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Adopted April 7, 2016  
Effective on July 1, 2016



## NITTANY VALLEY FIGURE SKATING CLUB

### ARTICLE I NAME; EXISTENCE; OFFICES

Section 1.1 Name. The name of this organization is the Nittany Valley Figure Skating Club (referred to in these Bylaws as the "Club") or NVFSC.

Section 1.2 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 1.3 Offices. The Club will have its headquarters in the Pegula Ice Arena, 250 University Drive, University Park, PA 16802; its mailing address will be c/o The Nittany Valley Figure Skating Club, P.O. Box 172, Boalsburg, PA 16827, PA 16802, or c/o a designated Club Officer.

### ARTICLE II PURPOSE

The purpose of the Club is to foster the sport and art of figure skating and encourage a diversity of skaters, including those who skate in competition, testing and for recreation.

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**ARTICLE III**  
**MEMBERS**

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

3.2 Memberships. The membership shall be divided into various classifications, including, without limitation, Senior Member, Junior Skating Member, and Associate Skating Member.

- (1) Senior Member - Senior Members shall be those skating or non-skating members who have attained eighteen (18) years of age prior to the first day of the current membership year. Senior Members are entitled to all privileges of the Club, including all rights to vote.
- (2) Junior Skating Member - Junior Skating Members shall be those who have not attained eighteen (18) years of age prior to the first day of the current membership year. Junior Skating Members under the age of 18 at the time of voting shall be represented by a parent or legal guardian who shall receive one proxy vote in their stead as an Adult Voting Right Member. The parent or legal guardian of a skating member shall receive one proxy vote per family.
- (3) Associate Skating Member - Associate Skating Members shall consist of individuals who currently hold membership in another club as their home club. Associate members shall be entitled to participate in Club Ice and non-skating activities of the Club, but are not entitled to voting privileges and shall not be eligible to hold office.

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- (4) Collegiate Skating Members - Collegiate Skating Members who are officially registered as undergraduate or graduate students prior to the first day of the current membership year are entitled to all privileges of the Club for up to four consecutive years.
- (5) Introductory Skating Membership - New members can join the Club for the first time at a reduced membership fee as set from time to time by the Board of Directors.

Section 3.3 Dues. The Board of Directors may establish, as it shall deem necessary and appropriate, such periodic membership dues, other assessments and procedures for the manner of payment and collection thereof.

Section 3.4 Annual Meeting. The Club shall hold an annual meeting of its members for the purpose of electing Directors and for the transaction of such other business as may come before the meeting at a time, date and place stated in or fixed in accordance with a resolution of the Board of Directors. Failure to hold an annual meeting shall not work as a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club.

Section 3.5 Special Meetings. Special meetings of the members may be called at any time by the Board of Directors, the President, or by written demand of the members stating the purpose or purposes for calling the meeting, signed and dated by at least ten percent (10%) of all voting members. The record date for determining the members entitled to demand a special meeting is sixty (60) days before the date the first of such demands is received by the Club. If notice is not given within thirty (30) days after the date of the written demand or demands are delivered to a Club Officer, the member signing the demand may set the time and place of the meeting and give notice as provided in these Bylaws. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. The purpose of any special meeting of the members shall be stated in such notice. Only business within the purpose described in the notice may be conducted at a special meeting of members.

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Section 3.6 Notice of Meetings. Notice shall be given to each member entitled to vote at a meeting in a fair and reasonable manner. Notice may be given as set forth below or by other means when all the circumstances are considered. Notice of any annual, regular or special meeting stating the place, date and hour of the meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice of a special meeting shall include a description of the purpose or purposes of the meeting. Notice of an annual meeting need not include a description of the purpose or purposes except the purpose or purposes shall be stated with respect to (i) an amendment to the Articles of Incorporation or Bylaws of the Club; (ii) a merger; (iii) a sale, lease, exchange, or other disposition other than in the usual and regular course of business, of all or substantially all of the property of the Club; or (iv) the dissolution and liquidation of the Club. When giving notice of an annual regular or special meeting of members, the Club shall give notice of a matter a member intends to raise at the meeting if a person entitled to call a special meeting submits a request, in writing, and it is received by the Secretary, or President at least ten (10) days before the Club gives notice of the meeting.

Section 3.7 Methods of Notice. Notice shall be given personally or by mail, facsimile or email, by or at the direction of the President, the Secretary or the persons calling the meeting, to each member entitled to vote at such meeting.

Section 3.8 Voting List. After a record date is fixed for a membership meeting or for determining members entitled to vote by written ballot, the Secretary shall make, at the earlier of ten (10) days before such meeting or two (2) days after notice of the meeting has been given, a complete list of the members entitled to be given notice of such meeting. Such list shall be available for inspection on written demand by any voting member after notification and prior to the meeting date.

