

SIXTH AMENDED AND RESTATED BYLAWS OF  
SIOUX FALLS FIGURE SKATING CLUB

ARTICLE 1 - NAME and OFFICES

1.1 Name: The name of this organization is the Sioux Falls Figure Skating Club (the "Corporation" or "Club").

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

1.3 Principal Office/ Skating Headquarters: The principal office of the Corporation shall be located at Scheels IcePlex, 4300 North Bobhalla Drive, Sioux Falls, SD 57107 as determined by the Board of Directors ("Board"). The Board may change said skating headquarters with subsequent notification to the then-applicable Sanctioning Bodies.

1.4 Membership in ISI and U.S. Figure Skating: The Club is currently affiliated with both the Ice Sports Industry ("ISI") and The United States Figure Skating Association ("USFS") and together with ISI, the ("Sanctioning Bodies"), to exist for the purposes specified in Article II of these Bylaws. As such, the Club and its members shall, so long as the Club remains affiliated with ISI and USFS, be subject to and abide by the Bylaws of ISI and the Bylaws and Official Rules of USFS, as in existence and amended from time to time by USFS. All Members must be registered members of one or both Sanctioning Bodies.

1.5 Registered Office: The registered office of the Corporation may be, but need not be identical, with its principal office in South Dakota. The Board may change the address of the registered office from time to time with notification to the applicable Sanctioning Bodies.

1.6 Registered Agent: The initial registered agent of the Corporation shall be the registered agent named in the Articles of Incorporation. The Board may change the registered agent from time to time.

## ARTICLE 2 — PURPOSE

2.1 Purpose: The principal purpose of the Club is to create and cultivate opportunities for participation and achievement in figure skating. In order to do so, the Club has been organized to exist as a member club of ISI and/or USFS and, therefore, seeks to assist in carrying out the objects and purposes of ISI and USFS in accordance with the provisions of the ISI Bylaws and USFS Bylaws and Official Rules. The Club shall maintain its membership in at least one of ISI and USFS and conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of the applicable Sanctioning Bodies.

## ARTICLE 3 — MEMBERS

3.1 Classes of Membership: Members shall be all skaters and coaches registered in the Club, identifying SFFSC as their Home Club, if minors, their parents, guardians or sponsors. A member less than 18 years of age shall have no voting rights. Each member shall have one vote.

3.2 Friend of Club Membership: Volunteers that do not meet current membership requirements can request an annual Friend of Club Membership status and can be approved by a simple majority of the Board. This is a non-voting membership status.

3.3 Application for Membership: Registration in the programs of the Club shall be deemed to be an application for membership in the Club. The applicant, or if a minor, the parent, guardian or sponsor, must agree to comply with the Corporation's Articles of Incorporation, Bylaws and Rules. All registration dues, fees and assessments must accompany the registration application. Membership will not be granted until all regular dues are paid.

3.4 Fees, Dues and Assessments: The registration fees, dues and assessments shall be established, from time to time, by the Board. All fees, dues and assessments of the Club shall be reasonable in relation to the programs it offers its members.

3.5 Period of Membership: Membership shall be for the fiscal year of July 1 – June 30.

3.6 Arrearages for Dues: Any member failing to pay the established fees, dues, or assessments by the required date shall be notified in writing by the Club. If the delinquent amount is not paid in full within 30 days thereafter, the delinquent member shall be dropped from the membership rolls and thereafter shall have no further rights or privileges as a

member. A member dropped from the rolls for non-payment of fees, dues or assessments may, upon full payment of the delinquent amount, be reinstated to full membership.

3.7 Termination and Suspension of Membership: Membership may be terminated or suspended by the Board for failure to pay fees, dues and assessments, or other indebtedness owed to the Corporation, or for violating any of the provisions of its Articles of Incorporation, these Bylaws or its Rules and Regulations.

3.8 Voting Rights: The Board shall determine the classes of membership, the criteria for voting membership and the rights, privileges, preferences, restrictions and conditions applicable to each class of membership. One class of membership may have different rights, privileges, preferences, restrictions and conditions than another class of membership. Unless otherwise specified by the Board, each voting member of the Corporation shall be entitled to one vote. Voting by proxy shall not be permitted.

3.9 Annual Membership Meeting: The annual membership meeting of the Corporation shall be held on the last Monday of the last full week in April each year. The purpose of this meeting shall be to announce the nominees for the following year's Board and to transact such other business as may properly come before the meeting. Electronic voting shall commence upon the conclusion of the meeting and the polls shall remain open until 7pm on April 30 each year. The Directors-elect of the Board shall be announced upon the certification of the vote in the first week May.

