

**Constitution and Bylaws
of
Greater Evansville Figure Skating Club**

**Article I
NAME AND CORPORATION**

Section 1. Name. The organization shall be known as the Greater Evansville Figure Skating Club (hereinafter referred to as "GEFSC" or the "Club").

Section 2. Incorporation. GEFSC was recognized as having exempt status under section 501 (c) 3 of the Internal Revenue Code in a determination letter issued in September 1986.

Section 3. Principal Skating Headquarters. The Club's principal skating headquarters shall be at Swonder Ice Arena, 209 North Boeke Road, Evansville, Indiana 47711. GEFSC shall have its registered office at this location, or such other location designated by the Board of Directors.

**Article II
MISSION AND VISION STATEMENT**

GEFSC is a non-profit organization dedicated to promoting enthusiasm for figure skating by providing growth opportunities and creating a positive environment both on and off the ice. GEFSC's vision is to cultivate a lifelong passion for figure skating through friendship and community.

**Article III
BOARD OF DIRECTORS**

Section 1. General Powers. The Board of Directors shall have the entire authority to manage the affairs and finances of the Club and shall have general control of all its property. The affairs of the Club shall include, but not be limited to, offering Club ice, programming for skaters from learn-to-skate through all levels and disciples, test sessions, competitions, clinics and shows. The Board of Directors may make such rules as they deem to be necessary or appropriate with respect to (a) the use of the Club's property; (b) non-member participation in the Club's programs; (c) the establishment of penalties for any violations of the Club's rules; (d) limitations of members indebtedness to the club and the suspension of members for non-payment; and (e) the designation and appointment of special committees which shall have and exercise such authority of the Board of Directors as designated in these Bylaws or otherwise by the Board of Directors, subject to the limitations on the authority of any committee.

Section 2. Composition. The Board of Directors shall consist of nine (9) voting members (the "Voting Members") and up to two (2) non-voting quarterly members (the "Quarterly Members"). The Voting Members shall include the President, the Vice-President, the Secretary, the two Co-Treasurers, and four (4) at-large members. The Quarterly Members will be appointed by a majority vote of the Voting Members every quarter.

Adopted January 29, 2026

Section 3. Qualifications of Directors. Each Director must be at least 18 years of age and a registered member in good standing and with eligibility to serve on the Board of Directors of GEFSC. At no time shall more than one coach member serve on the Board of Directors, and at no time shall a coach who is employed in the capacity of a director of GEFSC serve on the Board of Directors. Each Director must complete the SkateSafe online certification prior to their start date and maintain compliance while in office. A Director may not hold more than one board position at any given time. Multiple members of a family may not serve on the Board simultaneously.

Section 4. Nominating Committee. The Nominating Committee shall consist of a minimum of three (3) members of the Board of Directors appointed by the Board of Directors or the President at least sixty (60) days prior to the Club's annual election for the purpose of nominating a slate of candidates for open positions on the Board of Directors.

Section 5. Term. Voting Members shall be elected to serve for two-year terms with a consecutive three-term limit. Voting Members shall be elected in staggering years, with five (5) being elected in odd years and four (4) being elected in even years. Exceptions to the consecutive three-term limit must be approved by a vote of at least two thirds of the members voting in the annual election at which he/she is elected. Quarterly Members shall be appointed to serve a quarterly term and may serve no more than two quarters consecutively.

Section 6. Vacancies. Any vacancy among the Voting Members of the Board shall be filled by a qualified candidate approved by a majority vote of the remaining Voting Members for the remainder of the unexpired term. Any vacancy among the Quarterly Members shall be filled according to the discretion of the Voting Members of the Board of Directors.

Section 7. Quorum. Five (5) of the Voting Members shall constitute a quorum at a meeting of the Board of Directors.

Section 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless the act of a greater number is required by law or by the bylaws.

