



Williston Figure Skating Club Bylaws

ARTICLE I. CLUB NAME, PURPOSE, AND SCOPE

Section 1.01. Name and Incorporation.

The name of the organization is Williston Figure Skating Club (the "Club" or "WFSC"). The Club is a nonprofit corporation organized under the North Dakota Nonprofit Corporation Act, N.D. Cent. Code ch. 10-33 (the "Act"), and is intended to qualify as an organization described in § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 1.02. Principal Office.

The principal office of the Club shall be located at 53rd Street East, Williston, North Dakota 58801. The Board of Directors may change the principal office address by resolution and shall update Club records accordingly.

Section 1.03. Mission

The mission of the Club is to encourage and foster the love of figure skating through education, training, and advancement of its members, and to provide a safe, inclusive, and committed environment that allows figure skaters of all ages and skill levels to pursue recreational and competitive figure skating.

Section 1.04. Purposes.

The Club is organized exclusively for educational and charitable purposes within the meaning of § 501(c)(3) of the Code, including:

- (a) the promotion, encouragement, and development of the sport of figure skating;
- (b) the provision of figure skating instruction, training, and competition opportunities;
- (c) the sponsorship and participation in figure skating events, competitions, and exhibitions;
- (d) the advancement of physical education and fitness through figure skating; and
- (e) any other purposes that may be declared charitable or educational under § 501(c)(3) of the Code.

No substantial part of the activities of the Club shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Club shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 1.05. Limitation on Private Benefits.

No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its directors, officers, members, or any other private person, except that the Club shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the exempt purposes set forth in Section 1.03.

Section 1.06. USFS Affiliation.

The Club is a member club of U.S. Figure Skating ("USFS") and shall maintain its USFS club membership in good standing, including timely submission of annual member rosters and payment of applicable USFS club dues. The Board of Directors shall designate a Club officer or administrator responsible for ensuring compliance with USFS membership renewal requirements.

Section 1.07. Fiscal Year.

The fiscal year of the Club shall commence on the first day of July of each year and end on the thirtieth day of June of the following year, or such other period as the Board of Directors may designate by resolution consistent with the Club's Form 990 reporting obligations.

Section 1.08. Dissolution Clause.

Upon dissolution of the Club, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Club, distribute all assets exclusively for the purposes of the Club or to such entity or entities organized and operated exclusively for charitable or educational purposes as specified in § 501(c)(3) of the Code, or to a governmental entity for a public purpose. No assets shall be distributed to directors, officers, or members. The Club shall provide notice to the North Dakota Attorney General as required by state law prior to dissolution.

ARTICLE II. MEMBERSHIP**Section 2.01. Classes of Membership.****(a) Regular Members.**

Regular Members are individuals or families who have paid the required dues and fees, have registered with U.S. Figure Skating ("USFS") as required, and have designated WFSC as their home club with USFS where applicable.

Regular Membership classifications shall include:

(1) Junior Members.

Individuals under eighteen (18) years of age participating in WFSC skating programs. Junior Members shall not vote, hold office, or serve as directors.

(2) Adult Members.

Individuals eighteen (18) years of age or older participating in WFSC skating programs, including parents or legal guardians of Junior Members. Adult Members in good standing shall be eligible to participate in membership voting in accordance with Section 2.03 (Family Voting Unit) and may serve as officers or directors, subject to the eligibility requirements of these Bylaws.

(3) Professional Members.

Coaches, instructors, choreographers, or skating professionals affiliated with WFSC programs who are eighteen (18) years of age or older. Professional Members may vote if otherwise in good standing but may not serve as President, Treasurer, or in any position restricted by conflict-of-interest standards, Board policy, or U.S. Figure Skating requirements.

All Regular Members are subject to membership standards, operational requirements, volunteer obligations, conduct standards, and good-standing requirements established by the Board of Directors.

Section 2.02. Application and Admission.

