



NASHVILLE FIGURE SKATING CLUB BYLAWS

As Proposed May 2020



MAY 24, 2020

NASHVILLE FIGURE SKATING CLUB
222 25th Ave N, Nashville, TN 37203

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Bylaws of the Nashville Figure Skating Club

As Proposed May 27, 2020

Article I. Names and Offices

Section 1.01 Name

The organization was incorporated under the laws of the State of Tennessee as the “NASHVILLE FIGURE SKATING CLUB” (referred to as NFSC in this document) on February 7, 1980.

Section 1.02 Principal Office

The principal office of NFSC shall be located at Centennial Sportsplex, 222 25th Avenue North, Nashville, TN 37203.

Section 1.03 Registered Office

The registered office of NFSC shall be the address of the current President of NFSC, as listed in the official USFSA Rulebook and Directory, and shall be in the State of Tennessee.

Section 1.04 Membership in U.S Figure Skating Association

NFSC shall maintain its membership as a full member club of the United States Figure Skating Association (USFSA) and conduct its affairs in accordance with the Bylaws of USFSA, as in existence and amended from time-to-time by USFSA.

Article II. Purpose

Section 2.01 Purpose

NFSC is a non-profit corporation organized exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Specifically, the purpose of NFSC is to encourage the instruction, practice, and advancement of its members, included but not limited to, Moves in the Field (MIF), free skating, pairs skating, ice dancing, synchronized skating, basic skills, and all types of figure skating; to encourage and cultivate a spirit of fraternal feeling among ice skaters; to sponsor, to produce, or cooperate in the production of figure skating competitions, exhibitions, ice carnivals or shows; and generally to perform such other acts as may be necessary, advisable, proper, or incidental to the realization of the objects and purpose of this organization, all for the ultimate purpose of supporting, promoting, and participating in national and international competitions in connection and conjunction with the rules and general policies and guidelines of the USFSA. All receipts of NFSC shall be used in the furtherance of the purposes and objectives of NFSC.

Section 2.02 Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the NFSC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, Section 2.01 herein. Notwithstanding any other provision of these Bylaws, NFSC shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal

Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

Article III. Membership

Section 3.01 NFSC Membership Structure

NFSC shall have two categories of members:

Those with voting rights and any other legal rights or privileges in connection with the governance of NFSC as established by these Bylaws or amendments thereto, the Board of Directors, or by applicable law (“voting members”).

Those without voting, or other, rights in the governance of NFSC but with other such privileges as may be set forth in these Bylaws or established by the Board of Directors (“non-voting members”).

Unless otherwise established by applicable law, these Bylaws or amendments thereto, member qualifications, application, acceptance, categories, obligations, dues, and other fees, privileges, resignation, termination, or change in membership class or category shall be established from time-to-time by the Board of Directors.

Members shall be required to abide by, and to conduct themselves in accordance with, the Bylaws and official rules of USFSA, and such other rules, policies and procedures as may be approved, in accordance with the Bylaws, by the Board of Directors.

Section 3.02 Categories of Membership

(a) Voting Members

The minimum age for a voting member shall be eighteen (18) years of age. NFSC shall have multiple categories of membership as enumerated below. To the extent that the Board of Directors should establish other categories for the voting members’ class, voting rights shall be allocated to such categories in a fair manner consistent with the rights of Family and Individual members.

(i) Senior Members

Senior members shall be at least eighteen (18) years of age. In addition to the privileges authorized by the USFSA Bylaws, Senior members shall have the right to vote and hold office and shall enjoy the privileges of NFSC. In accordance with the USFSA Bylaws, ineligible persons in skating shall have the right to vote but not to hold office.

Membership Types within this group could include, but are not limited to:

- Coach
- Collegiate Membership
- Family Membership
- Introductory Member
- Parent

- Senior Competitive Skater

(b) Non-Voting Members

(i) Junior Members

Junior members shall be under eighteen (18) years of age and shall not vote or hold office on the NFSC Board of Directors; however, they shall enjoy all other privileges of NFSC. Membership Types within this group could include, but are not limited to:

- Additional Family Member
- Coach
- Collegiate Membership
- Family Membership
- Introductory Member
- Junior Competitive Skater

(ii) Associate Members

Associate members shall not vote, hold office, or have other privileges of NFSC except those relative to the use of ice and competing of basic skills.

