

## **BYLAWS**

### **of LILAC CITY FIGURE SKATING CLUB**

#### **ARTICLE I**

##### **NAME; EXISTENCE; OFFICES**

Section 1.1 Name. The name of this organization is the Lilac City Figure Skating Club (referred to in these Bylaws as the "Club").

Section 1.2 Incorporation. The Club is incorporated as a nonprofit corporation under the laws of the state of Washington (the "State") and shall be governed by the nonprofit corporation law of the state (the "Nonprofit Law").

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 at Eagles Ice A-Rena. The registered office of the Club required by the Nonprofit Law to be maintained in the State may be, but need not be, the same as the principal office/headquarters of the Club, and the address of the registered office may be changed from time to time by the Board of Directors or by the Officers of the Club.

#### **ARTICLE II PURPOSES**

The principal purpose of the Club is to foster figure skating on ice. In order to do so, the Club has been organized to exist as a member club of U.S. Figure Skating and, therefore, seeks to assist in carrying out the objects and purposes of U.S. Figure Skating in accordance with the provisions of the U.S. Figure Skating Bylaws and Official Rules. The Club shall maintain its membership in U.S. Figure Skating and conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of U.S. Figure Skating.

## **ARTICLE III MEMBERS**

Section 3.1 Members. The Club shall have members who are interested in the objects and purposes of the Club and who are registered with U.S. Figure Skating. They will have voting rights and any other legal rights or privileges in connection with the governance of the club. Members shall be individuals who conform to the 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, Official Rules, policies, procedures, code of conduct, and code of ethics and principles of ethical behavior of U.S. Figure Skating.

Section 3.2 Dues. The annual dues payable to the corporation shall be in such amount as determined from time to time by the Board of Directors.

Section 3.3 Annual Meeting. The Club shall hold an annual meeting of its members. The meeting time, date and place will be set by the Board of Directors. If no place is stated, the meeting shall be held at the Club's principal office. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club.

Section 3.4 Special Meetings. The Secretary shall call special meetings at the direction of the President, or upon the written request of ten (10%) percent of the Club members in good standing.

Section 3.5 Special Meeting Limitation – No business shall be transacted at a special meeting except that of which notice was given.

Section 3.6 Notice of Meetings. Notices of stated and special meetings shall be mailed/mailed by the Secretary to every member at least 7 days in advance thereof, and/or shall be posted by the Secretary for the same length of time on the Club bulletin board/website.

Section 3.7 Methods of Notice. Notice shall be given to each member entitled to vote at such meetings personally, by mail to the address of the member as it appears in the Club's current record of members, or other form of wire or wireless communication. This notice shall be given at the direction of the President, the Secretary, or the persons calling the meeting. A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to members shall constitute a written

notice or report if addressed or delivered to the member's address shown in the Club's current list of members.

Section 3.8 Voting List. The Secretary shall make a complete list of the members eligible to vote at such meetings 7 days before or 2 business days after the notice of the meeting has been given. The alphabetical list shall list each member and will be kept on file at the principal office of the Club, or at a place in the city where the meeting is held. The list shall be available for inspection on written demand by any member or the member's agent or attorney during regular business hours and during the period available for inspection.

Section 3.9 Voting Rights – One vote per family determined by the address of record at the time of enrollment.

Section 3.10 Proxies. A member may vote by proxy by signing an appointment form or similar writing, either personally or by the member's duly authorized attorney-in-fact. A member may also appoint a proxy by transmitting or authorizing the transmission electronically providing a written statement appointing the proxy or other person authorized by the proxy to be an agent or to the club. It will be determined and confirmed that the member authorized or transmitted the appointment of the proxy. The proxy or similar writing will be filed with the Secretary of the Club before or at the time of the meeting and is effective when received by the club for eleven (11) months unless a period is expressly provided in the appointment form or similar writing.

Section 3.11 Quorum and Manner of Voting. Thirty percent (30%) of all members who are entitled to vote and are in good standing shall constitute a quorum for the transaction of business. If a quorum is present, action on matters by the members shall be approved by a majority of those present, unless required by law or the Club's Articles of Incorporation.

Section 3.12 Meetings by Telecommunications. Any or all of the members may participate in an annual or special membership meeting by, or the meeting may be conducted through the use of any means of communication by which all members participating in the meeting can hear each other during the meeting. A member participating in a meeting in this manner is deemed to be present in person at the meeting.

Section 3.13 Action Without a Meeting. Any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting if the Club

delivers a written or electronic ballot to every member entitled to vote on the matter. The written/electronic ballot shall: (i) shall state the proposed action; (ii) give opportunity to vote for or against the proposed action. The quorum required for approval of the matter will be thirty percent (30%) of members entitled to vote. The action shall be approved by a majority of votes cast. The ballot will indicate the number of responses necessary to meet the quorum.