Applications for membership shall be submitted to the Club Secretary in such form as the Board of Directors shall prescribe. Regular Membership shall be approved by the Board of Directors, consistent with USFS requirements and applicable law. Membership shall not be denied on the basis of race, age, gender, sexual orientation, or religious affiliation.

Section 2.03. Family Voting Unit.

For voting purposes, each family shall be entitled to one (1) vote on matters submitted to a vote of the membership, regardless of the number of Regular Members in that family unit. A "family" means Regular Members who reside together or are recognized by the Club as part of the same parent, guardian, or household unit, including blended or shared-custody families. Each family unit shall designate one Regular Member to cast the family vote. In the event a family unit cannot agree on how to cast its vote, the vote shall

be considered abstained. Eligibility to participate in voting shall be limited to Adult Members in good standing as defined by these Bylaws and policies adopted by the Board.

Section 2.04. Dues and Fees.

The Board of Directors shall establish the dues and fees for all classes of membership. Dues are payable on such schedule as the Board determines. Failure to pay dues within thirty (30) days of the due date shall result in suspension of membership privileges until dues are paid in full.

Section 2.05. Good Standing.

A member in good standing is one who has: (a) paid all required dues and fees currently owed; (b) is not under suspension or expulsion; (c) has complied with the Bylaws, rules, and policies of the Club; and (d) has complied with all applicable USFS membership requirements.

Section 2.06. Discipline, Suspension, and Expulsion.

The Board of Directors may, upon its own initiative or upon written complaint of another member, suspend or expel any member for violation of the Articles of Incorporation, these Bylaws, the rules of the Club, or the USFS Code of Conduct. The procedure shall be fair, reasonable, and carried out in good faith, and shall include:

- (a) not less than fifteen (15) days' prior written notice of the proposed action and the reasons therefor, sent by first-class or certified mail to the member's address on file, with an email courtesy copy;
- (b) an opportunity to be heard, in person or by written statement, before the Board or a committee designated by the Board, at least five (5) days before any final action; and
- (c) written notice of the Board's final decision.

Expulsion shall require a two-thirds (2/3) vote of the entire Board. Any member expelled or suspended shall be liable to the Club for dues, assessments, or fees incurred or commitments made prior to expulsion. This Section applies to a member's membership in the Club only, and not in U.S. Figure Skating, which is governed by applicable USFS Bylaws and Official Rules. membership

ARTICLE III. MEETINGS OF MEMBERS

Section 3.01. Annual Meeting.

An annual meeting of the members shall be held each year at a date, time, and place determined by the Board of Directors for the purpose of conducting Club business, including the election of directors and such other matters as may properly come before the meeting.

Section 3.02. Special Meetings of Members.

Special meetings of the members may be called at any time by the President, the Board of Directors, or upon the written request of members holding at least ten percent (10%) of all votes entitled to be cast on any issue proposed for the meeting, signed and dated, and delivered to a Club officer. If notice of the special meeting is not given within thirty (30) days after delivery of a valid demand, a member who signed the demand may set the time and place and give notice. Only business within the purpose or purposes stated in the notice may be conducted at a special meeting.

Section 3.03. Regular Meetings.

Regular meetings of the members may be held from time to time as determined by the Board of Directors. Regular meetings serve to conduct routine Club business, share program updates, and receive reports from officers. Business transacted at regular meetings shall be limited to items included in the meeting notice. Notice of the date, time, and location of regular member meetings shall be posted on the Club's official website or communication platform at least ten (10) days in advance of the meeting.

Section 3.04. Place of Meetings.

Meetings of the members shall be held at such place within or outside the State of North Dakota as shall be designated by the Board of Directors or as stated in the notice of the meeting. Remote participation by telephone, video conference, or other electronic means shall be permitted and shall constitute attendance.

Section 3.05. Notice of Member Meetings.