3.10 Special Membership Meetings: Special Meetings of the Members may be called by the any Director of the Corporation or upon written request of five members in good standing. The date, time and place of any special meeting of members shall be determined by the person(s) calling the meeting. The purpose of a Special Meeting of members and the identity of the person(s) calling the meeting must be indicated in the notice.

3.11 Quorum: Twenty percent of all members shall constitute a quorum for the transaction of business at any Special Membership Meeting. At the Annual Membership Meeting, the actual number of Members who are entitled to vote, who are in good standing and who are present shall constitute a quorum. Members in attendance by Electronic Means will be counted as present.

3.12 Notices: Notices of the annual and any special meetings of members shall be communicated to every Member at least 10 days in advance of that meeting in the manner specified in ARTICLE 8 – NOTICES, below and shall be posted by the Secretary for the same length of time on the Corporation bulletin board or official website.

3.13 Agenda Items: No business shall be transacted at a Special Membership Meeting except that designated in the notice thereof.

#### ARTICLE 4 — BOARD OF DIRECTORS

4.1 General Powers: The government and authority of the Corporation shall be vested in its Board of Directors. That Board shall establish the policies for the Corporation, shall have the management and control of the property and affairs of the Corporation, shall elect the officers of the Corporation and shall have all of the powers that may be exercised by a Board pursuant to law. It is specifically contemplated that the Board shall have the power to take all action deemed appropriate by it for the best interests of Club and figure skating in Sioux Falls, South Dakota. Except as otherwise set forth in the Articles of Incorporation or these Bylaws, all acts of the Board shall be by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present.

4.2 Qualification: A member of the Board must be a Member of the Corporation who has identified the Corporation as their “Home” club with the applicable Sanctioning Body.

4.3 Number of Directors: The Board shall be elected by the members following the Annual Membership Meeting as defined in Section 3.9. The number of Directors of the Corporation shall be five voting members.

4.4 Classes of Directors: Four voting Directors shall be elected from the Membership. One voting Director shall be a coach elected from the registered current Home Club Membership Coaches as the Coaches’ Representative. The elected Coaches’ Representative will not be eligible to be elected as an Officer of the Board, however the Coaches’ Representative shall have a vote in the election of each Board Officer.

4.5 Term of Office: Board Directors elected from the Membership shall serve for two year terms, with no term limits. The Coaches’ Representative shall serve for a one year term, with no term limits. A year in office is concurrent with the Corporation fiscal year, July 1 – June 30. Newly elected Board Directors term shall commence on July 1, after being duly sworn into office and end on June 30. A Director may resign at any time. Absence from three or more consecutive meetings in any twelve month period shall be deemed a resignation from the Board.

4.6 Removal: A Director elected from the Membership may be removed, with or without cause, by a two-thirds vote of the Member Directors then elected and qualified at a meeting called for that purpose with proper notice to the person involved. A statement of the

proposed removal of such Director, shall be delivered to the Director whose removal is proposed before action is taken together with a notice of the time and place where the Board is to meet. The Director shall be given an opportunity to make a presentation at the time and place mentioned in such notice. The Coaches' Representative may be removed, with or without cause, by a two-thirds vote of the Home Club Membership Coaches.

4.7 Vacancies: A public notice of a Member Director vacancy and a call for nominations shall be sent to the Membership within 7 days of the vacancy. A Special Membership Meeting shall be called within 30 days to vote for a new Member Director. Vacancies in a Member Director position shall be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors even if less than a quorum of the Board or, in the discretion of the Board, by an affirmative vote taken at a Special Membership Meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

4.8 Regular Meetings: The Board shall meet at least once each month during the skating season, with no less than seven meetings during the calendar year. The meeting place and time shall be determined by the President, or in their absence, by the Vice President.

4.9 Special Meetings: Special Meetings of the Board may be called by the President or by any Director, upon written notice to all of the Directors of the Board at least two days prior to the meeting. The notice of any Special Meeting shall state the date, the purpose, and the name(s) of the Director(s) requesting the meeting.

