

AMENDED AND RESTATED

(AS OF July 15, 2017)

CONSTITUTION AND BYLAWS OF THE FLORIDA EVERBLADES FIGURE SKATING CLUB

ARTICLE I: NAME AND LOCATION

Section 1. NAME

The name of this organization shall be: "Florida Everblades Figure Skating Club". For all purposes this name may be abbreviated to read "FEFSC".

Section 2. LOCATION

Florida Everblades Germain Arena

11000 Everblades Parkway, Estero, Florida 33928

Section 3. NON PROFIT ORGANIZATION

The Club is organized for public purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. The Club is organized, and shall at all times operate exclusively for public charitable purposes within the meaning of Section 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, but more particularly to exclusively foster figure skating (which is an amateur sport) and the activities related thereto.

ARTICLE II: PURPOSE

The principal purpose of the Club is to foster figure skating on ice. In order to do so, the Club has been organized to exist as a member club of U.S. Figure Skating and, therefore, seeks to assist in carrying out the objects and purposes of U.S. Figure Skating in accordance with the provisions of the U.S. Figure Skating Bylaws and Official Rules. The Club shall maintain its membership in U.S. Figure Skating and conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of U.S. Figure Skating.

ARTICLE III: MEMBERS

Section 3.1 Members. The Club shall have members who are interested in the objects and purposes of the Club and who are registered with U.S. Figure Skating, with voting rights and any other legal rights or privileges in connection with the governance of the Club, in accordance with such provisions and criteria pertaining to qualifications, classification, privileges, application and acceptance of members established from time-to-time by the Board of Directors. Members of the Club shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws, Official Rules, policies, procedures, code of conduct, and code of ethics and principals of ethical behavior of U.S. Figure Skating.

Section 3.2 Dues. The Board of Directors may establish, as it shall deem necessary and appropriate, such periodic membership dues, other assessments and procedures for the manner of payment and collection thereof.

Section 3.3 Arrears for Dues. Members who are in arrears for dues or other indebtedness shall not be permitted to use the club ice, to hold office, to be entitled to vote, to enter into tests, competitions and exhibitions, unless arrangements have been made by the delinquent member and approved by the Board of Directors. The delinquent member shall be immediately notified of the above restrictions by phone and in writing at his last known address by the club Treasurer or club Secretary. If the amount of the delinquency is not paid in full within a prescribed period or in compliance with the approved arrangement, the name of the delinquent member shall be reported by the Treasurer or Secretary, to the Board of Directors at their next meeting. The Board of Directors may drop from membership roll the name of such delinquent member. All checks returned to FEFSC shall be charged bank fees and any processing fees. If a member is dropped for delinquency, he shall immediately be notified in writing at his last known address by the club Secretary. Reinstatement for full membership of a delinquent member shall be at the discretion of the Board of Directors. Membership fees are due one month prior to renewal. Memberships expire June 30th.

Section 3.4 Annual Meeting. The Club shall hold an annual meeting of its members for the purpose of electing Directors and for the transaction of such other business as may come before the meeting at a time, date and place stated in or fixed in accordance with a resolution of the Board of Directors. The annual meeting shall be held by the end of the club calendar year in June. If no place is stated, the meeting shall be held at the Club's principal office. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club.

Section 3.5 Special Meetings. The Secretary shall call special membership meetings at the direction of the President or upon receipt of a written petition signed by twenty percent (20%) of the voting membership in good standing.

Section 3.6 Notices. The Secretary or designee shall notify every voting member by email at least ten days in advance of the annual meeting and forty-eight (48) hours in advance of special meeting and shall post the Notice on the club bulletin board and the club website for the same length of time. The purpose or purposes of the meeting shall be stated on the notice for annual, monthly, and special meetings. No business other than what has been posted in the Notice shall be conducted.