Membership Types within this group could include, but are not limited to:

- Associate
- Coach
- Collegiate Membership
- Judge/Official

(iii) Honorary Members

Honorary members may be elected by a two-thirds vote of the Senior members present at any meeting of NFSC. Honorary members shall be free from initiation fees, dues, and assessments. They may represent NFSC in exhibitions and attend ice skating sessions under the same rules governing other members. They shall not vote, hold office, or be entitled to other privileges of NFSC.

Membership Types within this group could include, but are not limited to:

- Associate
- Coach
- Collegiate Membership
- Judge/Official
- Senior Competitive Skater
- Junior Competitive Skater

Section 3.03 Election of Directors

The Board of Directors shall be nominated and elected by the Senior members.

Section 3.04 Application for Membership

Each candidate for membership must make an application with the Membership Committee which states his or her name, age, date of birth, telephone number, and address and includes an agreement to

comply with the Bylaws. All applications in compliance with the foregoing requirements shall be accepted upon receipt of appropriate dues.

Section 3.05 Arrears for Dues

Arrears shall be defined as a failure to pay on or before the due date. Any member in arrears for dues or any other indebtedness shall be notified by mail at his or her last known address. If the arrearage is not paid within one (1) month thereafter, the name of such delinquent member shall be reported to the Board of Directors at its next meeting. The Board may drop from the roll the name of any such delinquent member. A member dropped from the roll for non-payment of dues or other indebtedness will be reinstated to membership upon payment of any arrearage.

Section 3.06 Arrears for Dues Restrictions

No member in arrears for dues or other indebtedness shall be eligible to hold office, vote, be tested or compete as a member of NFSC.

Section 3.07 Board Approval for Competition or Exhibition

No member or members of NFSC shall make entry in the name of NFSC in competition or exhibition except with the approval of the Board of Directors or its delegate.

Section 3.08 Responsibility for Guests

Members shall be responsible for the conduct and indebtedness of all persons admitted to NFSC's property at their request.

Section 3.09 Prospective Members

Prospective members shall be allowed use of the facilities upon approval of the Chairman of the Membership Committee or a member of the Board of Directors. Said prospective member may be charged a reasonable fee for the use of the facilities.

Section 3.10 Affiliate Club Skaters

Any visiting USFSA or Skate Canada club member may utilize the facilities of NFSC upon approval of a member of the Board of Directors. The visiting skater may be charged a reasonable fee for such use.

Section 3.11 Competitive Financial Assistance

Competitive members obtaining financial support from the NFSC must use Nashville as their primary training ground except with the prior approval of the Board of Directors.

Section 3.12 Code of Conduct

Members shall adhere to the code of conduct rules and guidelines set forth by the current USFSA rule book.

Article IV. NFSC Meetings

Section 4.01 Regular Meetings

There shall be at least two (2) regular NFSC Membership meetings annually. Meetings shall be held during the Fall and Spring. The Spring Meeting shall be for the purpose of the election of members to the Board of Directors due to the expiration of terms or other vacancy, and all Regular Meetings shall

allow transaction of business as may properly come before the Meeting. The voting members shall elect the Directors for the upcoming terms at the Spring Meeting.

Section 4.02 Special Meetings

The Secretary shall call Special Meetings at the direction of the President or upon the written request of five (5) Senior members in good standing. No business shall be transacted at a Special Meeting except that of which notice is given.

Section 4.03 Voting List

The Secretary or his or her agent shall make available, at each Regular and Special Meetings of the membership, a complete list of Senior members, arranged in alphabetical order. Such list shall be open at the place where such meeting is held and shall be subject to examination by any Senior member in attendance at such meeting.

Section 4.04 Quorum

Twenty (20%) percent of Senior membership set forth by the voting list shall constitute a quorum for the transaction of business.

Section 4.05 Notices

Notices of Regular and Special Meetings shall be mailed, by postal mail or electronic mail, by the Secretary to every Senior member at least fifteen (15) days in advance thereof.

