

Bylaws of Palmetto Figure Skating Club
Last revised July 2019

Article 1: Name; Existence; Offices

Section 1.1 Name. The name of this organization is the Palmetto Figure Skating Club (referred to in these Bylaws as the “Club”).

Section 1.2 Incorporation. The Club was incorporated as a nonprofit corporation under the laws of the state of South Carolina (the “State”) on December 13, 2004.

Section 1.3 Membership in U.S. Figure Skating. The Club has been formed to be a member of the United States Figure Skating Association (“U.S. Figure Skating”), to exist for the purposes specified in Article II of these Bylaws. As such, the Club and its members shall be subject to and abide by the Bylaws and Official Rules of U.S. Figure Skating, as in existence and amended from time-to-time by U.S. Figure Skating.

Section 1.4 Offices. The principal office/headquarters of the Club shall be located as 1019 Broad Stone Road, Irmo, SC 29063.

Section 1.5 Club Logo. The logo for the Club shall be the Palmetto tree with a blade underneath and the Club name between the tree and the blade.

Article 2: Purposes

The Club was organized exclusively for charitable and educational purposes. Among its purposes are to foster, promote, encourage, advance, and improve the instruction, practice, advancement, and achievement of the members in all disciplines of figure skating, including compulsory figures, freestyle, dance, theater on-ice and pair skating; to encourage and cultivate good sportsmanship and cultivate a spirit of mutual respect and support among ice skaters of all ages and abilities; and to carry out the general policies of the United States Figure Skating Association. The Club grants the privilege of membership to individuals committed to these Purposes. The privilege of membership may be withdrawn or denied at any time when determined by a majority vote of the Board of Directors that a member’s conduct is inconsistent with the Purposes of the Club or the best interest of the sport and those who participate in it.

Article 3: Membership

Section 3.1 Classes of Membership

- a) Senior Members: who shall have attained the age of eighteen years as of the first day of October of the current membership year, who shall have all privileges.
- b) Junior Members: who are under the age of eighteen years as of the first day of October of the current membership year, who shall have all privileges except they cannot vote or hold elected office. All Junior Members may be represented by a Member parent or guardian.
- c) Professional/Judges Membership: Open to all USFS judges, officials, professional skaters and coaches. This is a non-voting membership.
- d) Collegiate Membership: Offered to full time college students, who shall have all privileges. This is a four-year full membership at a reduced rate.

- e) Affiliate Membership: Limited membership offered to members whose primary membership is with a club other than the Club. Have all rights and privileges provided by the Club including chairing committees, except for voting and/or holding office.
- f) Social Membership: A non-USFSA membership that does not include skating in events, testing, and/or competing. This is a non-voting membership that allows skaters and non-skaters to participate in club-related social activities as determined by the Board of Directors.

Section 3.2 Membership Qualification. Membership qualifications are subject to USFSA rules. Membership in the Club shall be open to all persons interested in furthering the interests of the Club. No person shall be denied membership on the basis of race, national origin, religion, gender, age, sexual orientation, or political beliefs.

Section 3.3 Application for Membership. An application for membership must be submitted by the candidate and must state their name, age address, etc. and include a completed medical waiver, as well as an agreement to comply with the Constitution, By-Laws, and Code of Conduct of the Club. By applying for Club membership, applicants are agreeing to abide by all U.S. Figure Skating rules and regulations pertaining to U.S. Figure Skating membership upon acceptance to membership of the Club. Applications for membership shall be directed to the Membership Committee Chairperson. Applications for membership may be accepted by the Membership Committee or referred to the Board of Directors, if, in the opinion of the Membership Committee, there is any question of the candidate's ability or desire to further the interests of the Club. In such a case, a majority vote of the Board of Directors shall accept or reject the candidate's application. A rejected candidate shall be so notified in writing within ten (10) days of the meeting and dues and fees returned in full. The membership committee chairperson shall verify with the USFSA that said member is in good standing before approval for membership is granted. No rejected candidate shall be eligible for membership within six (6) months after rejection.

Section 3.4 Suspension of Membership. The Board of Directors, by majority vote, shall have the responsibility to suspend the membership of any member:

- (1) Who is in arrears for fees or who is otherwise indebted to the Club for a period of more than sixty (60) days;
and/or
- (2) Whose behavior does not abide by the Bylaws and Code of Conduct of the Club, the Bylaws and Rules of U.S. Figure Skating, and the spirit of mutual respect and support among ice skaters as stated in Article II – Purpose, of the Bylaws.