Written notice of each annual, special, or regular meeting of members, stating the date, time, place, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each member entitled to vote by: (a) personal delivery; (b) first-class mail, postage prepaid; (c) electronic transmission consented to by the member; or (d) posting on the Club's official website or communication platform. Notice shall be given not less than ten (10) days nor more than fifty (50) days before the date of the meeting, consistent with N.D. Cent. Code § 10-33-68.

Section 3.06. Meeting Agenda.

The Secretary shall prepare and distribute a written agenda for each annual, special and regular meeting. The agenda shall be distributed to members at least twenty-four (24) hours before the meeting. Members wishing to add items to the agenda shall submit requests to the Secretary prior to distribution. Members in attendance may comment on agenda items when recognized by the Chair, subject to applicable meeting procedures and reasonable time limitations established for the orderly conduct of business.

Section 3.07. Waiver of Notice.

A member may waive notice of any meeting before or after the meeting. Attendance at a meeting, in person or by proxy, shall constitute a waiver of notice of such meeting, unless the member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.08. Quorum.

Ten percent (10%) of all Regular Members in good standing, or fifteen (15) Regular Members, whichever is less, present in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of members. If a quorum is not present, the members present may adjourn the meeting to another time and place, and notice of the adjourned meeting shall be given as required for a regular meeting.

Section 3.09. Voting.

The affirmative vote of a majority of votes cast by Regular Members present in person at a meeting at which a quorum is present shall be the act of the members, unless a greater vote is required by these Bylaws, the Articles of Incorporation, or the Act. Members entitled to vote may vote in person. Proxy voting shall not be permitted.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01. Powers and Duties.

The activities and affairs of the Club shall be managed by or under the direction of the Board of Directors (the "Board"). The Board shall have all powers necessary or appropriate to carry out the purposes of the Club, subject to the Act, the Articles of Incorporation, and these Bylaws.

Section 4.02. Number of Directors.

The Board shall consist of not fewer than five (5) nor more than nine (9) directors, with the exact number to be set by resolution of the Board from time to time. The Board shall at all times consist of at least three (3) directors, as required by N.D. Cent. Code § 10-33-28.

Section 4.03. Financially Interested Persons Limitation.

No more than forty-nine percent (49%) of the individuals serving on the Board at any time may be “financially interested individuals” as defined under N.D. Cent. Code § 10-33-27. For purposes of this section, “financially interested individual” means: (a) any individual who has received or is entitled to receive compensation, directly or indirectly, from the Club for services rendered within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, consultant, or otherwise, excluding reasonable payments made to directors for serving as directors; (b) any parent, child, child of a spouse, brother, or sister of such individual; or (c) the spouse of any individual described in clause (a) or (b). The Board shall monitor compliance with this limitation as part of its annual governance review.

Section 4.04. Ineligible Individuals.

No individual serving as a paid coach, coaching contractor, or compensated skating instructor for the Club may simultaneously serve as a voting member of the Board of Directors.

For purposes of this section, “paid coach” includes any individual who receives compensation directly or indirectly from the Club or through Club-administered programming for coaching, instruction, training, choreography, clinics, camps, or related skating services.

A coach may attend Board meetings in a non-voting advisory capacity at the invitation of the Board.

If a current director becomes a compensated coach during their term, their Board position shall automatically become vacant upon commencement of compensated coaching services unless otherwise approved under a temporary transitional exception adopted by the Board.

Section 4.05. Change in Number of Directors.

Any action of the Board to increase or decrease the number of directors beyond the range set forth in Section 4.02 shall constitute an amendment of these Bylaws and shall require approval of the members in accordance with Article XIII.

Section 4.06. Terms and Staggered Elections.

Each director shall serve a term of three (3) years and until a successor is elected and qualified, or until earlier death, resignation, or removal. Each director may be elected to two (2) consecutive terms, after which the director must take a leave of one (1) year before standing for a third term. A director appointed to fill a vacancy may thereafter be elected to consecutive terms in the director's own right.