Section 4.06 Electronic Notice and Voting for Meetings

The business of the NFSC may be decided by means of a mail vote, postal mail, or electronic mail, upon authority of the Board of Directors or by referendum request. Such request for a vote shall be transmitted in writing, postal or electronic format, to the NFSC over the signatures of the petitioners, all of whom must be voting members whose number must equal at least ten percent (10%) of the membership of the NFSC. Complete written details and request for a vote shall be sent to each member entitled to vote at least fifteen (15) days prior to the deadline for tabulation of the votes. A quorum for a vote by mail, postal or electronic, shall be the return, within the deadline specified, of twenty-five (25%) of all full members who are eligible to vote. Any matter so submitted to a mail, postal or electronic, vote should be determined by a majority of the ballots cast. The members shall be notified by postal or electronic mail, of the results of the voting.

Such notice may be delivered by mail or electronic mail to the last and best known address or electronic mail address provided by each Member, and the Board shall annually (or more frequently) update its list of Members' addresses and electronic mail addresses, and it shall be the responsibility of each Member to provide to the Secretary of NFSC any changes to such addresses in the interim.

Section 4.07 Membership Term, Renewal, and Resignation

The initial term of each membership, excluding Honorary Membership, shall run from the date upon which the membership application is processed until the end of the fiscal year in which the membership is initiated. Thereafter, memberships shall automatically continue each fiscal year for an additional one-year term, following proper invoicing and payment procedures, unless the member resigns from membership according to the requirements set forth in the following paragraph and has satisfied all financial and other obligations to the corporation. A member may resign from membership as of the end of any fiscal year by providing written notice of the resignation to the Secretary of the corporation

on or before the end of the fiscal year and by payment of all amounts due and owing the corporation for that complete fiscal year. At its discretion, the Board may establish electronic procedures by which renewals are automatically processed, provided that reasonable notice is given of such procedures to all dues-paying members.

Section 4.08 Parliamentary Procedures

The Robert's Rules of Order shall govern the parliamentary procedure at Regular and Special meetings.

Article V. Directors' Qualification and Election

Section 5.01 Number of Directors

There shall be a Board of Directors composed of eleven (11) Senior Members.

Section 5.02 Terms of Office

Directors shall serve a term of three (3) years or until their successors are elected or appointed as hereinafter.

Terms shall be staggered so that no more than four (4) directors are elected to the Board in any one (1) year. Three (3) Directors shall be elected every third year at the Spring Membership Meeting. Four (4) Directors shall be elected in each of the other two years at the Spring Membership Meeting.

A director's term expires at the end of the above agreed fiscal year or until an earlier resignation, removal, or other withdrawal from service.

Section 5.03 Qualifications

Any candidate for the Board of Directors must be a Senior Member in good standing.

Directors must:

- Have attained the age of twenty-one (21) years by time of election, with the exception that, on any one Board, one Director may be elected to the Board who is between the ages of eighteen (18) and twenty (20) years
- Be a current voting member of NFSC
- Have been a member of NFSC for a minimum of two years as of the date of election
- Be registered with USFSA with NFSC as their home club
- Satisfy Safe Sport Requirements as determined by USFSA
- Satisfy a Background Check

To promote independence within the Board of Directors, two or more family members who are married or registered domestic partners may not concurrently serve as Directors.

Section 5.04 Nomination of Directors

Nominations for Directors shall be subscribed by a Senior Member and the candidate shall be submitted to the Election Committee no less than fourteen (14) days prior to the Spring Meeting.

Section 5.05 Election Process of Directors

No less than thirty (30) days prior to the Spring Meeting, the Board of Directors shall appoint an Election Chairperson and Election Committee consisting of three (3) Senior Members, one of whom is a full-time Nashville Skating Academy (NSA) Coach, none of which may presently be a Director. Notice of the appointment of the Election Committee shall accompany the notice required hereinabove for the Spring Meeting.

The Election Committee shall meet and prepare a ballot which shall include all nominations submitted and provide for write-in candidates, which may be nominated from the floor.

Senior Members who cannot attend the Spring Meeting shall be entitled to vote for Directors by absentee ballot. Requests for absentee ballots shall be in writing and directed to the Chairman of the Election Committee, who shall comply with such requests immediately upon receipt thereof. Procedures for the return of the absentee ballots shall be determined by the Election Committee, however, such ballots must be received by the Election Committee prior to the ballots being counted at the Spring Meeting.

In the event that candidates for any one vacancy shall receive an equal number of votes, a re-vote shall be taken at the same annual meeting to determine a winner.