In such a case the Member shall be notified in writing, by a member of the Board of Directors, at the Member's last known physical and/or email address, of the full nature of the complaint or amount of indebtedness and of the pending suspension. Suspension of the Member shall be automatic if no appeal to the Board of Directors is made within thirty (30) days of such notification; and shall take place by a majority vote of the Board of Directors if no acceptable solution to the problem is offered within that period.

Suspended members shall not have the right to participate in Club activities or elections until fully reinstated by the Board of Directors, and it shall be the responsibility of the suspended member to propose a satisfactory solution to the indebtedness or other problem to the Board of Directors.

A suspended member shall be expelled from the Club and his/her name dropped from the membership rolls if no resolution to the problem or plan for repayment of indebtedness plus any fees or penalties

imposed by the Board of Directors has been approved by a majority vote of the Board of Directors within ninety (90) days of the suspension.

No currently suspended or expelled member may renew his/her Membership in the Club unless specifically approved by the Board of Directors.

U.S. Figure Skating shall be notified of all suspensions and expulsions and the reason(s) thereof.

Section 3.5 Termination of Membership.

A membership is terminated when the member submits a written resignation to the Board of Directors, fails to pay dues or fees in the allotted time, or is expelled as contained in this Constitution and Bylaws. The member shall be given not less than fourteen (14) 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 seven (7) days before the effective date of the expulsion, suspension or termination by the Board of Directors.

The privilege of membership may be withdrawn or denied at any time when determined by a majority vote of the Board of Directors that a member's conduct does not abide by the Bylaws and Code of Conduct of the Club, the Bylaws and Rules of U.S. Figure Skating, and the spirit of mutual respect and support among ice skaters as stated in Article 2 – Purpose, of the Bylaws. U.S. Figure Skating shall be notified of any membership termination or denial and the reason thereof.

Any member delinquent in payment shall be notified by e-mail by the Treasurer at his last known address. If the amount delinquent is not paid in full within one month thereafter, the Board of Directors may limit their participation in Club activities and/or may report them as a member "not-in-good" standing to USFSA. A member dropped from the roll from non-payment of financial obligations may upon payment of same, at the discretion of the Board of Directors, be reinstated to full membership.

Section 3.6 Voting Rights. The Board of Directors shall determine the classes of membership and the criteria for voting membership, and the rights, privileges, preferences, restrictions, and conditions applicable to each class of membership; without limitation.

Article 4: Officers

Section 4.1 Officers. The Officers shall be President, Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be combined.

Section 4.2 President. It shall be the duty of the President to preside at all meetings of the Club and the Board of Directors. The President shall be responsible for the entire supervision and management of the Club and its property subject, however, to the control of the Board of Directors. S/he shall have the power to suspend any member for violating the rules and regulations of the Club, pending the approval of the Board of Directors, and the power to call special Board meetings and Club meetings.

The President, together with the Treasurer, shall sign all agreements and contracts made by the Club, upon approval of the Board of Directors. S/he shall perform any other duties usually pertaining to the office of President.

Section 4.3 Vice President. It shall be the duty of the Vice President to assist the President in the discharge of his/her duties and, in his/her absence, officiate in their stead. The Vice President is responsible for obtaining, OR delegating obtaining, the appropriate USFSA sanctions prior to upcoming events such as shows or carnivals or assigning a delegate to complete these duties.

Section 4.4 Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the Club, and conduct the correspondence of the Club to include a monthly newsletter and calendar, giving notice to the members by e-mail two (2) weeks before Stated Meetings and one (1) week before Special Meetings. The Secretary shall keep a correct list of all members, shall furnish new members with the rules and regulations of the Club, and shall work with the Membership chair.

Section 4.5 Treasurer. The Treasurer shall have charge of the funds of the Club and shall keep a record of all receipts and disbursements. S/he shall collect and receive all dues and other monies and render a written report when requested by the President or Board of Directors. The funds shall be deposited in the name of the Club in a bank approved by the Board of Directors. All disbursements by check shall be signed by the President or the Treasurer. The Treasurer shall pay annually the dues of the Club to the United States Figure Skating Association. The Treasurer shall insure that all appropriate taxes and tax returns and other owned expenses are paid out of the Club funds.