4.10 Quorum: A majority of the Directors then elected and qualified for their position shall constitute a quorum for the transaction of business at any Regular or Special Meetings of the Board, but if less than a majority of Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.11 Action Without A Meeting: Any action required or permitted by the Articles of Incorporation, these Bylaws or any provision of law to be taken at a meeting of the Directors or any action which may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors then in office entitled to vote on such action, or a majority of the members of the committee, as the case may be. Votes conducted by email or by an alternative means of voting shall be valid, provided that (a) all directors receive written notice of the proposed action in the manner specified in ARTICLE 8 – NOTICES below not less than two (2) business days in advance of the proposed vote, (b) votes shall not be tabulated until the period specified in the notice has elapsed, and (c) all ballots or materials related a vote must identify the director casting such vote. Until such time as votes are

finally tabulated, a Director shall have the right to change their vote, and only that last vote shall be counted.

4.12 Meeting by Video Conference or Telephone: Directors of the Board or any committee designated thereby may participate in a meeting of such Board or committee by means of a video conference, telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. All votes will be taken by verbal roll call.

4.13 Presumption of Assent: A Director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a Director who voted in favor of such action.

4.14 Committees: The Board may designate committees for any purpose. Committees shall have and may exercise such powers as may be provided in the resolution of the Board designating such committee. Each committee shall make such reports as the Board may request.

4.15 ISI and USFS Delegate(s): The Board can designate, if it desires, from among the Corporations Members in good standing, a number of delegates for each Sanctioning Body with which the Corporation is affiliated. The delegate(s) so appointed shall be the representative(s) between the Corporation and the applicable Sanctioning Body meetings of Governing Council of such Sanctioning Body, either in person or by proxy. The President shall file a certificate of such appointment(s) with each Sanctioning Body upon such form as shall be provided by the applicable Sanctioning Bodies.

## ARTICLE 5 - OFFICERS

5.1 Officers: The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. All Officers shall be elected or appointed by the Directors of the Board and, subject to the direction of the Board, shall oversee the day to day operations of the Club. According to South Dakota Nonprofit Law, the same individual may simultaneously hold more than one office, with the exception of holding President and Secretary at the same time. The Coaches' Representative will not be eligible to hold the office of President, Vice President, Secretary or Treasurer. However, the Coaches' Representative will be eligible to vote for a Director of the Board to serve as an Officer.

The Officers shall hold office for the fiscal year. Each Officer shall hold office until the Officer's successor has been appointed or until the Officer's resignation or removal. Any Officer may be removed by the Board at any time, with or without cause.

5.2 President: The President shall be the presiding officer of the Club. The President shall, when present, preside at all meetings of the members and of the Board. The President shall have the authority and responsibility to oversee the day to day operations of the Club. On behalf of the Club, the President shall have the authority to sign documents required in the ordinary course of business and any other agreements, documents or instruments approved by the Board. The President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board.

5.3 Vice President: In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President. If there is no Vice President, then the Treasurer of the Board may perform the duties of the President. The Vice President shall perform all duties incident to the Office of Vice President and such other duties as may be assigned by the Board.

5.4 Secretary: The Secretary shall attend all meetings of the members and the Board and shall record the proceedings of such meetings in the minute book of the Club and whenever necessary, certify such minutes. The Secretary shall perform all the duties incident of the Office of Secretary and such other duties as may be assigned by the Board.

5.5 Treasurer: The Treasurer shall have oversight of all funds of the Club. The Treasurer shall perform all duties incident to the Office of Treasurer and such other duties as may be assigned by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety as the Board shall determine.

5.6 Past-President: The immediate Past-President will have the option to continue serving as an advisor to the Board in a non-voting capacity. They will provide the current President with advice and guidance in leading the Club. The Past-President shall be a Club Member as defined in ARTICLE 3.1 or 3.2.

## ARTICLE 6 - MISCELLANEOUS

6.1 Basic Policies: The following are basic policies of the Corporation:

A. Non-Commercial Policy: The Corporation shall not be operated for profit, and its entire assets shall be devoted to the purposes for which it is organized as set forth in its Articles of Incorporation.

B. Non-Interest Policy: No member, director or officer shall have any right to, or share or interest in, any of the assets of the Corporation.

C. Non-Liability Policy: No Member, Director or Officer shall be liable for any of the debts, liabilities or obligations of the Corporation in the absence of fraud or bad faith.