Section 9. Meetings of Directors

(a) The Board of Directors shall hold a minimum of ten (10) regular meetings per year. Meetings may be held in person or by remote communication. Any member of the Board of Directors who fails to attend 3 regular board meetings during a fiscal year period is subject to removal pursuant to Section 14 of this Article. Regular meetings of the Board of Directors shall be scheduled for the year and will be posted for membership at the rink or on the GEFSC website. Changes to the schedule will be communicated as early as possible.

(b) Any member of the Board of Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members of the Board of Directors participating may simultaneously hear each other during such meeting. A director participating in a meeting by such means shall be deemed to be present in person at the meeting.

(c) If a Voting Member must be absent from a meeting, he/she may appoint either another Voting Member or a Quarterly Member to serve as a proxy. Such appointment will be deemed valid for determining whether a quorum is present at the meeting, and votes of the proxy shall be considered a vote of the Voting Member.

(d) Actions of the Board of Directors may be taken without a meeting, provided that all of the Voting Members participate in such action. If a Voting Member objects to the action being taken without a meeting, then the action must be postponed until the next meeting of the Board of Directors. If a Voting Member casts a vote regarding such action, such vote shall be deemed consent of the action taking place without a meeting. Any action taken in lieu of a meeting shall be effective when the last Voting Member consents, and shall have the effect of a meeting vote.

(e) A special meeting of the Board of Directors may be called either by the President or by any five (5) Voting Members of the Board of Directors by providing written or digital request of such special meeting to the Secretary.

(f) The date, time and location of any regular or special meeting of the Board of Directors shall be established by the President or, in his/her absence, by the Vice-President.

(g) The Secretary shall provide written or digital notice of any special meeting of the Board of Directors to all Voting Members and Quarterly Members not less than twenty four (24) hours prior to such special meeting, which notice shall include the date, time, location and purpose of such special meeting. With respect to any special meeting called by any five (5) Voting Members of the Board of Directors, the notice of such special meeting shall set forth the names of the five (5) Voting Members requesting the meeting.

Section 10. Executive Committee. The Executive Committee shall consist of (a) the President, the Vice President, the Secretary, and one of the Co-Treasurers, and (b) the Operations Manager, if any, and any other advisors appointed by the Board of Directors to serve on the Executive Committee, who shall serve as non-voting members of the Executive Committee. The Executive Committee shall oversee the committees and employees of the Club.

Section 11. Financial Duties. The Board of Directors shall authorize all disbursements or other appropriations from the Club's funds. The Board of Directors shall approve the annual financial report and proposed budget, prepared by the Treasurer, which upon their approval by the Board of Directors, shall be presented to the Club's membership at the annual membership meeting. The Board of Directors shall be responsible for auditing the records of the Secretary, Co-Treasurers, the Executive Committee and any other committee established by the Board of Directors. Any disbursement of the Club's funds may only be made pursuant to approval by the Board of Directors. All of the Club's funds shall be deposited in an account maintained under the name of the Club in a bank approved by the Board of Directors, or invested in securities or other investments approved by the Board of Directors. Any disbursement by check must be signed by one of the Treasurers or the President or another officer, member of the Board of Directors, or person authorized by the Board of Directors to sign checks on behalf of the Club.

Section 12. Director Compensation. Members of the Board of Directors shall not receive compensation for their duties as directors. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any capacity other than duties as a director and may be reimbursed for authorized expenses incurred on behalf of the club.

Section 13. Conflicts of Interest. A contract or other transaction with the Club in which a member of the Board of Directors has a direct or indirect interest shall not be voidable by the Club solely because of the director's interest in the transaction if any of the following is true: (a) the material facts of the transaction and the director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or the committee authorized, approved, or ratified the transaction; or (b) the transaction was fair to the Club. For the purposes of this Section 12, a director shall be considered to have a direct or indirect interest in a transaction if : (a) another entity in which the director has a material financial interest or in which the director is a general partner is a party to the transaction, or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction and the transaction is or should be considered by the Board of Directors. When voting upon any transaction in which a director has a direct or indirect interest, such interested director shall abstain from voting on such transaction.

Section 14: Removal. Any Voting Member or Quarterly Member may be removed with cause by the majority of the Voting Members, excluding any Voting Member under consideration for removal.