Section 3.7 Proxies. At all meetings of members, a member may vote by proxy by signing an appointment form or similar writing, either personally or by the member's duly authorized attorney-in-fact. A member may also appoint a proxy by transmitting or authorizing the transmission of an electronic transmission providing a written statement of the appointment to the proxy or other person duly authorized by the proxy to receive appointments as agent for the proxy or to the Club. The transmitted appointment shall set forth or be transmitted with written evidence from which it can be determined that the member transmitted or authorized the transmission of the appointment. The proxy appointment form or similar writing shall be filed with the Secretary of the Club before or at the time of the meeting. The appointment of a proxy is effective when received by the Club and is valid for eleven (11) months unless a different period is expressly provided in the appointment form or similar writing.

Section 3.8 Club's Acceptance of Votes. If the name signed on a vote, consent, waiver, proxy appointment or proxy appointment revocation corresponds to the name of a member, the Club, if acting in good faith, is entitled to accept the vote, consent, waiver, proxy appointment or proxy appointment revocation and give it effect as the act of the member. No member under the age of 18 shall be entitled to vote.

Section 3.9 Quorum. A quorum at membership meeting shall consist of twenty percent (20%) of the voting members in good standing. The method of voting at membership meeting shall be determined by the Board of Directors unless otherwise provided for in these constitution and bylaws.

Section 3.10 Meetings by Telecommunications. Any or all of the members may participate in an annual or special membership meeting by, or the meeting may be conducted through the use of any means of communication by which all members participating in the meeting can hear each other during the meeting. A member participating in a meeting in this manner is deemed to be present in person at the meeting.

Section 3.11 Action Without a Meeting By Written Ballot. Any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting if the Club delivers a written ballot to every member entitled to vote on the matter. The written ballot shall: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against the proposed action. Approval by written ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (i) indicate the number of responses necessary to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of directors; (iii) specify the time by which the ballot must be received by the Club in order to be counted; and (iv) be accompanied by written information sufficient to permit each person voting to reach an informed decision. Written ballots may not be revoked.

Section 3.12 Termination, Expulsion or Suspension. No member may be expelled or suspended from the Club, and no membership may be terminated or suspended, except as follows. The member shall be given not less than fifteen (15) days prior written notice of the expulsion, suspension or termination and the reasons therefore. The member shall have an opportunity to be heard, orally or in writing, by the Board of Directors, not less than five (5) days before the effective date of the expulsion, suspension or termination by the Board of Directors. Written notice must be given by first-class or certified mail sent to the last address of the member shown on the Club's records. Any member expelled or suspended shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to expulsion. The provisions of this Section 3.15 apply to a member's membership in the Club and not to membership in U.S. Figure Skating, the latter of which is subject to applicable provisions of the Bylaws and Official Rules of U.S. Figure Skating pertaining to expulsion or suspension of membership privileges in U.S. Figure Skating.

Section 3.13 Delegates to the U.S. Figure Skating Governing Council. Delegates to the U.S. Figure Skating Governing Council must be registered members of the Club and must meet the qualifications as set forth in Article VII, Section 1 of the U.S. Figure Skating Bylaws. The Club's Board of Directors shall appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with Article VII, Section 2 of the U.S. Figure Skating Bylaws. The Club's delegates shall be representatives of the Club at the Governing Council meeting for which they are appointed as delegates and shall attend said meeting, either in person or represented by proxy. The Club will file a certificate of appointment of its delegates with the Secretary of U.S. Figure Skating, duly signed by an authorized Officer of the Club.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1 General Powers and Qualifications.

(a) Powers. The business and affairs of the Club shall be managed by its Board of Directors, except as otherwise provided in the Nonprofit Law, the Club's Articles of Incorporation or these Bylaws.

