



AMENDED & RESTATED CONSTITUTION AND BYLAWS

OF

LOUISVILLE SKATING ACADEMY, INC.

Member Club of U S Figure Skating

ARTICLE I

NAME AND CORPORATION

Section 1. Name. The name of the corporation shall be LOUISVILLE SKATING ACADEMY, INC. (hereinafter referred to as "LSA" or as "the Club".)

Section 2. Incorporation. LSA was incorporated as a non-stock, non-profit corporation under Chapter 273 of the Kentucky Revised Statutes pursuant to Articles of Incorporation filed with the Kentucky Secretary of State on March 13, 2000. Except as otherwise provided in LSA's Articles of Incorporation or these Bylaws, LSA shall be governed by the terms of Chapter 273, as amended.

Section 3. Corporate Seal. None.

Section 4. Registered Office. LSA shall have its skating headquarters in the Iceland Sports Complex in Louisville, Kentucky, or such other place as may be designated by the Board of Directors. Its registered office shall be 2211 Homewood Drive, Louisville, KY, or such other place as may be designated by the Board of Directors.

ARTICLE II

PURPOSE

LSA is a nonprofit organization dedicated to promoting and developing the sport of figure skating in the Louisville area by encouraging an environment of good sportsmanship while striving to provide training opportunities to meet the needs of all levels of skaters in achieving their personal goals from recreational skating to competition at national and international events.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Authority. 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 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 member 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 under Section 273.221 of the Kentucky Revised Statutes, as amended.

Section 2. Number of Directors. The Board of Directors shall consist of (a) seven (7) voting members (the "Voting Members") and (b) up to eight (8) non-voting advisory members (the "Advisory Members"). The Voting Members shall consist of the President, the Vice

President, the Secretary, the Treasurer and three (3) at-large members or if the same person is serving as both Secretary and Treasurer, four (4) at-large members.

Section 3. Qualifications of Directors. Each Director must be at least 18 years of age and a registered member of the U. S. Figure Skating Association in good standing who has designated LSA as his or her home club. At no time may coaches who serve as directors or officers of the Club constitute a majority of the Voting Members of the Board of Directors.

Section 4. Term. Board Members shall be elected to serve for two-year terms.

Section 5. Vacancies. Any vacancy among the Voting Members 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 Advisory Members shall be filled according to the discretion of the Voting Members of the Board of Directors.

Section 6. Quorum. Four of the Voting Members shall constitute a quorum of the Board of Directors for the transaction of business at a meeting of the Board of Directors.

Section 7. Meetings of Directors.

(a) The Board of Directors shall hold regular meetings. Any member of the Board of Directors who consistently fails to attend regular Board meetings is subject to removal pursuant to Section 13 of this Article.

(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 an Advisory 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 to 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 four (4) Voting Members and Advisory Members of the Board of Directors by providing written 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 notice of any special meeting of the Board of Directors to all Voting Members and Advisory Members not less than seven (7) days 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 four members of the Board of Directors, the notice of such special meeting shall set forth the names of the four (4) members requesting the meeting.

Section 8. 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, Treasurer, 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 the Treasurer 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 9. Executive Committee. The Executive Committee shall consist of (a) the President, the Vice President, the Secretary, the Treasurer and any other at-large Voting Members appointed by the Board of Directors to serve on the Executive Committee, who shall serve as the voting members of the Executive Committee, and (b) the Skating Director, 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 day-to-day activities of the Club and the other committees of the Club. All other committees shall report to the Executive Committee who in turn report to the Board of Directors with respect to any reports, recommendations or actions taken by the Executive Committee or the other committees.

Section 10. Nominating Committee. The Nominating Committee shall consist 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 11. Standard of Care. Each Voting Member and Advisory Member of the Board of Directors shall discharge his or her duties as a member of the Board of Directors and as a member of any committee in accordance with the general standards for directors set forth in Section 273.215 of the Kentucky Revised Statutes, as amended. Except as otherwise provided in the Articles of Incorporation or the Kentucky Revised Statutes, as amended, no director shall be personally liable to the Club for monetary damages for any breach of his or her duties as a director except in the following instances: (a) liability incurred for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Club; (b) liability incurred for acts or omissions of the director not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or (c) liability incurred for any transaction from which the director derives an improper personal benefit.