D. Indemnification: The Club shall indemnify any Officer, Director, Member, former officer, former director or former member against expenses actually and reasonably incurred by said person in connection with the defense of any contemplated, threatened, pending or completed legal action, suit or proceedings, whether civil, criminal, administrative, arbitral or investigative (“Proceeding”) in which said person is made a party by reason of being or having been an Officer, Director or Member, except in matters which such person is adjudged in the Proceeding to be liable to the Club or its members under Section 6.1E. The Club may advance the expenses of any such person involved in a Proceeding subject to such undertaking as determined by the Board. The provisions of this Section 6.1D shall not be deemed exclusive of any other rights or limitations of liability or indemnity to which an Officer, Director, Member or agent may be entitled under any other provisions of South Dakota law, these Bylaws or pursuant to any contract or agreement otherwise. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify their against such liability under the provisions of this section.

E. Indemnification and Limitation of Liability: No Director or Officer serving without compensation, other than reimbursement for actual expenses of the Corporation, is liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection



with the duties or responsibilities of such Director or Officer while acting in their official capacity as such Director or Officer, unless the act or omission involved willful or wanton misconduct.

F. Immunity of Volunteers: Any individual performing services for the Corporation without compensation, other than reimbursement for actual expenses incurred, including serving as a Director, Officer or direct service volunteer, shall be immune from civil liability in any action brought in any court on the basis of any act or omission resulting in damage or injury if (a) the individual was acting in good faith and within the scope of their official functions and duties for the Corporation; and (b) the damage or injury was not caused by gross negligence or willful and wanton misconduct by such individual. The immunity provided for in this section 6.1F shall not extend to any person causing personal injury or wrongful death resulting from the negligent operation of a motor vehicle. This section 6.1F shall not be in limitation of, but in addition to, any other grants of immunity, non-liability or indemnification provided by statute, the Articles of Incorporation of the Corporation or these Bylaws.

G. Insurance: The Corporation agrees, at all times throughout the term of its affiliation with any Sanctioning Body to be covered by general liability insurance. The Corporation agrees to use reasonable efforts to purchase, acquire or provide, and maintain in full force and effect at all times, Directors and Officers Liability Insurance.

H. 501(c)(3) Status: The Corporation shall at all times attempt to maintain its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

I. Equal Opportunity Policy: The Corporation will provide an equal competitive opportunity, taking into account ability, physical size and other athletic criteria, to amateur athletes, coaches, trainers, managers, administrators and officials to enable them to participate, consistent with the requirements of the Amateur Sports Act of 1978, as amended, in amateur athletic competition without discrimination on the basis of race, color, creed, religion, sex, gender identification or sexual orientation, national origin, ancestry, disability, age or status as a veteran.

J. Sexual Abuse Policy: It is the policy of the Corporation that there shall be no sexual abuse (any sexual contact with a minor or any unwelcomed sexual

contact) of any participant involved in any of its sanctioned programs, clinics, competitions or other Corporation sponsored or approved events by any person, including but not limited to any employee, volunteer or independent contractor. Sexual abuse of a participant occurs when any person touches a participant for the purpose of causing the sexual arousal or gratification of either the participant or such person. Neither consent of the minor participant to the sexual contact, mistake as to the participant's age, nor the fact that the sexual contact did not take place at a Corporation function are defenses to a complaint of sexual abuse. Upon violation of this policy, the violator will be permanently banned or suspended from Corporation sanctioned programs.

K. Physical Abuse Policy: It is the policy of the Corporation that there shall be no physical abuse of any participant involved in any of its sanctioned programs, training camps, clinics, competitions, or other Corporation sponsored or approved events by any employee, volunteer or independent contractor. Physical abuse means physical contact with a participant that intentionally causes the participant to sustain bodily harm or personal injury. Physical abuse also includes physical contact with a participant that intentionally creates a threat of immediate bodily harm or personal injury. Physical abuse does not include physical contact that is reasonably designed to coach, teach or demonstrate a figure skating skill. Permitted physical contact may include, but it is not necessarily limited to, demonstrating figure skating skills and communicating with or directing participants during the course of the event or practice by touching them in a non-threatening, non-sexual manner.

L. Screening Policy: It is the policy of the Corporation that it will not authorize or sanction in its programs that it directly controls any volunteer or other person who has routine access to participants who refuses to consent to be screened by the Corporation before they are allowed to have routine access to participants in the Corporation's programs. A person may be disqualified and prohibited from serving as an employee or volunteer of the Corporation if the person has:

1. Been convicted (including crimes the record of which has been expunged and pleas of "no contest") of a crime of child abuse, sexual abuse of a minor, physical abuse, causing a child's death, neglect of a child, murder, manslaughter, felony assault, any assault against a minor, kidnapping, arson, criminal sexual conduct, prostitution related crimes or controlled substance crimes.