(b) Qualifications. Directors must be (i) at least eighteen (18) years old, (ii) registered with U.S. Figure Skating and (iii) home club members of the Club in accordance with provisions of applicable rules of U.S. Figure Skating and (iv) voting members of the Club. In addition, Directors of the Club must be eligible persons, as defined in the eligibility rules of U.S. Figure Skating; provided, however, that eligible coaches may serve as Directors of the Club so long as collectively they do not constitute a majority of the total number of Directors of the Club (see, U.S. Figure Skating Membership Rule 4.00, as may be amended from time-to-time). Rink management can never serve on the board.

Section 4.2 Number, Term, and Election of Directors.

(a) Number of Directors. The number of directors of the Club shall be as determined by the Board of Directors from time-to-time; the number of directors must be an odd number.

(b) Term of Directors. Directors shall serve a term of two (2) years. At the first annual meeting of the Board of Directors after adoption of these Bylaws, classification of the directors may be made by dividing them into two classes. The term of office of the Directors constituting the first class, shall expire at the first annual meeting of the Board of Directors held after such classification; the term of office of the Directors constituting the second class, shall expire at the second annual meeting thereafter. At each annual meeting after such classification, the number of Directors equal to the number of the class whose term expires at the time of such meeting shall be elected, in accordance with the procedures set forth. Each Director shall hold office until such Director's term expires and thereafter until such Director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal.

(c) Nominations. The Secretary shall email nomination forms to voting members of the club at least six (6) weeks before the annual membership meeting. Any voting member may submit for nomination candidates for all open Board Member positions. Such nominations must be filed with the Secretary at least four (4) weeks before the annual meeting. The nominating committee shall then confirm the candidate's willingness and legal eligibility to run for election. If no nominations are received or none found eligible, then the nominating committee shall make nominations for those positions. The nominating committee shall cause a ballot with the names of such candidates with the offices for which they are nominated to be emailed to each member for at least fourteen (14) days prior to the annual meeting.

(d) Elections. Elections for Board members shall be held at the annual membership meeting. Vote shall be by ballot, and the one receiving the greatest number shall be elected. Absentee ballots will be accepted by the nominating committee prior to and at the meeting where it will collect the remaining ballots of those in attendance. The committee shall tabulate all votes at

the meeting and announce the results. Any voting member may observe the vote tabulation.

Section 4.3 Resignation. A Director may resign at anytime by giving written notice of resignation to the Club. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date.

Section 4.4 Removal. A Director may be removed at any time, with reasonable cause, by a majority vote of the Board of Directors.

Section 4.5 Vacancies. Any vacancy occurring among the Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A Director elected to fill a vacancy shall be elected for the un-expired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by a vote of the members, and a Director so chosen shall hold office until the next election of the class for which such Director was chosen and thereafter until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal.

Section 4.6 Regular Meetings. A meeting of the Board of Directors shall be held during the first month of the new club year at a time and place determined by the Board, for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. The Directors may provide by resolution the time and place for the holding of additional regular meetings.

Section 4.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any director(s). The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the board called by them. Notice stating the place, day and hour of every special meeting of the Board of Directors shall be given to each director by e-mailing such notice at least ten (10) days before the date fixed for the meeting; however, the Directors may waive the 10-day notice. The notice of a special meeting need not specify the purpose of the meeting.

Section 4.8 Quorum and Voting. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No Director may vote or act by proxy at any meeting of Directors.

Section 4.9 Meetings by Telephone. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting by special exception only. Habitual use of this privilege will constitute removal from the board.

Section 4.10 Presumption of Assent. A Director who is present at a meeting of the Board of Directors is deemed to have assented to all action taken unless: (i) the Director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken; (ii) the Director contemporaneously requests that the

Director's dissent or abstention as to any specific action taken be entered in the minutes; or (iii) the Director causes written notice of the Director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment or by the Club promptly after adjournment. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 4.11 Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of Directors may be taken without a meeting if every member of the Board in writing either: (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that action not be taken without a meeting. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. The action shall only be effective if there are writings, which describe the action, signed by all Directors, received by the Club and filed with the minutes. Any such writings may be received by wireless communication providing the Club with a complete copy of the document including a copy of the signature. The typing of the Director's name in conjunction with his or her vote shall suffice as his or her signature for votes being taken via email. A Director's right to demand that action not be taken without a meeting shall be deemed to have been waived if the Club receives a writing satisfying the requirements hereof that has been signed by the Director and not revoked as provided below. Actions taken shall be effective when the writings set forth a different date. Any Director who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the Club before the last writing necessary to effect the action is received. All such actions shall have the same effect as action taken at a meeting.