Section 3.9 Voting Rights. Voting members must be senior members over the age of 18 or adult voting rights members who must be the parent or legal guardian of a junior skating member or Collegiate Skating Members.

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Section 3.10 Quorum and Manner of Voting. Fifty percent (50%) of the votes entitled to be cast on a matter by the voting members shall constitute a quorum for action on the matter. If a quorum exists, action on a matter by the members is approved if the votes cast favoring the action exceed the votes cast opposing the action.

Section 3.11 Voting by Absentee Ballot. Eligible voting members, if unable to attend a meeting in person, may cast votes by written absentee ballot or email, delivered to an officer prior to the date of the meeting.

Section 3.12 Suspension or Termination. Any member's membership may be suspended or terminated by a majority vote of the Board of Directors for failure to abide by the Code of Conduct or Bylaws, or by failure to pay all outstanding dues, bills or assessments. Notice for suspension or termination shall be given to said member by Registered U.S. Mail, return receipt requested, sent to the member's address as it appears on the Club records, within 10 days of action by the Board. Suspension or termination does not relieve the member from any obligations for charges incurred, service or benefits actually rendered, dues, assessments or fees arising from contract, or otherwise. If, in the opinion of the Board, termination is deemed necessary, said member may request a hearing before the Board of Directors. The member shall have an opportunity to be heard, orally or in writing, by the Board of Directors, not less than ten (10) days before the effective date of termination. The provisions of this Section, (3.12), apply to a member's membership in the Club and not to membership in U.S. Figure Skating, the latter of which is subject to applicable provisions of the Bylaws and Official Rules of U.S. Figure Skating pertaining to expulsion or suspension of membership privileges in U.S. Figure Skating.

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

**Article IV**  
**Board of Directors**

Section 4.1 General Powers and Qualifications

- (a) Powers. The business and affairs of the Club shall be managed by its Board of Directors, except as otherwise provided in the Nonprofit Law or these Bylaws.
- (b) Qualifications. Directors must be Senior Members of the Nittany Valley Figure Skating Club and members of the United States Figure Skating Association.

Section 4.2 Number, Term, and Election of Directors.

- (a) Number of Directors. The number of directors of the Club shall be as determined by the Board of Directors from time-to-time.
- (b) Term of Directors. Directors shall serve a minimum term of 2 years. At the first annual meeting of the Board of Directors after adoption of these Bylaws, classification of the directors may be made by dividing them into 2 classes. The term of office of the Directors constituting the first class, shall expire at the first annual meeting of the Board of

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Directors held after such classification; the term of office of the Directors constituting the second class, shall expire at the second meeting thereafter. At each annual meeting after such classification, the number of Directors equal to the number of the class whose term expires at the time of such meeting shall be elected, in accordance with the procedures set forth. Each Director shall hold office until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal.

(c) Nomination and Election of Directors. At least two weeks before the annual meeting of the Club, voting members who wish to serve on the Board of Directors must make their intentions known to the current Board of Directors. At the close of the nominating period, a ballot of the names of people requesting a Board position will be formulated and disseminated to voting members. The members shall, by the affirmative vote as required by the provisions of Section 3.9 of these Bylaws, elect requisite number of Directors from among the list of nominees.

Section 4.3 Resignation. A Director may resign at anytime by giving written notice of resignation to the Club via the Board of Directors who will notify the voting members. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date.

Section 4.4 Removal. Any Director may be removed at any time, with or without cause, by a majority vote of the other Directors then in office.

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

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or until such Director's earlier death, resignation or removal.

Section 4.6 Regular Meetings. The Board of Directors will meet periodically during the skating season, and hold meetings at least every other month following the annual meeting during the calendar year. The schedule of such meetings will be stated by the President or, in the President's absence, the Vice-President.

Section 4.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any 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 before the date fixed for the meeting. The notice of a special meeting need not specify the purpose of the meeting.

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

Section 4.9 Action Without a Meeting. If an issue arises requiring a response before the Board can be assembled, the officers may meet via email, fax, or phone to vote on a resolution.

Section 4.10 Compensation. Directors shall not receive compensation for their services.

Section 4.11 Committees. The Board of Directors has authority over the committees they deem necessary and shall appoint chairpersons of said committees. Any chairman of a committee may be requested by the Board to attend meetings



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of the Board of Directors and they may enter into and take part in all discussions, but may not vote unless they are also members of the Board of Directors.