Article 5: Board of Directors

Section 5.1 Number of Directors. The number of directors of the Club shall be as determined by the Board of Directors from time-to-time. The Board of Directors shall be composed of the four elected officers of the Club, three (3) to five (5) elected members of the Club, and the Test Chairman, who shall be appointed by the Board. The elected members would represent the interests of Dance, Freestyle/Synchronized Skating, Coaches, Skaters and Parents.

Section 5.2 Qualification. Only home club members of the Club, in good standing, may serve on the Board of Directors. A person must have been a member of the Club not less than six months prior to election, in order to be eligible for election to the Board of Directors.

Section 5.3 Terms of Office. The President, Treasurer, Test Chair and Board position #2 and 4 (if applicable) shall be elected at the last Stated Meeting of the season on even numbered years for a term of two (2) years or until their successors are elected or appointed. The Vice-President, Secretary and Board positions #1, 3 and 5 (if applicable) shall be elected at the last Stated Meeting of the season on odd numbered years for a term of two (2) years or until their successors are elected or appointed.

Section 5.4 Method of Election. Nominations may be made from the floor and/or by a nominating committee of three (3) appointed by the Board of Directors.

Section 5.5 Method of Voting. Voting for the elected members of the Board of Directors shall be by ballot and the 3 - 5 receiving the greatest number shall be elected. Any member eligible to vote who cannot attend a meeting of the election of officers because of illness or for business reasons may cast his vote by sealed ballot. The ballot must be signed by the voting member.

Section 5.6 Vacancies. If a Directorship or officership becomes vacant, the Board shall appoint a Club member to fill the position until the next stated annual meeting at which time a successor shall be elected for the remainder of the unexpired term.

Section 5.7 Removal. A Director or Officer may be removed when their conduct is deemed detrimental to the welfare and stated purpose of the Club. The Board of Directors may remove, by a majority vote of the whole Board, any Officer, or member of any committee.

Section 5.8 Resignation. A Director 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.

Section 5.9 Regular Meetings. A regular annual meeting will be held in the month of June 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 of which there will be at least eight (8) during the year.

Section 5.10 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any four (4) members. 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 seven (7) days before the date fixed for the meeting. The notice of a special meeting need not specify the purpose of the meeting.

Section 5.11 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 5.12 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 communication 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.

Section 5.13 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, but their voting rights may be limited under Article 8, Section 8.9

Article 6: 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, (a) in good faith, (b) in a manner the Director or Officer reasonably believes to be in the best interests of the Club and (c) 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: (a) 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; (b) 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; (c) 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 7: Code of Ethics

Members are to be thoroughly familiar with the Rules of U.S. Figure Skating and the Club, to comply with those rules in full, and to exemplify the highest standards of fairness, ethical behavior, and genuine good sportsmanship in any of their relations with others. Any person whose acts, statements, or conduct is considered detrimental to the welfare of amateur skating may be subject to loss of Membership in the Club.

Article 8: Conflict of Interest

Section 8.1 Conflict of Interest. A person who has a financial interest (defined below) may have a conflict of interest only if the Board determines said person is an Interested Person (defined below) and that said Interested Person has a conflict of interest.

Section 8.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family, (a) an ownership of investment interest in any entity with which the Club has a transaction arrangement, (b) a compensation arrangement with the Club or with any entity or individual with which the Club has a transaction or arrangement, or (c) a potential ownership or investment interest in, or compensation agreement with, any entity or individual with which the Club is negotiating a transaction or agreement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

Section 8.3 Interested Person. Any Director, Officer, or member of a committee with Board-delegated powers, who has a direct or indirect financial interest (defined below).

Section 8.4 Duty to Disclose. In connection with any actual or possibly direct or indirect conflict of interest, any interested person may disclose the existence of a financial interest and be given the opportunity to disclose all material facts to the Board of Directors and members of committees considering a proposed transaction or agreement.

Section 8.5 Procedures for Addressing the Conflict of Interest.