Section 4.12 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors of attendance at board meetings may be paid or reimbursed by the Club. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 4.13 Executive and Other Committees. By one or more resolutions adopted by the Board of Directors, the Board may designate from among its Directors an executive committee of the Board, as well as one or more other committees of the Club, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise the authority delegated by the Board of Directors, except as prohibited by the Nonprofit Law. Rules governing meetings of any committee shall be as established by the Board of Directors, or in the absence thereof, by the committee itself. Any budget needs to be submitted and approved by the Board of Directors.

ARTICLE V: OFFICERS

Section 5.1 Number and Qualifications. The elected officers of the Club shall be a President (who shall also serve as the Chairman of the Board), one or more Vice-Presidents, a Secretary and a Treasurer. The Board of Directors may also appoint such other officers, assistant officers and agents as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of President and Secretary. Officers must be Directors of the Club and, therefore, must meet the qualifications of Directors as set forth in Section 4.1(b) of these Bylaws.

Section 5.2 Election and Term of Office. The elected Officers of the Club shall be elected by the Board

of Directors at the first meeting of the Club's Board of Directors, which is held in the first month of the new club year. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each Officer shall hold office until the Officer's successor shall have been duly elected and shall have qualified, or until the Officer's earlier death, resignation or removal.

Section 5.3 Compensation. Officers shall not receive compensation for their services as such, although the reasonable expenses of Officers may be paid or reimbursed by the Club. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 5.4 Resignation. An Officer may resign at any time by giving written notice of resignation to the Club. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date. All paperwork pertaining to the Officer's duties shall be turned over to the Secretary or another Director within 30 days of giving notice.

Section 5.5 Absenteeism. If an Officer is absent from three consecutive Board meetings, his position on the Board of Directors shall become immediately vacated.

Section 5.6 Removal. Any Officer may be removed by the Board of Directors whenever in its judgment the best interests of the Club will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not in itself create contract rights.

Section 5.7 Vacancies. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.8 Authority and Duties of Officers. The Officers of the Club shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. It shall be the duty of the President to administer the day to day affairs of the Club, to supervise the Club Administrator (if any), to call meetings of the Membership, and to preside at all meeting of the club. The President, or the Secretary, shall sign all agreements and contracts made by the Club, upon the approval of the Board of Directors. The President shall vote at Board meeting only in the case of a tie.

(b) Vice-President. The Vice President shall assist the President in the discharge of his duties and in his absence, assume his duties and officiate in his stead. The Vice President shall become President should that office become vacant for any reason.

(c) Secretary. The Secretary shall give notice of all meetings of the Club and the Board of Directors and shall keep the minutes of such meetings. He shall conduct the general correspondence; supervise all reports and documents connected with club business, except such as may be assigned to specific officers, Directors, committees, or Club administrator. He shall make available to any voting member a current roster of voting members as well as a copy of this constitution and bylaws upon request. He shall be

the keeper of the roll of membership, along with the dates of their election, dates of expulsions, suspension or resignation.