Article IV OFFICERS

Section 1. General. GEFSC shall have a President, a Vice-President, a Secretary and two (2) Co-Treasurers and may have such other officers as the Board of Directors may deem necessary. All such officers shall be chosen from among the Voting Members of the Board of Directors by a majority vote of the Board of Directors.

Section 2. President. It shall be the duty of the President (a) to have general charge and authority over the business of the Club, subject to the direction of the Board of Directors or the Executive Committee; (b) to preside at all meetings of the Club, its Board of Directors and its Executive Committee; (c) to supervise and manage the Club and its property, subject to the direction of the Board of Directors or the Executive committee; (d) to suspend any member for violating the bylaws or regulations of the Club, pending the approval of the Board of Directors; (e) to call special meetings and Club meetings; (f) to execute on behalf of the Club and cause to be filed all federal, state and local tax return, information returns and other filings required to be made by the Club under any applicable law, rule or regulation; and (g) except as otherwise directed by the Board of Directors or the Executive Committee, to sign all agreements and contracts upon the approval of the Board of Directors and together with one other officer on behalf of the Club. The President shall have such other powers and duties as the Board of Directors may assign to him or her. The President shall cast a vote on any issue before the Board of Directors only when said vote is needed to break a tie.

Section 3. Vice President. It shall be the duty of the Vice-President (a) to assist the President in the discharge of the duties of the President; and (b) in the absence of the President, to assume the duties of the President and officiate in his or her stead for as long as such absence or inability continues. The Vice President shall have such other powers and duties as the Board of Directors or the President may assign to him or her.

Section 4. Secretary. It shall be the duty of the Secretary to (a) issue notices of all meetings for which notice is required to be given; (b) to prepare the minutes of the directors' and members' meetings and to authenticate the records of the Club; and (c) to maintain and have charge of the Club's corporate record books in accordance with the records retention policy adopted by the Board of Directors from time to time. The Secretary shall have such other duties and powers as the Board of Directors or the President may assign to him or her.

Section 5. Co-Treasurers. It shall be the duty of the Co-Treasurers to (a) have charge of the funds of the Club; (b) keep adequate and correct accounts of the Club's affairs and transactions, including a record of all receipts and disbursements; (c) maintain the Club's bank accounts and make disbursements; (d) render a written financial report at each meeting of the Board of Directors; (e) prepare and submit to the Board of Directors for its approval a yearly financial report and proposed budget, which upon the Board of Directors' approval, shall be presented to the Club's membership at the annual membership meeting; and (f) make an annual financial report to the Club's accountant for preparation of all year-end filing for all government agencies, where required. The Co-Treasurers shall have such other duties and powers as the Board of Directors or the President may assign to them.

Article V

COMMITTEES, EMPLOYEES, AND ADVISORS

Section 1. Committees and Committee Chairs. In addition to the Officers, the Board of Directors may appoint individual members of the Club to serve as the Membership Chair, Test Chair, Elections Chair, Public Relations Chair, Competition Chair, SkateSafe Chair, Governance Chair, and the chair of any other committee that the Board of Directors may choose to create from time to time.

Section 2. Operations Manager. The Board of Directors may hire a qualified professional to serve as the Club's Operations Manager to oversee all aspects of the Club's programs, subject to the direction of the Board of Directors and the President, including, without limitation, program development, coach management, budgeting and financial oversight, and such other duties as the Board of Directors may assign to him or her. The Operations Manager will serve as a non-voting member of the Board of Directors and, subject to the direction of the Board of Directors, assist and cooperate in the management of the day-to-day operations of the Club. The Operations Manager shall generally keep the Board of Directors informed of training programs and his or her activities. The Executive Committee, without the presence of the Operations Manager, shall review the duties, performance, and compensation of the Operations Manager on an annual basis, and shall make a recommendation to the Board of Directors as to the retention and compensation of the Operations Manager.