Section 5.06 Method of Voting

Each Senior Member shall be entitled to cast as many votes as there may be Directors to be elected but may not cast more than one (1) vote for any candidate. Votes shall be by secret ballot and shall be tabulated by the Election Committee. The candidates receiving the greatest number of votes shall be declared elected and the Election Committee shall publish and certify the results of such election.

Section 5.07 Appointment of Replacement

If a Directorship shall become vacant due to a resignation, withdrawal, removal, or death, the Board of Directors may appoint a Senior Member to fill such vacancy. A Director appointed during a special session to fill a vacancy will serve until the next Spring Meeting, at which time a Director shall be elected to fill the unexpired term. Withdrawal shall be defined as missing three (3) consecutive meetings without approval of the Board of Directors.

Article VI. Powers and Duties of the Board of Directors

Section 6.01 Meetings of the Board of Directors

The Board of Directors shall meet at least once a month, absent extenuating circumstances. The date of such meeting shall be established by the President.

Any four (4) members of the Board of Directors may call a meeting upon seven (7) days written notice to all members of the Board of Directors. The notice shall state the date of the meeting and the purpose for which the meeting is called.

Section 6.02 Quorum and Voting at Meetings

Six (6) Directors shall constitute a quorum. At any meeting of the Board of Directors with a quorum present, the majority of those Directors present shall decide any matter, unless a different vote is required by applicable law or by these Bylaws.

Section 6.03 Meetings by Remote Communication

One or more Directors may attend any regular, special, committee or other meeting of the Board of Directors through telephonic, electronic, or other means of communication by which all Directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 6.04 Authority

The Board of Directors shall have entire authority in the establishment of managerial policy, approval of financial expenditures in excess of Two Hundred and 00/100 (\$200.00) Dollars, and general control of all NFSC property.

Section 6.05 Action Without a Meeting

The Board of Directors may vote to take action without a meeting provided that consent in writing or electronic mail, setting forth the action so taken, is signed by all the Board Members entitled to vote with respect to the subject matter thereof. The aforesaid consent in writing or electronic mail shall be entered into the minutes of the next regular Board meeting. Voting of the Board by telephone poll or electronic mail conducted by the President or by delegation of the President is permitted provided that the results of such a vote shall be documented and entered into the minutes of the next regular Board meeting. For votes taken in this manner, a motion shall pass only with the agreement of nine (9) Directors.

Section 6.06 Rules

The Board of Directors shall make such rules as it deems proper respecting the use of NFSC's property; prescribe rules for the admission of non-members; fix penalties for offenses against the rules; and make rules for government of the committees appointed by the Board of Directors.

Section 6.07 Appropriations

All appropriations from the funds of NFSC in excess of Two Hundred Dollars (\$200) shall be approved by the Board of Directors.

Section 6.08 Compensation

Members of the NFSC Board of Directors shall be volunteers and shall not receive any salaries for their services as Officers or Directors, nor will they be compensated for their time, including but not limited to billing NFSC, directly or indirectly, for professional services.

However, Directors may be reimbursed for approved expenses.

Section 6.09 Officers

The Board of Directors shall have the power to elect and remove the officers of NFSC.

Section 6.10 Audits

The Board of Directors may audit records of the Secretary, Treasurer, and the Committees, or may have such records audited by an independent professional.

Section 6.11 Indebtedness

The Board of Directors shall have the power to limit the indebtedness for a member of NFSC.

Section 6.12 Suspend or Expel

The Board of Directors shall have the power to suspend or expel any member for violation of the Bylaws or for conduct which it shall deem improper, but no member shall be expelled or suspended for longer than thirty (30) days without a hearing. If a hearing is held, the hearing will be conducted by the Board of Directors. The member about whom the hearing is conducted shall be entitled to attend the hearing and speak on his or her behalf. The Board of Directors shall report action taken within seven (7) days of the meeting.

Any NFSC member permanently expelled from the USFSA in accordance with its Constitution, Bylaws, or rules shall automatically be deemed expelled from the NFSC forthwith by the Board of Directors, whose action shall be final and conclusive.

Suspension or expulsion shall not relieve the suspended or expelled member from any previously incurred financial obligation to the NFSC.

Section 6.13 Readmission to Membership

The Board of Directors may readmit to membership any former member expelled by it except that the Board may not readmit any former member who has been permanently expelled by the USFSA.