(d) Treasurer. The Treasurer shall keep the books and accounts of the club, receive all dues, and pay all bills. All financial transactions of the Board and/or its Directors shall be forwarded to the Treasurer via email within thirty (30) days of transaction detailing expenses incurred. All receipts shall be submitted to the Treasurer on or before the next Board Meeting. The President shall authorize all disbursements. The President, Treasurer, and Secretary shall all be authorized signatories on the accounts of the club. A monthly financial statement from the Treasurer must be distributed at regular meetings of the Board and at the Annual meeting to all voting members in good standing. He shall permit an examination by the President and the Board of Directors of all books, accounts, papers, vouchers, and records pertaining to his office upon demand. At least annually, there shall be an audit of the Club's finances by an audit committee consisting of at least two (2) voting members not on the Board and the FEFSC Treasurer. The Board of Directors shall have the power whenever they deem it necessary to appoint an assistant Treasurer. The funds shall be deposited in the name of the Club in a bank approved by the Board of Directors.

Section 5.9 Surety Bonds. The Board of Directors may require any officer or agent of the Club to execute to the Club a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the Club of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Club.

ARTICLE VI STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 6.1 General. Each Director and Officer shall perform their duties as a director or officer, including without limitation their duties as a member of any committee of the Board, (i) in good faith, (ii) in a manner the Director or Officer reasonably believes to be in the best interests of the Club and (iii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A Director or Officer, regardless of title, shall not be deemed to be a trustee with respect to the Club or with respect to any property held or administered by the Club including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 6.2 Reliance on Certain Information and Other Matters. 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, in each case prepared or presented by the persons designated below. However, 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 would cause such reliance to be unwarranted. The designated persons on whom a Director or Officer are entitled to rely are: (i) one or more officers or employees of the Club whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence; (iii) a committee

of the Board of Directors on which the Director or Officer does not serve if the Director reasonably believes the committee merits confidence.

Section 6.3 Limitation on Liability. A Director or Officer shall not be liable to the Club or its members for any action the Director or Officer takes or omits to take as a director or officer if, in connection with such action or omission, the Director or Officer performs their duties in compliance with this Section.

ARTICLE VII CONFLICTS OF INTEREST

Section 7.1 Definition. As used in this Section 7.1: (i) "conflicting interest transactions" means a contract, transaction, or other financial relationship between the Club and a Director of the Club, or between the Club and a party related to a Director, or between the Club and an entity in which a Director of the Club is a director or officer or has a financial interest, and (ii) a "party related to a director" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a director, officer, or has a financial interest.

Section 7.2 Procedure; Action; Disclosure. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Club, solely because the conflicting interest transaction involves a Director of the Club or a party related to a Director or an entity in which a Director of the Club is a director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Club's Board of Directors or of a committee of the Board of Directors 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 of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or (ii) 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 members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or (iii) the conflicting interest transaction is fair as to the Club. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.

Section 7.3 Loans. No loans shall be made by the Club to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until the repayment thereof.

ARTICLE VIII: GRIEVANCE AND DISCIPLINARY PROCEEDINGS

Section 1. SCOPE

The Board of Directors and any Hearing Panel that the Board may appoint as provided below shall

have jurisdiction over the following matters.

A. GRIEVANCE PROCEEDINGS

Proceedings based on grievances by a member or professional having FEFSC privileges alleging violation under the constitution and bylaws of the FEFSC or otherwise within the jurisdiction of the FEFSC;

B. DISCIPLINARY PROCEEDINGS

Proceedings by the FEFSC arising under any matter involving discipline of any person under its jurisdiction, including the results of a grievance proceeding.

Section 2. GRIEVANCE PROCEEDINGS

A. GRIEVANCE STATEMENT

Member's alleging that they have been aggrieved by violation of any right enumerated in this constitution and bylaws or in any other way in any matter within the jurisdiction of the FEFSC may, within sixty (60) days of occurrence of the incident on which such alleged grievance is based, submit to the Secretary a written statement specifying the person or organization responsible for the alleged grievance, the nature of the grievance, and if appropriate, the relief desired. The Secretary shall submit the grievance statement to the Board of Directors and to the person against whom the grievance is made.