- a) An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b) The President of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Club can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is possible under circumstances not producing a conflict of interest, the Board shall determine, by a majority vote of disinterested Directors whether to enter into the more advantageous transaction or arrangement.
- e) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine, by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Club's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 8.6 Determination of Conflict of Interest. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the meeting and while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists and what, if any, actions will be taken.

Section 8.7 Violations of the Conflict of Interest Policy.

- a) If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 8.8 Records of Proceedings. The minutes of the Board meetings shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 8.9 Compensation.

- a) A voting member of the Board who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation.

- c) A voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Club, either individually or collectively, is not prohibited from providing information to any committee regarding compensation.

Section 8.10 Annual Statements. Each Director, officer or committee member with Board-delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflict of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands the Club is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 8.11 Periodic Reviews. To ensure the Club operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, be conducted annually following distribution of annual Conflict of Interest statements per Section 8.10 Annual Statements, and include the following subjects:

- a) Offer Directors an opportunity to disclose any potential Conflicts of Interest in accordance with Section 8.5 Procedures for Addressing the Conflict of Interest;
- b) Whether compensation arrangements are reasonable; and
- c) Whether arrangements with other organizations conform to the Club's written policies, are properly recorded, reflect reasonable investments or payments for goods and services, further charitable purposes and do not result in impermissible private benefit.

Article 9: Conflict Resolution

Section 9.1 Notification. Any member having a complaint against another member for the violation of any law, rule, or policy, or for conduct offensive, unethical, or injurious to the Club or its membership, may report the violation, in writing to the Board at any time, or orally to the Board at any meeting open to the membership, or directly to a Director at any time. In the case of an oral report to a Director, the Director must prepare a written statement of the complaint, and both complainant and Director must sign and date the document acknowledging the complainant is submitting a formal complaint. All such complaints shall state the facts of the case and include the name and contact information of witnesses, if any.

Section 9.2 Consideration. After receiving such complaint, the Board at its sole discretion, may elect to discuss the complaint at the next scheduled Board Meeting, or convene a special Board meeting as soon as practical to specifically discuss the complaint. The Board reserves the right to allow or disallow the presence of Club membership while discussing the complaint.

Section 9.3 Notice/Hearing. The complainant and the member complained against shall be notified at least seven (7) days prior to a meeting at which the complaint will be discussed. The complainant and members complained against are invited to attend said meeting. The notification shall include a summary of the complaint, and the location and date of said meeting. At the conclusion of the meeting, the Board shall meet in Executive Session to discuss and vote upon an appropriate action.

Section 9.4 Actions. The Board may take action on a complaint, including suspension or termination, or a lesser action, or no action (if deemed appropriate), as approved by a majority of the Board. Written notice of the action shall be given to the affected member(s) by certified United State Postal Service (USPS) mail at their home address as it appears on the Club records, within ten (10) days of the Board's decision. A decision to terminate or suspend a member shall be governed by Article 3, Sections 3.4 and 3.5 of these Bylaws.

Section 9.5 Appeals. A decision to suspend or terminate may be appealed according to Article 3, Sections 3.4 and 3.5 these Bylaws. All other actions by the Board are final.

Section 9.6 Conflict Resolution Policy. If at any time the Board/Club makes effective a separate, formal, conflict resolution policy, such policy will take precedence over the rules in this section of the Bylaws.

Article 10: Instructors/Coaches

The Board must approve, by a majority vote, all Club Professionals ("Club Pros") allowed to teach Club skaters at the Club's home rink. Said Club Pros shall then be required to join PSC, either as an affiliate or a full club member within 14 days of approval by the Board. All Club Pros must abide by all Club rules, including ethics and conduct rules of USFSA.

Article 11: Indemnification

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

Article 12: Dissolution

Upon the dissolution of the corporation, the corporation shall dispose of all of their remaining assets of the corporation after the payment or making provision for the payment of all the liabilities of the corporation to such organizations or corporations organized and operated exclusively for charitable, educational, or other purposes, such as USFS scholarship fund, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the

corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine.

Article 13: Miscellaneous

Section 13.1 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 13.2 Financial Statements. Upon the written request of any member, the Club shall e-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 13.3 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 13.4 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.

Article 14: 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.

Bylaws Certificate

The undersigned certifies that s/he is the Secretary of Palmetto Skate Club and that s/he 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: _____

Signature

Name