To establish staggered terms upon initial adoption of these Bylaws, the Board shall first elect officers under Section 4.01. Directors elected to serve as President, Vice President, Secretary, and Treasurer shall be assigned the longest available initial terms. The remaining directors shall be assigned shorter initial terms, distributed as evenly as practicable among one (1), two (2), and three (3) year initial terms based on the total number of directors. Thereafter, all directors shall serve three (3) year terms.

Section 4.07. Election; Nominating Committee.

Directors shall be elected at the annual meeting of members. A Nominating Committee appointed by the Board shall solicit and finalize the slate of eligible candidates not later than seven (7) business days before the published date of the annual meeting. Nominations from the floor and write-in candidates shall not be recognized. The Chair of the Nominating Committee shall determine questions concerning candidate eligibility and voter eligibility.

Voting shall be conducted in person, with one (1) vote per family voting unit. Ballots shall be counted by the Nominating Committee, together with one (1) Board member not standing for election and one (1) member of the public not affiliated with WFSC. The list of candidates and the number of votes received shall be recorded in the Secretary's records.

Section 4.08. Qualifications.

No person shall be eligible to serve as a director who: (a) has designated another figure skating club as that person's "home club" with USFS; (b) is identified as "ineligible" by USFS or is currently suspended or expelled from USFS; (c) has failed to register with USFS as required; or (d) is a financially interested individual whose service would cause the Board to exceed the 49% cap in Section 4.03. All directors must be Regular Members of the Club in good standing and shall maintain USFS membership in good standing throughout their term.

Section 4.09. Vacancies.

Vacancies shall be filled by majority vote of the remaining directors, even if less than a quorum. An appointee shall serve the remainder of the unexpired term. A director who resigns from the Board shall not be eligible to run for re-election to the Board, or to serve as Chair of the Nominating Committee, for a period of twelve (12) months from the effective date of resignation.

Section 4.10. Removal and Forfeiture.

A director may be removed by a two-thirds (2/3) vote of the Board at any meeting of which a quorum is present, with or without cause. In addition, a director's seat shall be deemed forfeited and a vacancy created upon the occurrence of any of the following events:

- (a) the director resigns in writing;
- (b) the director's USFS membership lapses or the director is deemed ineligible by USFS;
- (c) the director misses three (3) consecutive Board meetings in any one-year period without prior notice to the President or Secretary;
- (d) the director is absent from one-half (1/2) or more of all Board meetings within any one-year period, regardless of reason, unless waived by majority vote of the Board;
- (e) the director is convicted of a felony; or
- (f) the director dies or becomes physically or mentally incapable of carrying out the remainder of the term.

Section 4.11. Compensation.

Directors shall serve without compensation, except that the Board may authorize reimbursement of reasonable and documented expenses incurred in performing Board duties, which reimbursement shall not constitute compensation for purposes of the financially interested persons limitation in Section 4.03.

Section 4.12. Regular Board Meetings.

The Board shall hold regular meetings at least quarterly. Regular meetings of the Board shall be held at such times and places as the Board may determine by resolution. No additional notice is required for regular Board meetings established by resolution.

Section 4.13. Special Board Meetings.

Special meetings of the Board may be called by the President or by any two (2) directors upon not less than twenty-four (24) hours' notice to each director, delivered personally, by mail, telephone, or electronic transmission. Remote participation by telephone or video conference shall be permitted and shall constitute attendance for purposes of quorum and voting.

Section 4.14. Quorum and Voting.

A majority of directors then in office shall constitute a quorum for the transaction of business at any Board meeting, consistent with N.D. Cent. Code § 10-33-41. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board, except where a greater vote is required by the Articles of Incorporation, these Bylaws, or the Act. If less than a quorum is present, the directors present may adjourn the meeting.

Section 4.15. Board Ethics, Confidentiality, and Duty of Support.