B. REFERRAL TO HEARING OR OFFICER

The President shall commence a proceeding within thirty (30) days of the filing of a grievance with the President of the FEFSC pursuant to Article VIII, Section 2.A., by appointing a Hearing Panel of at least three persons, but not more than five, to whom the matter may be referred. Alternatively, the President may refer the matter to an independent, professional mediator or arbitrator.

C. PRELIMINARY ACTION BY HEARING PANEL OR OFFICER

At the preliminary hearing, both parties may be heard and witnesses, if any, may be presented by each party. If the Hearing Panel or independent hearing officer determines no reasonable ground for a grievance exists, it shall make a written decision stating the grounds for its decision and shall deliver copies to the President and the party alleging the grievance within thirty (30) days of the appointment of a hearing panel pursuant to Article VIII, Section 2.A. The party alleging the grievance may appeal any such decisions to the full Board of Directors pursuant to Section 4, below. If the grievance is found to be valid, a recommendation for discipline shall be made to the Board. The party against whom such grievance is found may appeal any such decision to the Board of Directors. Any such appeal shall be treated as a Disciplinary Proceeding pursuant to Section 4, below.

Section 3. DISCIPLINARY PROCEEDINGS

A. COMMENCEMENT OF DISCIPLINARY PROCEEDINGS

The President may institute disciplinary proceedings before the Board as to any matter arising under Article III, Section 9 or any other matter involving the discipline of a member within the jurisdiction of FEFSC. Alternatively, the President may refer the matter to a Hearing Panel, or independent hearing officer as provided above. The Board of Directors may suspend a member pending investigation and hearing by the Hearing Panel or officer.

B. INVESTIGATION BY THE HEARING PANEL OR OFFICER

If the Hearing Panel or officer determines that no reasonable grounds exist for a disciplinary proceeding it shall so advise the President in writing setting forth the reasons for such determination. If the President determines nevertheless that reasonable grounds do exist, the President may refer the matter to the full Board of Directors.

C. STATEMENT OF CHARGES

If the Hearing Panel or the President determines that there are reasonable grounds for a disciplinary proceeding, the Hearing Panel or President shall prepare a written statement of charges, and shall commence the proceeding by delivering such statement of charges to the person against which such disciplinary action is brought.

D. RIGHT TO REPLY-SETTING TIME AND PLACE FOR HEARING

Such person shall have thirty (30) days in which to reply. The reply shall be in writing and shall be delivered to the President. The Board of Directors shall set a place and date for a hearing that is reasonably convenient for all parties. The hearing shall be conducted as provided in Section 4, below.

Section 4. HEARING BY BOARD OF DIRECTORS-FINDING AND DECISION

At the Board hearing each party shall be entitled to call witnesses, whose testimony shall be taken under oath, produce evidence, and submit memoranda supporting the party's position and shall be entitled to be represented by counsel. The FEFSC may also be represented by counsel. Minutes shall be taken. The Board shall make written findings of fact which shall be final and shall make a written decision which shall include the grounds for the decision. It shall deliver a copy of its findings of fact and decision to each party within 30 days.

ARTICLE IX: INDEMNIFICATION AND LIABILITY PROTECTION

Section 1. INDEMNIFICATION

The FEFSC shall indemnify to the fullest extent authorize or permitted by Florida law, any person,

and such person's heirs legal representatives, who is made or threatened to be made a party to any action, suit, or proceeding (whether civil, criminal, administrative or investigative) whether brought by or in the right of the FEFSC or otherwise, by reason of the fact that such person is or was a Director, incorporator, Officer, Employee, or Agent of the FEFSC or such person served on any formally constituted advisory body or Voluntary Committee of the FEFSC, the Board of Directors, or any such person served at the request of the FEFSC as Trustee, Shareholder, Member, Partner, Officer, Director, Employee or Agent of any other corporation, business corporation, partnership, joint venture, trust, association, or any other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding to the fullest extent permitted under Florida law if such person acted in good faith and in a manner the person reasonably believes to be in or not opposed to the best interests of the FEFSC, and with respect to any criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the FEFSC and, with respect to any criminal action or proceeding had reasonable cause to believe that the conduct was unlawful.

