

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.1. Authority:

The Board of Directors shall have the power and responsibility of the complete management of the Club. All rights and powers connected therein shall be vested in them. They shall have final say in the selection of the Club professionals.

Section 7.2. Meetings:

The Board of Directors shall meet once every month during the skating season. The date of such meetings shall be stated by the Secretary in the form of a written notice, phone call and/or email given to all Directors at least three (3) days prior to the meeting. Regular monthly meetings are open to the voting membership. Such members may not actively participate in the meeting unless specifically requested to do so.

Special Board Meetings are closed to the voting membership. All meetings shall be conducted in accordance with parliamentary procedure such as Roberts' Rules of Order, Revised.

Section 7.3. Quorum:

Two-thirds (2/3) of the Board of Directors shall constitute a quorum.

Section 7.4. Rules and Adoption of Rules:

The Board of Directors shall make such rules, as they deem proper respecting the use of the Club's property, prescribe rules for the admission of guests, fix penalties for offenses against the rules, and make rules for their own governing and for the governing committees appointed by them. The Board of Directors shall have the power from time to time to adopt rules, not inconsistent with the By-Laws of the Club, to carry out the purposes of the Club.

Section 7.5. Audits:

The Board of Directors shall cause the records of the Treasurer and of any committee having Special Accounts to be audited by affiliated auditors or agents.

Section 7.6. Indebtedness:

The Board of Directors shall have the power to limit the indebtedness owed to the Club by a member of the Club.

Section 7.7. Suspension or Expulsion:

The Board of Directors shall have the power to recommend suspension, or expulsion, of any member for violations of the Code of Regulations and By-Laws of the Club, or for conduct which they deem improper.

Section 7.8. USFS Delegate:

The Board of Directors shall elect a Delegate(s) to the United States Figure Skating association. The Club Secretary shall inform the USFS's Secretary, in writing, of the representative(s) between the Club and the Association. The Delegate(s) shall attend the USFS's meetings, either in person or by proxy. The Board of Directors may, as it sees fit, pay all or part of the expenses of the Delegates(s) to the USFS's meetings.

Section 7.9. Skating Programs:

The Board of Directors shall retain jurisdiction over all regular skating season programs and any additional programs such as Summer School or Clinics.

Section 7.10. Standard of Conduct for Directors and Officers:

- (a) **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 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.
- (b) **Reliance on Certain Information and Other Matters.** In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director or Officer shall not be considered to be acting in good faith if the Director or Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a Director or Officer are entitled to rely are: (i) one or more officers or employees of the Club whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence; (iii) a committee of the Board of Directors on which the Director or Officer does not serve if the Director reasonably believes the committee merits confidence.
- (c) **Limitation of 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.