**Article V**  
**Officers**

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

Section 5.2 Election and Term of Office. The elected Officers of the Club shall be elected by the Board of Directors at each regular annual meeting of the Club. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each Officer shall hold office until the Officer's successor shall have been duly elected and shall have qualified, or until the Officer's earlier death, resignation or removal.

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

Section 5.4 Resignation. An Officer may resign at any time by giving written notice of resignation to the Club. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date.

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Section 5.5 Removal. Any Officer may be removed by the Board of Directors whenever in its judgment the best interests of the Club will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not in itself create contract rights.

Section 5.6 Vacancies. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.7 Authority and Duties of Officers. The Officers of the Club shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally, specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. The President shall be the Chairman of the Board, shall preside at all meetings of the Board of Directors, and shall perform all other duties incident to the office of the president and chairman.

(b) Vice-President(s). The Vice-President or Vice-Presidents shall assist the President and shall perform such duties as may be assigned to them by the Board of Directors or the President. The Vice-President (or if there is more than one, then the Vice-President designated by the Board of Directors, or if there be no such designation, then the Vice-Presidents in order of their election) shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions of the President.

(c) Secretary. The Secretary shall (i) keep the minutes of the proceedings of the Board of Directors; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the Club records; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

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(d) Treasurer(s). The Treasurer or Treasurers will have (i) the care and custody of all Club funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the Club, and pay out of the funds on hand all bills, and other just debts of the Club of whatever nature upon maturity; (iii) be the principal accounting officer(s) of the Club and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the Club and the results of its operations; (iv) upon request of the Board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

**Article VI**  
**Standard of Conduct for Directors and Officers**

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

Section 6.2 Reliance on Certain Information and Other Matters. In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions,

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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 the Director or Officer are entitled to rely are: (i) one or more officers of the Club whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence; (iii) a committee of the Board of Directors on which the Director or Officer does not serve if the Director reasonably believes the committee merits confidence.

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

**ARTICLE VII**  
**Contracts, Checks, Deposits and Loans**

Section 7.1 Contracts. The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Club.

Section 7.2 Checks, Drafts and Orders of Payment. All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Club shall be signed by the Officer or Board agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.

Section 7.3 Deposits. All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the Board of Directors may designate.

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Section 7.4 Loans. No Director, Officer or agent shall have the authority, on behalf to the Club, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

**Article VIII**  
**Conflicts of Interest**

Section 8.1 Definition. As used in this Section 8.1: (i) "conflicting interest transactions" means a contract, transaction, or other financial relationship between the Club and a Director of the Club, or between the Club and a party related to a Director, or between the Club and an entity in which a Director of the Club is a Director or Officer or has a financial interest, and (ii) a "party related to a Director" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a Director, Officer, or has a financial interest.

Section 8.2 Procedure; Action; Disclosure. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or in the right of the Club, solely because the conflicting interest transaction involves a Director of the Club or a party related to a Director or an entity in which a Director of the Club is a Director or Officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Club's Board of Directors or of a committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if: (i) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested

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Directors, even though the disinterested Directors are less than a quorum; or (ii) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or (iii) the conflicting interest transaction is fair as to the Club. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

### **Article IX Conflict Resolution**

Section 9.1 Definition If any member of the Club has a complaint against another member of the Club for an infraction of any Bylaw, rule, policy or procedure of the Club, they may file a complaint in writing to the Board of Directors of the Club. Such complaints will be resolved according to the Club's conflict resolution policy.

Section 9.2 Procedure If any Club member has a complaint against another member for an infraction of Club By-Laws, policies or procedures, that individual may file a complaint in writing to the Board. The complaint shall include the facts of the case and the names and contact information for individuals who can substantiate the facts stated in the complaint. After receiving such complaint, a meeting of the Board shall be called as soon as practicable to investigate the complaint. The complainant and the member against whom the complaint is lodged shall receive notice of such meeting; the latter will be invited to be heard with witnesses, if any, at that time. Subsequently, the Board shall determine the appropriate action to be taken.

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**Article X**  
**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 XI**  
**Home Rink Relations**

It shall be clear that there is no direct business or economic relationship between the Nittany Valley Figure Skating Club and the Pegula Ice Arena other than that of ice rink facility provider and customer. Be understood

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that the Nittany Valley Figure Skating Club is not the owner or a partner of the Pegula Ice Arena or vice versa. Although it is common practice that prospective members of a figure skating club are referred to the Club by the figure skating program at the home rink, it shall be clear that neither the figure skating program, or the home rink, are responsible for actions taken by the Club or vice versa. Nonetheless, the Nittany Valley Figure Skating Club practice is to maintain an open channel of communication between the Club, the figure skating program at the Pegula Ice Arena and rink management.