Directors and officers shall conduct themselves in a manner consistent with the best interests of the Club and in accordance with applicable governance policies, confidentiality obligations, and standards of professional and ethical conduct. Directors are encouraged to express differing viewpoints during Board deliberations; however, once the Board has taken official action by vote, directors and officers shall respect the authority of the Board and support implementation of the decision in their official capacities.

Confidential information discussed in executive session or otherwise designated as confidential by the Board shall not be disclosed outside the Board except as authorized or legally required. Directors and officers shall refrain from conduct that materially undermines Board decisions, disrupts Club operations, breaches confidentiality obligations, or interferes with the orderly governance of the Club.

Violations of this Section may result in disciplinary action by the Board, including censure, removal from officer positions, committee restrictions, suspension, or removal from the Board as permitted under these Bylaws and applicable law.

Section 4.16. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all directors sign a written consent describing the action taken. Such consent shall have the same force and effect as a unanimous vote at a duly held meeting and shall be filed with the minutes of the Board.

Section 4.17. Audit.

The Board shall cause an audit, review, or compilation (as appropriate to the Club's financial circumstances) of the books and records of the Club and its committees upon any of the following triggering events: (a) request from the IRS or other governmental body; (b) written request of a majority of the Board; or (c) written request of thirty percent (30%) of the membership at large. The audit shall be conducted with the assistance of an appropriate auditing firm appointed by the Board.

Section 4.18. Standing and Special Committees.

The Board shall appoint all standing and special committees. No committee shall have authority to: (a) amend the Articles of Incorporation or these Bylaws; (b) adopt a plan of merger or dissolution; (c) fill vacancies on the Board; (d) fix director compensation; or (e) take any action expressly reserved to the Board or the members under the Act. Each committee shall report to the Board and shall keep minutes of its meetings.

ARTICLE V. OFFICERS**Section 5.01. Officers.**

The officers of the Club shall be a President, a Vice President, a Secretary, and a Treasurer. The Board may by resolution create additional officer positions as the needs of the Club require. Officers shall be chosen annually by the Board from among the members of the Board. No person may hold more than one officer position at the same time, except that in the event of a vacant Presidency, the Board may appoint a director to serve in an acting capacity until a successor is elected.

Section 5.02. Eligibility.

No person shall be eligible to serve as an officer who: (a) has designated another figure skating club as that person's "home club" with USFS; (b) is identified as "ineligible" by USFS; or (c) is not a Regular Member of the Club in good standing. All officers shall register with USFS as required and shall maintain their USFS registration throughout their term.

Section 5.03. Election and Term.

Officers shall be elected by the Board at the first Board meeting following each annual meeting of members, and shall serve three-year terms until their successors are elected and qualified. Officers shall be eligible for re-election, subject to any term limits applicable to their director positions.

Section 5.04. President.

The President shall be the chief executive officer of the Club, shall preside at all meetings of the members and the Board, shall have general supervision over the affairs of the Club, shall execute contracts and other instruments authorized by the Board, and shall perform such other duties as the Board may prescribe.

Section 5.05. Vice President.

The Vice President shall perform the duties of the President in the President's absence or disability and shall perform such other duties as the Board may assign.

Section 5.06. Secretary.

The Secretary shall keep the minutes of all meetings of the members and the Board, shall give all required notices, shall prepare and distribute meeting agendas, shall maintain the membership records and other corporate records of the Club, and shall perform such other duties as the Board may assign.

Section 5.07. Treasurer.

The Treasurer shall have custody of all funds and securities of the Club, shall keep full and accurate accounts of receipts and disbursements, shall deposit all monies to the credit of the Club in such depositories as the Board may select, shall render to the President and the Board an account of the financial condition of the Club whenever required, and shall prepare or oversee preparation of annual financial reports. The Treasurer shall not disburse funds of the Club except as directed by the Board or in accordance with a budget duly approved by the Board.

Section 5.08. Vacancies; Removal.

Vacancies in any office may be filled by the Board for the unexpired portion of the term. An officer may be removed at any time by a majority vote of the entire Board. Election or appointment as an officer does not in itself create contract rights.