Section 3. Other Employees, Contract Workers, and Advisors. The Board of Directors shall have the exclusive authority to hire on behalf of the Club any other employees, contract workers, or advisors which they deem to be necessary or appropriate to meet the needs of the Club. The duties, contracts and compensation/fees of such employees, contract workers, or advisors shall be established and reviewed by the Executive Committee as designated by the Board of Directors, who shall report to the Board of Directors.

Article VI ELECTIONS

Section 1. Annual Elections. The Club shall hold its annual election of members of the Board of Directors (the "Annual Election") within one month before the beginning of the fiscal year for which such directors are chosen. All Club members with voting rights who are in good standing and who are at least 18 years of age are eligible to cast a vote in the Annual Election. The Board of Directors shall appoint an Elections Chair to set the date, time and location of the Annual Election and to ensure that the Annual Election is conducted fairly and in accordance with these Bylaws.

Section 2. Nomination of Slate. Each year, the Nominating Committee shall put-forth to the Board of Directors a slate of nominees who have been determined to be qualified and willing to serve as at-large members and/or Club officers if elected. The slate of nominees selected by the Nominating Committee and approved by the Board of Directors as well as any nominees set forth by the membership will be publicly posted at the Club's premises and in digital communication in the form of a ballot at least four (4) weeks prior to the Annual Election.

Section 3. Voting. The Secretary shall distribute ballots setting forth the nominees to all Club members, eligible to vote, at least two (2) weeks before the date set for counting votes. Eligible voters may cast their ballots by e-mail or in person at a time and location that is communicated by the Secretary for the Annual Election. Ballots not received by the time designated for the counting of the votes shall be invalid. The Board of Directors has the option of limiting which methods of ballot submission will be used in each election. The actual counting of the ballots shall be conducted under the supervision of the Election Chair or such other person as the Board of Directors may designate for that purpose.

Section 4. Election Records. The Secretary shall preserve the ballots and other records of each Annual Election for at least three years after the date of such Annual Election.

Article VII MEMBERSHIP

Section 1. Eligibility for Membership. Candidates for membership in the Club shall be individuals interested in the Club's stated mission and vision.

Section 2. Classes of Membership. The Board of Directors shall determine the classes of membership, and the rights (including voting eligibility), privileges, preferences, restrictions and conditions applicable to each class of membership. There is no requirement that each

class of membership have the same rights, privileges, preferences, restrictions and conditions.

Section 3. Application for Membership. Applicants for any class of membership in the Club must submit a completed membership application, with appropriate fees, to the Membership Chair. If the Membership Chair has any questions about eligibility of an applicant for a class of membership, the Membership Chair shall submit such application to the Board of Directors for its determination of such eligibility. A membership application shall not be approved if a majority of the Board of Directors objects to such membership. The Board of Directors may not reject a membership application on the basis of race, color, religion, sex, national origin, age, disability, or genetic information of the membership applicant. If the Membership Chair has no questions regarding the eligibility of an applicant, the application shall be processed accordingly. The Membership Chair or said Chair's designee shall promptly notify each applicant of the action of the Board of Directors with regard to their application.

Section 4. Termination & Suspension of Membership. Each membership will terminate upon the annual expiration date of such membership unless the member renews such membership and pays the applicable membership fees of the Club. The Board of Directors may suspend or terminate any member's membership, temporarily or permanently, upon a majority vote of the Board of Directors. The Secretary shall provide written notice of the reason for such suspension or termination to the applicable member by registered mail at his or her address as it appears on the Club's records within ten (10) days after the Board of Directors' action. The termination or suspension of a membership does not relieve the terminated or suspended member from any obligations for charges incurred, services or benefits actually rendered, dues assessments, or fees. A member's right to appeal any membership suspension or termination shall be governed by the applicable rules and bylaws of GEFSC.

Section 5. Resignations. Any member not in arrears for dues, or other indebtedness, may tender a written resignation of his/her membership to the Secretary, who shall report the same to the Board of Directors at the next meeting.