Section 2. LIABILITY INSURANCE

The Indemnification provided to any person described in Section 1. above shall be only in excess of any valid and collectible insurance or other source of indemnification available for the benefit of such person, including any benefit available under any insurance or self-insurance plan of the FEFSC and no rights of subrogation are intended to be created hereby. Notwithstanding any limit on indemnification under Florida law, the FEFSC may purchase and maintain insurance on behalf of any person described above against any liability asserted against him or her or incurred by him or her in any capacity or arising out of his or her status as such, whether or not the FEFSC would otherwise have the power to indemnify under the circumstances.

Section 3. LIABILITY PROTECTION

Directors shall be protected from liability to the fullest extent permitted under the Articles of Incorporation of FEFSC and applicable law.

ARTICLE X: MISCELLANEOUS

Section 10.1 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, and a record of all waivers of notices of meetings of members, the Board of Directors or any committee. The Club shall also maintain the following records: (i) appropriate accounting records; (ii) its Articles of Incorporation and Bylaws; (iii) Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members, if any (iv) a list of the names and business or home addresses of its current Directors and Officers; (v) a copy of its most recent corporate report delivered

to the State; (vi) a record of its members which permits preparation of a list of the name and address of all members in alphabetical order and, if applicable, by class which shows the number of votes each member is entitled to cast; (vii) all written communications within the past three (3) years to members; and (viii) all financial statements prepared for periods during the last three (3) years that a member of the Club could have requested under the State law.

Section 10.2 Inspection and Copying of Club Records. Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect and copy any of the Club records identified in Section 10.1 of this Article, a member, their agent or attorney is entitled to inspect and copy such records during regular business hours at the Club's principal office. The Club may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A member may also inspect any other records at a reasonable location specified by the Club upon the same terms and conditions. Members entitled to inspect these other records must also meet the following requirements: (i) the member must have been a member at least three (3) months immediately preceding the demand; (ii) the demand must be made in good faith and for a proper purpose; (iii) the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and (iv) the records must be directly connected with the described purpose. The rights set forth herein may not be abolished or limited by the Articles of Incorporation or these Bylaws.

Section 10.3 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) sold to or purchased by any person.

Section 10.4 Financial Statements. Upon the written request of any member, the Club shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

Section 10.5 Conveyances and Encumbrances. Property of the Club may be assigned, conveyed or encumbered by such Officers of the Club as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Club shall be authorized only in the manner prescribed by applicable statute.

Section 10.6 Fiscal Year. The fiscal year of the Club should, but is not required to, correspond with the fiscal year of U.S. Figure Skating (i.e., beginning on July 1 and ending on June 30).

Section 10.7 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 10.8 Rules Adoption. The Board of Directors shall have the power from time to time adopt rules not inconsistent with this constitution and bylaws to assist in carrying out the purposes of the FEFSC.

Section 10.9 Amendments. These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of two-thirds (2/3) of the members present at any meeting of the members at which a quorum is present, and not otherwise

ARTICLE XI: INTERPRETATION

This constitution and bylaws shall be interpreted as the singular includes the plural, and the plural includes the singular, and the masculine includes feminine.

ARTICLE XII: TRANSLATION OR INTERPRETATION

Where the Constitution and/or its bylaws does not satisfactorily translate or interpret parliamentary procedure, Robert's Rules of Order Revised shall prevail.

BYLAWS CERTIFICATE

The undersigned certifies that he/she is the Secretary of the Florida Everblades Figure Skating Club, and that he/she is authorized to execute this certificate on behalf of said Club and the foregoing is a complete and correct copy of the presently effective Bylaws of the Club.

Dated: *Austyn Lee Russo*
Name: *7-16-2017*