ARTICLE VI. MEMBERSHIP IN U.S. FIGURE SKATING AND SAFESPORT

Section 6.01. USFS Membership Required.

The Club shall maintain its membership in U.S. Figure Skating in good standing. All members of the Club shall comply with the Bylaws, Official Rules, Code of Ethics, and SafeSport policies of U.S. Figure Skating to the extent applicable.

Section 6.02. SafeSport Policy.

The Club is committed to providing a safe environment for all participants. The Club shall comply in full with the requirements of the U.S. Center for SafeSport and the USFS SafeSport Program, as amended from time to time. The Club shall adopt and enforce a SafeSport policy consistent with the current U.S. Center for SafeSport Code and USFS SkateSafe requirements, and shall update such policy promptly following any material revision to those national standards. The Board shall designate a SafeSport Coordinator responsible for implementing and monitoring compliance with SafeSport policies.

Section 6.03. Scope of SafeSport Obligations.

The Club's SafeSport obligations apply to all Club directors, officers, employees, volunteers, coaches, and other persons participating in or preparing for any figure skating activity or event conducted under USFS

auspices. The SafeSport programs address, without limitation: sexual misconduct, physical misconduct, emotional misconduct, bullying, threats, harassment, hazing, and willfully tolerating misconduct.

Section 6.04. Reporting.

All individuals, regardless of USFS membership, are required and encouraged to report suspected violations of SafeSport guidelines through the Club's designated SafeSport Coordinator, through USFS, or directly to the U.S. Center for SafeSport. Mandatory reporters must comply with all applicable federal and state mandatory reporting obligations, including those arising under the Protecting Young Victims from Sexual Abuse and Safe Sport Authorization Act of 2017, as amended.

Section 6.05. USFS Code of Conduct.

All Regular Members, Associate Members, directors, officers, coaches, and other participants in Club activities shall comply with the USFS Code of Ethics — All Members, as amended from time to time by USFS. Violation of the USFS Code of Conduct shall constitute grounds for discipline under Section 2.06 of these Bylaws.

ARTICLE VII. GRIEVANCE PROCEDURE

Section 7.01. Purpose.

The Club recognizes the right of any member to present a grievance related to Club operations, membership, or activities. This procedure is designed to provide a fair, prompt, and informal resolution of disputes.

Section 7.02. Filing a Grievance.

Any member seeking relief under this procedure must submit a written grievance to the Club President or Secretary setting forth:

- (a) the name and membership information of the grievant;
- (b) the name of the person(s) alleged to have committed the violation;
- (c) the specific provision of the Articles of Incorporation, Bylaws, Club rule, policy, procedure, or guideline allegedly violated;
- (d) a statement of the facts surrounding the alleged violation, including date and time, location, specific facts, witnesses, and testimony;
- (e) a description of actions taken to attempt to resolve the matter informally; and
- (f) the desired action or outcome the grievant wishes the Board to take to resolve the conflict.

Section 7.03. Review Committee.

The Club President or designated Club officer shall appoint a review committee of not fewer than three (3) directors or members to investigate and recommend resolution. No review committee member shall have a personal interest in the outcome. The review committee shall interview the grievant, any witnesses, and any person against whom the complaint is made. The review committee shall render its recommendation to the Board within forty-five (45) days of receipt of the grievance.

Section 7.04. Decision.

The review committee shall submit its findings and recommendations to the Board of Directors. The Board shall issue a final written decision within thirty (30) days of the committee's recommendation. The decision shall be final and binding on the parties.

Section 7.05. USFS Jurisdiction.

Members shall utilize the Club's grievance and disciplinary procedures prior to seeking external review, except where immediate reporting or action is required under applicable law, U.S. Figure Skating rules, SafeSport

requirements, or other governing authority obligations. Nothing in this Article shall preclude the application of applicable U.S. Figure Skating grievance, disciplinary, or SafeSport procedures to matters within U.S. Figure Skating jurisdiction. The Club shall cooperate with any authorized investigation or proceeding.