Section 6.14 Standing Committees

The Board of Directors appoints all Standing Committees and such other committees as it shall deem appropriate with full authority over them except as hereinafter provided.

Section 6.15 USFSA Delegates

The Board of Directors shall elect a Delegate or Delegates to the USFSA annually, based on the number of Delegates allowed per USFSA rules as determined by membership numbers. NFSC Secretary shall inform the Association's Secretary, in writing, of the name and address for the Delegate(s) elected. Said Delegate(s) may attend the Association's meetings, either in person or by proxy. The Board of Directors may pay the reasonable traveling expenses of the Delegate(s) to such meetings.

Section 6.16 Professional or Clerical Assistance

The Board of Directors shall have the authority to make appropriations for professional or clerical assistance as it deems to be necessary or beneficial to the existence and operation of NFSC.

Section 6.17 Fees, Dues, and Assessments

All membership fees, dues, and assessments shall be set at the discretion of the Board of Directors in accordance with these Bylaws as well as the procedures for the manner of payment and collection thereof.

Article VII. Officers

Section 7.01 Officers' Roles and Responsibilities

The Officers of NFSC shall be:

- President

- Vice President
- Secretary
- Treasurer
- Other officers as the Board of Directors shall deem necessary or appropriate.

Section 7.02 Duties of President

It shall be the duty of the President to take charge of NFSC and to preside at all meetings of NFSC and of the Board of Directors.

The President shall have:

- The entire supervision and management of Directors;
- The power to suspend any member for violating the Bylaws or rules of NFSC, subject to approval of the Board of Directors;
- The power to call special meetings and NFSC meetings.

The President, together with the Secretary, shall sign all agreements and contracts made by NFSC.

The President shall have the authority to approve any expenditure of NFSC not in excess of Two Hundred Dollars (\$200).

Section 7.03 Duties of Vice President

It shall be the duty of the Vice President to assist the President in the discharge of his or her duties and, in his or her absence, to assume the duties and officiate in his or her stead.

Section 7.04 Duties of Treasurer

It shall be the duty of the Treasurer to maintain charge of the funds of NFSC.

The Treasurer shall:

- Prepare a budget;
- Keep a record of all receipts and disbursements; and
- Render a written record to the Board of Directors at each regular meeting thereof.

The funds shall be deposited in the name of NFSC with a registered financial institution, insurance company or licensed securities dealer approved by the Board of Directors. All disbursements by check in excess of Two Hundred Dollars (\$200) shall be signed by both the Treasurer and the President or one of them and another designated officer or member of the Board of Directors.

Section 7.05 Duties of Secretary

It shall be the duty of the Secretary to keep the minutes of the meetings of NFSC and of the Board of Directors.

The Secretary shall:

- Supervise all reports and documents connected with the business of NFSC;
- Maintain a current membership roll;
- Handle the correspondence of NFSC;

- Prepare and issue notices of all meetings of NFSC and Board of Directors;
- Publish current Bylaws on NFSC website; and
- Upon request, furnish new members with a copy of these Bylaws.

Section 7.06 Election of Officers

The President, Vice President, Secretary, and Treasurer (which offices may be combined at the Board's discretion) shall be elected by the Board of Directors at their first regular meeting subsequent to the Spring Meeting and shall hold office for one (1) year or until such time as a successor is elected by the Board. The Board of Directors may elect officers who are not Directors, and may designate Senior Members as advisors to the Board, in which case such officers or advisors will become ex-officio members of the Board of Directors with the right to attend and take part in all Board of Directors meetings, but with no right to vote.

Article VIII. Committees

Section 8.01 Names of Standing Committees

- Corporation Sponsorship Committee
- Election Committee
- Fundraising Committee
- Hospitality Committee
- Membership Committee
- Publicity and Promotions Committee
- Publications and Newsletter Committee
- Sanctions, Exhibitions and Competition Committee
- Safe Sport Compliance
- Test Committee

Section 8.02 Committee Members

Each Standing Committee Chairperson shall be a Senior Member of NFSC appointed by the Board of Directors. The Chairperson shall appoint such other members of the Committee as he or she shall deem necessary or desirable. The President of NFSC shall be an ex-officio member of each committee.

Section 8.03 Committee Duties and Responsibilities

(a) Corporate Sponsorships

Shall be responsible for obtaining corporate sponsorship for NFSC and NFSC Events.