**Article XII**  
**Miscellaneous**

Section 12.1 Records. The Club shall keep, as permanent records, minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting and of actions taken by a committee in place of the Board of Directors. The Club shall also maintain the following records: (i) appropriate accounting records; (ii) its Bylaws; (iii) Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members, if any (iv) a list of the names and business or home address of its current Directors and Officers; (v) a record of its members which permits preparation of a list of the name and address of all members in alphabetical order and, if applicable, by class which shows the number of votes each member is entitled to cast; (vi) financial statements prepared for periods during the last three (3) years and (vii) copies of written communications as directed by the Board of Directors.



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Section 12.2 Inspection of Club Records. A member may inspect Club records at a reasonable location specified by the Club. Members entitled to inspect these records must make the request in writing and meet the following requirements: (i) the member must have been a member at least three (3) months immediately preceding the demand; (ii) the demand must be made in good faith and for a proper purpose; (iii) the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and (iv) the records must be directly connected with the described purpose.

Section 12.3 Limitations on Use of Membership List. Unless the Board of Directors gives its consent, the Club's membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to the club.

Section 12.4 Financial Statements. Upon the written request of any member, the Club shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

Section 12.5 Conveyances and Encumbrances. Property of the Club may be assigned, conveyed or encumbered by such Officers of the Club as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Club shall be authorized only in the manner prescribed by applicable statute.

Section 12.6 Fiscal Year. The fiscal year of the Club begins on July 1 and ends June 30.

Section 12.7 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

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Section 12.8 Amendments. Amendments to the By-Laws may be acted upon at any general or special meeting of the Nittany Valley Figure Skating Club. Proposed amendments shall be posted with a notice of the meeting ten days prior to the meeting. An amendment may be adopted only after a vote of consent of two-thirds or more of the voting members present.

Section 12.9 Force Majeure. The Nittany Valley Figure Skating Club shall not be responsible for any interruption of, interference with, lessening of, or suspension of any of its services provided, such that are caused by acts of God, natural disasters, fire, strikes, lockouts, riots, fights, epidemics, war, government regulation, material shortages, equipment malfunctions, power outages, or any other cause not under control of the Club.

Section 12.10 Waiver of Liability. The membership of the Nittany Valley Figure Skating Club acknowledges and agrees that the risk of injury from the activities involved in this program is significant, including the potential for permanent paralysis and/or death. While particular rules, equipments and personal discipline may reduce this risk, the risk of injury does exist. Nittany Valley Figure Skating Club members knowingly and freely assume all such risks, both known, and unknown, even if arising from the negligence of the releases or others, and assume full responsibility. The Nittany Valley Figure Skating Club members agree to comply with stated terms and conditions for participation and if anyone observes any unusual significant hazard during their presence or participation, they will remove themselves and other participants from the hazard and bring such to the attention of the nearest instructor or Pegula Ice Arena employee. Nittany Valley Figure Skating Club members and their heirs, personal representatives and family members release and hold harmless the Club, the organization Officers and Directors, other participants, sponsoring agencies, sponsors, advertisers, and Penn State with respect to any and all injury, disability, death or loss or damage to personal property, whether arising from the negligence of the releases or otherwise.

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Effective on July 1, 2016

Section 12.11 Non-Discrimination Policy. The Nittany Valley Figure Skating Club provides an equal opportunity to members to participate without discrimination on the basis of age, ancestry, color, disability or handicap, national origin, race, religious creed, sex, sexual orientation or veteran status. Discrimination against members will not be tolerated by the Club.

Section 12.12 Sexual Harassment and Abuse. The Nittany Valley Figure Skating Club strives to provide a safe environment for its members and to protect the opportunity of its members to participate in the sport of figure skating in an atmosphere that is free of harassment and abusive practices. The organization will not tolerate or condone any form of harassment or abuse of any of its members or associated personnel including coaches, officials, Directors, employees of Penn State, parents, athletes, and volunteers - or any other persons - while they are participating in or preparing for a figure skating activity or event under the auspices of the Club.

Section 12.13 Dissolution. Upon liquidation or dissolution of the Nittany Valley Figure Skating Club or the winding up of its affairs and after payment or provision for payment of the liabilities of the Nittany Valley Figure Skating Club, the assets shall be distributed as determined by the Board of Directors to such organization(s) which are similar to the purposes of the Nittany Valley Figure Skating Club and which are designated under the provisions of Section 501 (c) (3) of the Code for charitable, scientific, religious, literary, educational or other purposes as described in Section 501 (c) (3) of the Code.