Section 6. Member Not in Good Standing. A member not in good standing is defined as one who is in arrears for dues or any other indebtedness with GEFSC. Such members shall be restricted from participating in all Club activities including, but not limited to, testing, competing, coaching, participating in shows and other Club events, and serving on the Board of Directors. Information regarding members who have outstanding financial obligations may be submitted to U.S. Figure Skating to be flagged in their database and subject to other actions outlined in the U.S. Figure Skating Rulebook regarding Members Not in Good Standing.

Article VIII GRIEVANCE AND CONFLICT RESOLUTION

If any GEFSC member has a complaint or grievance against another member for an infraction of any Bylaw, rule, policy or procedure of GEFSC, the complainant may file such complaint in writing in compliance with the GEFSC Conflict Resolution Policy, which the

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Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.

Article IX CLUB MEETINGS

Section 1. Annual Meeting of Membership. There shall be at least one meeting of the Club's membership each fiscal year on a date and at a time and location designated by the Board of Directors. This meeting may be held electronically.

Section 2. Special Meetings of the Membership. A special meeting of the Club's membership shall be held at the direction of the President or upon the written request of at least ten (10%) percent of the Club's membership entitled to cast a ballot at the last Annual Election.

Section 3. Proxies. A member eligible to cast a vote at an annual or special meeting of the Club's membership may appoint a proxy to vote or otherwise act for that member by signing an appointment letter or by an electronic transmission. An appointed proxy must be an active member of the Club in good standing, with voting rights, and at least 18 years of age. An electronic transmission shall contain, or be accompanied by, information from which one can determine that the member authorized the electronic transmission. An appointment of a proxy shall be effective when a signed appointment letter or electronic transmission of the appointment is received by the Secretary or other officer or agent authorized to tabulate votes.

Section 4. Quorum. Fifty (50%) percent of the members eligible to cast votes at such meeting shall constitute a quorum for the transaction of business at annual and special meetings, including meetings to adopt or amend the Bylaws. Any member represented by a proxy shall be included among the members present at such meeting for the purpose of establishing a quorum.

Section 5. Notices. The Secretary shall cause notices of any membership meeting to be (a) personally delivered, mailed, or digitally transmitted to each member eligible to cast a vote at such meeting at least ten (10) days prior to the date for such meeting; and (b) posted on the Club's website or posted at the rink for the same length of time; provided, however, that with respect to any meeting at which any amendment to these Bylaws shall be considered, the Secretary shall provide notice of the general nature of the proposed amendments not less than thirty (30) days prior to the date for such meeting.

Section 6. Special Meeting Limitation. Only business within the purpose or purposes described in the meeting notice for such special meeting may be conducted at such special meeting of the membership.

Article X MEMBERSHIP IN U.S. FIGURE SKATING

Section 1. Club Membership. The Club shall maintain its membership in U. S. Figure Skating and conduct its affairs in a manner consistent with the by-laws of the U.S. Figure

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Skating. Members shall conduct themselves in a manner consistent with the codes and ethics as stated by U. S. Figure Skating and the United States Olympic Committee.

Section 2. U.S. Figure Skating Delegates. The Board of Directors shall appoint, from among the Club's membership, U. S. Figure Skating delegates, as specified in the U. S. Figure Skating Bylaws. The delegate(s) shall serve as the representatives of GEFSC to U. S. Figure Skating, and shall attend U.S. Figure Skating Governing Council meetings, either in person or by proxy.

Article XI INDEMNIFICATIONS

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

Article XII MISCELLANEOUS

Section 1. Fiscal Year. The Club's fiscal year shall run from July 1st through June 30th of the following year.

Section 2. Fees, Dues, and Assessments. The Board of Directors shall establish, as it deems necessary and appropriate, fees, dues, and assessments and the manner of collection thereof.

Article XIII AMENDMENTS TO BYLAWS

These Bylaws may be amended by a three-quarters vote of the members attending in person or by proxy at an annual meeting or special meeting of the Club's membership held for that purpose, provided that the Secretary has caused a notice pursuant to Article IX, Section 5 of

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the general nature of the proposed amendment(s) to be personally delivered, mailed, or digitally transmitted to all members eligible to cast a vote at such meeting.

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