ARTICLE VIII. CONFLICTS OF INTEREST

Section 8.01. Conflict of Interest Policy.

The Board shall adopt and maintain a written Conflict of Interest Policy consistent with N.D. Cent. Code § 10-33-47 and IRS Form 1023 requirements for § 501(c)(3) organizations. All directors, officers, and key employees shall annually execute a conflict of interest disclosure statement in accordance with such policy.

Section 8.02. Disclosure and Recusal.

When a director or officer has a conflicting interest in a transaction, the interested director or officer shall: (a) disclose the material facts of the interest to the Board before action is taken; (b) recuse themselves from deliberation and voting on the matter; and (c) not be counted for quorum purposes with respect to that vote. The Board shall record the disclosure and the basis for its decision in the minutes.

Section 8.03. Safe Harbor Standards.

A Director shall not be liable to the Club for a conflicting interest transaction solely because the Director is present at or participates in the meeting that authorizes, approves, or ratifies the conflicting interest transaction, or solely because the Director's vote is counted for such purpose, if: (i) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; (ii) the material facts are disclosed or known to the members entitled to vote thereon, and the transaction is specifically approved in good faith by vote of the members; or (iii) the transaction is fair to the Club as of the time it is authorized, approved, or ratified by the Board, a committee of the Board, or the members.

Section 8.04. Effect.

A conflicting interest transaction shall not be void or voidable solely because of the director's or officer's interest if the material facts were disclosed and the disinterested members of the Board determined in good faith that the transaction was in the best interests of the Club.

ARTICLE IX. INDEMNIFICATION AND INSURANCE

Section 9.01. Indemnification.

The Club shall indemnify, to the fullest extent permitted by the Act, any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Club, against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such proceeding.

Section 9.02. Standard.

Indemnification shall be available if: (a) the person conducted themselves in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Club; and (b) with respect to any criminal proceeding, the person had no reasonable cause to believe their conduct was unlawful.

Section 9.03. Advance of Expenses.

Expenses incurred in defending a proceeding may be paid by the Club in advance of final disposition upon receipt of an undertaking by the covered person to repay such amount if it is ultimately determined that the person is not entitled to indemnification.

Section 9.04. Directors' and Officers' Insurance.

The Board is authorized to purchase and maintain directors' and officers' liability insurance and other appropriate insurance on behalf of any person who is or was a director, officer, employee, or agent of the Club.

Section 9.05. Reliance on Information.

In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by: (a) one or more officers or employees of the Club whom the Director or Officer believes to be reliable and competent in the matters presented; (b) legal counsel, a public accountant, or other person as to matters the Director or Officer believes are within such person's professional or expert competence; or (c) a committee of the Board of which the Director or Officer is not a member, as to matters within its designated authority. A Director or Officer shall not be considered to be acting in good faith if the Director or Officer has knowledge concerning the matter in question that makes reliance unwarranted.

Section 9.06. Gifts and Restricted Property.

Gifts, grants, bequests, and devises of property accepted by the Club shall be administered and used in accordance with the conditions imposed by the donor or transferor of such property. No gift shall be accepted that would obligate the Club to activities inconsistent with its exempt purposes.

ARTICLE X. RECORDS AND FINANCES

Section 10.01. Records.

The Club shall keep as permanent records: minutes of all meetings of its members and Board of Directors; a record of all actions taken by the members or Board of Directors without a meeting and of actions taken by a committee in place of the Board of Directors; a record of all waivers of notices of meetings; and a record showing the name and address of each member, class of membership, and dates of admission and termination. The Club shall also keep correct and complete books and records of account and maintain the current Articles of Incorporation and Bylaws.

Section 10.02. Member Inspection Rights.