Section 12. Conflict of Interest Transactions. Except as otherwise provided under Section 273.219 of the Kentucky Revised Statutes, as amended, 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 13. Removal of Directors. Any Voting Member or Advisory Member of the Board of Directors may be removed with or without cause by the unanimous vote of the Voting Members (excluding any Voting Member under consideration for removal).

ARTICLE IV OFFICERS

Section 1. Officers & Titles. LSA shall have a President, a Vice-President, a Secretary and a Treasurer 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. The offices of Secretary and Treasurer may be held by the same person.

Section 2. Qualifications of Officers. To be eligible to be an officer of LSA, he or she must be at least 25 years old and a registered member in good standing of the U. S. Figure Skating Association, who has designated LSA as his or her home club.

Section 3. Duties of the 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 returns, 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.

Section 4. Duties of the 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 5. Duties of the Treasurer. The Treasurer shall (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 disbursement in accordance with the terms of Section 10 of Article IV below; (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 Treasurer shall have such other duties and powers as the Board of Directors or the President may assign to him or her. If the Treasurer is temporarily unable to perform his duties as Treasurer for any reason, the Board of Directors may appoint an acting Treasurer to perform the duties of the Treasurer until the Treasurer is able to resume the performance of his or her duties.

Section 6. Duties of the 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 7. Term of Office. Each Officer shall be appointed to serve at the pleasure of the Board of Directors for a two-year term; provided, however, that no Officer may serve more than two consecutive two-year terms in the same office.

Section 8. Vacancies. If any office becomes vacant by reason of an officer's death, resignation or removal, or otherwise, the Board of Directors shall appoint a successor who satisfies the qualifications under Section 2 of this Article to serve in such office for the remainder of the unexpired term of such officer.

Section 9. Removal. Any officer may be removed from office by the unanimous vote of the Board of Directors (excluding the officer subject to such removal) voting at a special meeting called for the purpose of removing such officer whenever in the judgment of the Board of Directors the best interest of the Club will be served thereby.

Section 10 Standard of Conduct. Each Officer of the Club shall discharge his or her duties in accordance with the standards of conduct of Section 273.229 of the Kentucky Revised Statutes, as amended. Except as otherwise provided in the Articles of Incorporation or the Kentucky Revised Statutes, as amended, no officer shall be personally liable to the Club for monetary damages for any breach of his or her duties as an officer except in the following instances: (a) liability incurred for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Club; (b) liability incurred for acts or omissions of the director not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or (c) liability incurred for any transaction from which the director derives an improper personal benefit.

**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, the Test Chair, the Elections Chair, and the chair of any other committee that the Board of Directors may choose to create from time to time.

Section 2. Skating Director. The Board of Directors may hire a qualified professional to serve as the Club's Skating Director to oversee all aspects of the Club's programs, subject to the direction of the Board of Directors and the President, including, without limitation, on-ice and off-ice training, scheduling, program development, coach management, and negotiation of ice times and prices, and such other duties as the Board of Directors may assign to him or her. The Skating Director will serve as a non-voting member of the Executive Committee and, subject to the direction of the Board of Directors, assist and cooperate with the Officers and members of the Executive Committee in the management of the day-to-day operations of the Club. The Skating Director shall render a written report of the Club's programs and the Skating Director's other activities on behalf of the Club at each Board of Directors meeting and shall generally keep the Board of Directors informed of training programs and his or her activities. The Executive Committee shall review the duties, performance, and compensation of the Skating Director on an annual basis, and shall make a recommendation to the Board of Directors as to the retention and compensation of the Skating Director.

Section 3. Other Employees and Advisors. The Board of Directors shall have the exclusive authority to hire on behalf of the Club any other employees, consultants or advisors which they deem to be necessary or appropriate to meet the needs of the Club. The duties, contracts and compensation of such employees, consultants or advisors shall be established and reviewed by the Board of Directors or 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 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 16 years of age are eligible to cast a vote for each of the Voting Members and Advisory Members of the Board of Directors to be elected. The Board of Directors shall select 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 select a slate of nominees for the Voting and Advisory Members of the Board of Directors to be elected. The

Nominating Committee shall determine which nominees for Voting Members shall be willing to serve as Club officers. The list of nominees selected by the Nominating Committee shall be publicly posted at the Club's premises in the form of a ballot at least four (4) weeks prior to the annual election at which such nominees will be voted upon.

