the case, a person referred to in Section 1 of this article is entitled to indemnity for such expenses and other amounts which the court may deem proper.

Section 4 Insurance. The Board of Directors may exercise U.S. Figure Skating's power to purchase and maintain insurance (including, without limitation, insurance for legal expenses and costs incurred in connection with defending any claim, proceeding or lawsuit) on behalf of any person referred to in Section 1 of this article against any liability asserted against or incurred by such person in the capacity designated or arising out of the person's status as such, whether or not U.S. Figure Skating would have the power to indemnify that person against such liability under the provisions of this article.

Section 5 Survival of Indemnification. The indemnification provided under Section 1 of this article will continue as to persons who have ceased to serve in the capacity designated with respect to actions in their official capacity while serving as such and will inure to the benefit of their heirs, executors and administrators.

ARTICLE XXVII

Disposition of Assets

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of U.S. Figure Skating may be made by the Board of Directors upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, as may be authorized by them, provided, however,

- A. That a sale, lease, exchange or other disposition of all or substantially all the property and assets will be authorized only upon receiving the vote of a majority of the members of the Board of Directors, and
- B. Further provided that such disposition is not inconsistent with the provisions of Article XXVIII of these bylaws or the articles of incorporation of U.S. Figure Skating, as amended from time to time.

ARTICLE XXVIII

Dissolution

In the event of the dissolution of U.S. Figure Skating for any reason, all of its assets and property will be distributed or sold, and the proceeds thereof distributed, to the organization which will be a successor to U.S. Figure Skating, provided that:

- A. Such organization will first have obtained a ruling exempting it from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, or under the corresponding provisions of any subsequent federal tax laws (the "Code"), as an organization of the type described in Section 501(c)(3) of the Code; or
- B. If such successor organization has not obtained such ruling within a reasonable time following its establishment, or if there will be no successor to U.S. Figure Skating, then all of U.S. Figure Skating's assets and property will be distributed or sold, and the proceeds thereof distributed, to or among such one or more organizations as may be selected by the Governing Council as organizations having objects and purposes similar or related to those of U.S. Figure Skating, provided that:
 - (i) No distributions will be made to an organization which does not have a ruling exempting such organization from federal income taxation as described in subsections A and B of this article; and
 - (ii) In no event will any part of such assets or property, or the proceeds of sale thereof, be distributed to or inure to the benefit of any member or of any individual.
- C. The procedure for dissolution will be as provided by and in the Colorado Revised Nonprofit Corporation Act, as amended from time to time, and the corresponding provisions of any subsequent law.

ARTICLE XXIX

Amendments to Bylaws

Section 1 Procedure for Amendments. Amendments proposed to these bylaws may be acted upon at any annual or special meeting of the Governing Council, provided that the notice of the meeting states the specific text of the proposed amendments.

Section 2 Effective Date. Amendments to these bylaws become effective only upon publication in an edition of the rulebook or upon such specific date as may otherwise be stated in the motion of adoption thereof.

Section 3 Necessary Vote. The affirmative vote of two-thirds of the votes cast of the Governing Council members present in person or by proxy at the meeting of the Governing Council at which the proposed amendment is acted upon is necessary for the adoption of any amendment to these bylaws.