Any member of the Club in good standing shall be entitled to inspect and copy, during regular business hours at the Club's principal office, any of the Club's records described in Section 10.01 upon written demand delivered at least five (5) business days before the date on which the member wishes to inspect, setting forth the purpose for such inspection, as provided by N.D. Cent. Code § 10-33-80. The Club shall respond to a demand within ten (10) business days of receipt.

Section 10.03. Limitations on Use of Membership List.

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

Section 10.04. Financial Controls.

All checks, drafts, or orders for the payment of money shall require the signature of such officer or officers as the Board may designate. No officer shall have sole authority to both approve and sign financial transactions

above an amount set by Board resolution. The Treasurer shall not disburse funds of the Club except as directed by the Board or in accordance with a budget duly approved by the Board.

Section 10.05. Annual Financial Review.

The financial records of the Club shall be subject to annual review by a licensed CPA or independent reviewer appointed by the Board of Directors. The results shall be presented to the Board and made available to members upon request.

Section 10.06. Financial Statements.

Upon written request of any member, the Club shall make available its most recent annual financial statements, including a balance sheet and statement of activity.

Section 10.07. Indebtedness; Clerical Assistance.

The Board may limit the indebtedness of any member to the Club, and may appropriate funds for clerical assistance to the Secretary and accounting assistance to the Treasurer.

ARTICLE XI. DISSOLUTION

Section 11.01. Dissolution.

The Club may be dissolved upon the affirmative vote of two-thirds (2/3) of the Board of Directors and a majority of the voting members at a meeting called for that purpose, with notice as required by Section 3.05. Upon dissolution, after payment or provision for all liabilities, the remaining assets of the Club shall be distributed to one or more organizations described in § 501(c)(3) of the Code engaged in purposes similar to those of the Club, or to the federal, state, or local government for public purposes, as determined by the Board in accordance with applicable law. The Club shall provide notice to the North Dakota Attorney General as required by state law prior to dissolution.

ARTICLE XII. USFS COMPLIANCE REFERENCES

Section 12.01. Compliance with USFS Rules.

The Club shall at all times comply with the Bylaws and Official Rules of U.S. Figure Skating, as amended from time to time. In the event of any conflict between these Bylaws and the USFS Bylaws or Official Rules on matters required by USFS, the USFS Bylaws and Official Rules shall govern.

ARTICLE XIII. AMENDMENTS

Section 13.01. Amendment of Bylaws.

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the Board of Directors at a meeting called for that purpose, with notice as required by Section 3.05. The general nature of any proposed amendment shall be distributed to all voting members at least fourteen (14) days before the meeting at which the amendment will be considered. Proposed amendments shall be set forth in or attached to the notice of such meeting. No amendment shall be adopted that conflicts with the Articles of Incorporation or applicable law.

ARTICLE XIV. MISCELLANEOUS

Section 14.01. Severability.

If any provision of these Bylaws is held to be invalid or unenforceable by a court of competent jurisdiction, the remaining provisions shall continue in full force and effect.

Section 14.02. Parliamentary Authority.

In all matters not covered by these Bylaws or by applicable law, the most recent edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the Club and its Board, to the extent not inconsistent with these Bylaws.

Section 14.03. Construction.

These Bylaws shall be construed in accordance with the laws of the State of North Dakota and the requirements of § 501(c)(3) of the Internal Revenue Code. In the event of any conflict between these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall control.

Section 14.04. Effective Date.

These Amended and Restated Bylaws shall become effective upon adoption by the affirmative vote of two-thirds (2/3) of the Board of Directors and a majority of the voting members at a duly called meeting, and shall supersede in their entirety the prior bylaws of the Club.

CERTIFICATE OF ADOPTION

These Amended and Restated Bylaws of the Williston Figure Skating Club were duly adopted by the Board of Directors and the members of the Club at a duly noticed meeting held on **June 9 , 2026**, and supersede in their entirety the prior bylaws of the Club.

President: _____ Date: _____

Secretary: _____ Date: _____