2. Being adjudged liable for civil penalties or damages involving sexual or physical abuse.
3. Being subject to any court order involving any sexual abuse or physical abuse of a minor, including but not limited to domestic order or protection.
4. Had their parental rights involuntarily terminated.
5. A history with another organization (volunteer, employment, etc.) of complaints of sexual or physical abuse of participants.
6. Resigned, been terminated or been asked to resign from a position, whether paid or unpaid, due to complaint(s) of sexual or physical abuse of participants.
7. Has a history of other behavior that indicates he/she may be a danger to participants in the Corporation programs.
8. Has not taken the training required by a Sanctioning Body, including but not limited to the SafeSport program and been certified as SafeSport compliant.

6.2 Conflict Resolution: The Board shall adopt, at the start of each fiscal year, a USFS approved Conflict Resolution policy.

## ARTICLE 7 - FISCAL YEAR

7.1 Fiscal Reporting: For monetary reporting purposes, the Corporation shall operate on a fiscal year basis from July 1 through June 30 in each year unless otherwise determined by the Board.

## ARTICLE 8 - NOTICE

8.1 Manner of Giving Notice: Unless otherwise specifically provided in these Bylaws or by statute, any notice required to be given under these Bylaws shall be deemed to be delivered: (a) if by mail, when deposited in the United States mail, first class, postage prepaid and addressed to the addressee at his/her address as it appears on the records of the Corporation (b) by electronic mail directed to the Member at the email address last specified by such Member, or (c) by personal delivery to the Member.

8.2 Waiver of Notice: Whenever any notice is required to be given to any person under the provisions of statute, the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed the person or persons entitled to such notice, whether before or after the time stated therein for such meeting, shall be deemed equivalent to the giving of such notice. Such waiver shall be filed with the Secretary or entered upon the records of the meeting. The

attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## ARTICLE 9 - AMENDMENTS

9.1 Amendment: These Bylaws may be altered, amended or repealed and new Bylaws may be adopted upon receiving the votes of two-thirds of the Directors of the Board present at any Regular or Special Meetings of the Board at which a quorum is present.

## ARTICLE 10 - CONTRACTS, LOANS AND FINANCIAL INSTRUMENTS

10.1 Contracts: The Board may authorize any Officer(s) or Agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf the Corporation. Such authority may be general or confined to specific instances.

10.2 Loans: No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

10.3 Financial Instruments: All Financial Instruments; checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation; shall be signed by such Officer(s) or Agent(s) of the Corporation in such manner as shall from time to time be determined by resolution of the Board.

10.4 Deposits: All funds of the Corporation not otherwise employed will be deposited from time to time to the credit of the Corporation in such financial institutions as the Board may select.

## SECTION 11 – GENDER

11.1 Gender: The words and pronouns of these Bylaws shall be interchangeable with respect to gender, and singular or plural, as the context or application requires.

## SECTION 12 — GIFTS, DONATIONS, ETC

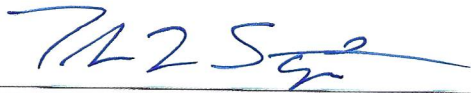
12.1 Gifts and Donations: The Board may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for its general purpose or for any special purpose of the Corporation. Further, the Board is authorized to undertake such fund raising activities as may be appropriate and permitted by law, the Articles of Incorporation and these Bylaws in order to generate such contributions, gifts, bequests and devises.

CERTIFICATION OF BYLAWS

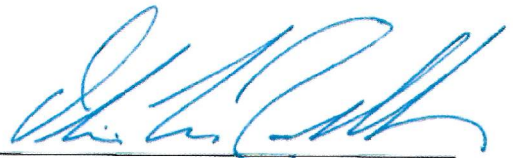
The undersigned Members of the Board of Directors of the Sioux Falls Figure Skating Club, a South Dakota corporation, hereby certify that the foregoing Sixth Amended and Restated Bylaws of the Corporation were adopted by roll call vote on August 16, 2021.

SIOUX FALLS FIGURE SKATING CLUB – BOARD OF DIRECTORS

By:



Thomas Stengrim, President




Olivia McDowell, Vice President



Allison Alvine, Secretary



Carl Carlson, Treasurer



Sarah Hanson, Coaches' Representative