(b) Election Committee

Shall be responsible for such duties as are hereinabove set forth in Article V, Section 5.

(c) Fundraising Committee

Shall be responsible for fundraising for NFSC.

(d) Hospitality Committee

Shall be responsible for arranging test luncheons and competition meals as well as supervising, directing, and controlling such other functions or making such other provisions for hospitality as the Board of Directors may direct.

(e) Membership Committee

Shall be responsible for reviewing applications for membership to ensure compliance with Article III, Section 3 and any such activities, responsibilities, and duties as may be assigned by the Board of Directors.

(f) Publications and Newsletter Committee

Shall be responsible for the composition, printing, and distributions of all publications created to provide information to the general Club Membership and of NFSC newsletter and social media.

(g) Publicity and Promotions Committee

Shall be responsible for publicity, promotion, and public relations for NFSC.

(h) Sanctions, Exhibitions and Competition Committee

Shall have charge of exhibitions and competitions and shall coordinate their scheduling. Shall conduct NFSC competitions as the Board of Directors shall direct and shall act as NFSC's representative in securing sanctions required by the USFSA for exhibitions and competitions.

(i) Safe Sport Committee

In compliance with USFSA rules, NFSC shall designate a Board Member to hold the title of Safe Sport Compliance Chair, who will chair the Safe Sport Committee. The Safe Sport Compliance Chair will monitor the Safe Sport policies and procedures of the Club; verify compliance with USFS coaching membership rules regarding background checks and continuing education requirements; serve as the initial contact in the club for persons to report suspected misconduct or other violations; and when, necessary, report such information to the USFSA.

(j) Test Committee

Shall be responsible for providing for testing in compliance with the rules and regulations of the USFSA, setting dates, contacting judges, updating results, and keeping the proper NFSC records in connection with such testing.

Article IX. Grievances

Section 9.01 Members

Any member or members having a complaint against another member for the infraction of any Bylaw or rule may report the same in writing to the Board of Directors. Such complaint shall set forth the facts of the case, together with names of witnesses, if any. After receiving such complaint, a meeting of the Board of Directors shall be held within thirty (30) days to investigate same and a copy of the complaint shall be mailed, by postal or electronic mail, to the member complained of at least fifteen (15) days prior to the meeting.

The complainant or complainants and the member complained of may be heard with their witnesses at the meeting. The Board of Directors shall report action taken to the parties within seven (7) days of the

meeting. An appeal from the decision of the Board of Directors may be taken to NFSC by serving a written notice of such appeal on the Secretary within seven (7) days of the receipt of the Board's report. A Special Meeting of membership shall be called within thirty (30) days for the consideration of the case. A two-thirds (2/3) of the Senior members present shall be necessary to reverse any decision made by the Board of Directors.

Section 9.02 Directors

The membership shall have the ability to seek the removal of a Director at any meeting of the Senior Members called for such purpose. The Director shall be provided a copy of the charges against him or her at least ten (10) days in advance of such meeting. The Director shall be given the opportunity at the meeting to defend himself or herself against the charges. Provided that a majority of Senior Members are present, a vote by ballot shall be taken and the vote of two-thirds (2/3) of the Senior Members present shall be required for the removal of any Director.

Article X. Amendments

Section 10.01 Amendments

These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of the Senior Members present at any regular or special meeting of the members provided such amendment shall have been mailed, by postal or electronic mail, to each Senior Member of NFSC at least ten (10) days prior to the meeting at which said proposed amendment is to be considered.

Article XI. Dissolution of NFSC

Section 11.01 Method of Approval

Upon the recommendation of a majority of the Board of Directors to dissolve NFSC, a Special Meeting shall be called and a final approval by two-thirds (2/3) of the Senior Members present shall be required.

Section 11.02 Liquidation of Assets

In the event of dissolution of the NFSC the Board of Directors is empowered to act as trustees and supervise the liquidation of NFSC's assets.

Section 11.03 Distribution of Assets

Any and all remaining assets of NFSC after liquidation shall be donated to the USFSA Memorial Fund, which is designated a 501(c)(3) organization under the Internal Revenue Code. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 11.04 Final Report

A final report of such liquidation and distribution of assets, as outlined above, shall be made to a Special Membership Meeting within sixty (60) days of the date of disposal of the assets of NFSC.