Section 3. Voting. The Elections Chair shall distribute ballots setting forth the nominees to all Members eligible to vote at least 2 weeks before the date set for counting votes. The eligible voters may cast their ballots by e-mail or U.S. mail addressed to the Secretary or another person designated by the Board of Directors to receive ballots, or in person at a time and location designated 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 Secretary 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 one year 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 purpose.

Section 2. Classes of Membership. The Board of Directors shall determine the classes of membership, and the rights, 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 three or more Voting Members of the Board of Directors objects to such membership. The Board of Directors may not reject a membership application on the basis of race, age, or religious preference of the membership applicant. 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 extends such membership and pays the applicable membership fees to the Club. The Board of Directors may suspend or terminate any member's membership upon a determination by a majority vote of the Board of Directors that there is cause for the suspension or termination of such membership. The Secretary shall provide written notice of 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 arising from contract or otherwise. A member's right to appeal any membership suspension or termination shall be governed by the applicable rules and bylaws of the U. S. Figure Skating Association.

ARTICLE VIII 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.

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 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 an electronic transmission of the appointment is received by the Secretary or other officer or agent authorized to tabulate votes.

Section 4. Quorum. Twenty (20%) percent of the members eligible to cast votes at such meeting shall constitute a quorum for the transaction of business at all 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 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 IX
DISCIPLINE**

Section 1. Complaints. Complaints alleging an infraction of any law or rule, or alleging conduct injurious to the Club, should be first addressed to the infringing party. If the parties to the complaint cannot work out a mutually agreeable solution, then the issue should be brought to the committee having jurisdiction over the issue. If the committee chair is unable to resolve the issue, then it may be placed before the Executive Committee for discussion and resolution. If the complaining member is still dissatisfied, a formal complaint may be placed, in writing, before the Board of Directors. Such complaint shall set forth the facts of the case, and explain how the grievance affects the mission and/or operation of the Club. After receiving such complaint, a meeting of the Board of Directors shall be held as soon as practicable to investigate the same. The complainant(s) and the member complained against shall be given copies of any written statements regarding the complaint.

Section 2. Conflict Resolution Procedure. The Board shall maintain and make available to members a process for resolving conflicts that may arise among members of the Club. The Board shall adhere to this process when an official complaint has been filed.

**ARTICLE X
FEES, DUES AND ASSESSMENTS**

The annual membership fees, dues and other assessment payable to the Club shall be in such amounts as determined from time to time by the Board of Directors.

**ARTICLE XI
FISCAL YEAR**

The Club’s fiscal year shall run from April 1 through March 31.

**ARTICLE XII
MEMBERSHIP IN U S FIGURE SKATING**

Section 1. Club Membership. The Club shall maintain its membership in the U. S. Figure Skating Association and conduct its affairs in a manner consistent with the by-laws of the U. S. Figure Skating Association. Members shall conduct themselves in a manner consistent with the codes and ethics as stated by the U. S. Figure Skating Association 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, Article XV. The delegate(s) shall serve as the representatives of LSA to U.S. Figure Skating, and shall attend the U. S. Figure Skating Governing Council meeting, either in person or by proxy. The Board of Directors shall file a certificate of such appointment with the U. S. Figure Skating Association.

ARTICLE XIII INDEMNIFICATION

Except as otherwise provided by the Kentucky Revised Statutes, upon a determination by a majority vote of a quorum of the Voting Members of the Board of Directors who are not at that time parties to the proceeding in question that such indemnification is permissible under the circumstances because the conduct of such officer or director met the applicable standard of conduct under the Kentucky Revised Statutes, the Board of Directors may authorize the indemnification of an individual made a party to a proceeding because he or she is or was an officer or director of the Club against liability incurred in the proceeding if: (a) such officer or director conducted himself in good faith; and (b) such officer or director believed: (i) in the case of conduct in his official capacity with the Club, that his conduct was in the Club's best interest; and (ii) in all other cases, that his conduct was at least not opposed to the Club's best interests; and (c) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. The Board of Directors may not authorize the indemnification of an officer or director (a) in connection with a proceeding by or in the right of the Club in which the officer or director was adjudged liable to the Club; or (b) in connection with any other proceeding charging improper personal benefit to such officer or director, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him.

ARTICLE XIV AMENDMENTS TO THE BY-LAWS

These By-laws may be amended by a two-thirds 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 of 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.

Approved 5/17/2011