Section 3.14 Termination, Expulsion or Suspension. Membership of a member may be terminated by a majority of vote by the Board of Directors. Notice will be given to the member by registered mail at his/her address listed in the club records by registered mail within ten (10) days of termination. Appeal rights shall be as governed by US Figure Skating rules and bylaws and written notice of such must be given by first-class or certified mail sent to the last address of the member shown on the Club records. Any member terminated, expelled or suspended is liable to the club for dues, assessments or fees incurred or commitments made prior to expulsion. The provisions of this Section 3.17 apply to a members' membership in the Club and not to membership in U.S. Figure Skating. The latter 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.

Section 3.15 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.

Section 3.16 Application for Membership – Applications for admission and appropriate fees along with signed Code of Conduct shall be submitted to the Membership Chair. The Membership Chair shall submit all applications to the Board of Directors for their approval. Membership applications shall be voted on by the Board within sixty (60) days of receipt. No person shall be elected a member if three or more members of the Board of Directors shall object to the election of such person. Rejection may not be

discriminatory as to race, age or religious preference. Each new member shall be notified by the Membership Chair.

## **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, the Club's Articles of Incorporation or these Bylaws.

(b) Qualifications. Directors must be (i) at least eighteen (18) years old, (ii) registered with U.S. Figure Skating and (iii) home club members of the Club in accordance with provisions of applicable rules of U.S. Figure Skating and (iv) voting members of the Club. In addition, Directors of the Club must be eligible persons, as defined in the eligibility rules of U.S. Figure Skating. Coaches with eligible status may serve as Directors of the Club so long as they do not constitute a majority of the Board of Directors.

### Section 4.2 Number, Term, and Election of Directors.

(a) Number of Directors. There shall be a Board of Directors composed of 9 regular members of the Club.

(b) Change in Number of Directors. Any action of the Board of Directors to increase or decrease the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these Bylaws affecting such increase or decrease, and, therefore, shall require approval of the members as referred to in Section 10.8 of these Bylaws.

(c) Term of Directors. Directors shall serve a term of 3 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 3 classes. The term of office of the Directors constituting the first class, shall expire at the first annual meeting of the Board of Directors held after such classification; the term of office of the Directors constituting the second class, shall expire at the second annual meeting thereafter; and the term of office of the Directors, constituting the third class, shall expire at the third annual meeting thereafter, and so on. 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 term expires and thereafter until such Director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal.

(d) Nomination and Election of Directors. Elections shall be held before the seating of new board members June 1. The names of the candidates shall be emailed to each member in the form of an electronic ballot at least two weeks prior to the election of the board. Ballots shall be emailed to all members at least two weeks before the date set for counting votes. Members may cast their ballots electronically or put a paper ballot in a place specified on the ballot. Ballots not received electronically or in specified place in time to be counted shall be invalid. This meeting shall be open to all members, although the actual counting the ballots shall be under the supervision of the Secretary or such other person as the Board of Directors may designate. The Secretary shall preserve the records of an election for at least one year.

Section 4.3 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 4.4 Removal. Any officer or director may be removed from office by the affirmative vote of two-thirds vote of the Directors voting at a special meeting called for this purpose, except the Director under consideration for removal shall not vote.

Section 4.5 Vacancies. If any of the foregoing offices become vacant by reason of death, resignation, removal or otherwise, the Board of Directors shall elect a successor who shall hold office for the unexpired term.

Section 4.6 Regular Meetings. The Board of Directors shall meet at least once in every month during the calendar year. The date of such meetings shall be stated by the President or, in his/her absence, by the Vice-President. Any director missing 3 unexcused meetings in a row may be removed from the board.

Section 4.7 Special Meetings. Any four (4) members of the Board may call a Board meeting upon written or electronic notice to all the members of the Board of Directors at least seven (7) days prior to the meeting. The notice shall state the date of the meeting, the purpose for which the meeting is called, and the names of the four (4) members requesting the meeting.

Section 4.8 Quorum and Voting. Two-thirds of the Board shall constitute a quorum. 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.

Section 4.9 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 communications 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 4.10 Presumption of Assent. A Director who is present at a meeting of the Board of Directors is deemed to have assented to all action taken unless: (i) the Director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken; (ii) the Director contemporaneously requests that the Director's dissent or abstention as to any specific action taken be entered in the minutes; or (iii) the Director causes written notice of the Director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment or by the Club promptly after adjournment. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 4.11 Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of Directors may be taken without a meeting if every member of the Board in writing either: (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that action not be taken without a meeting. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. The action shall only be effective if there are writings, which describe the action, signed by all Directors, received by the Club and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the Club with a complete copy of the document including a copy of the signature. All such actions shall have the same effect as action taken at a meeting.

Section 4.12 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.

Section 4.13 Authority – The Board shall have the entire authority in the management of affairs and finances of the Club and shall have general control of all its property. All rights and powers connected therein shall be vested in them. The Board shall make such rules as they deem proper respecting the use of the Club's 'property, prescribe rules for the admission of strangers; fix penalties for offenses against the rules; and make rules for their own government and for the government of the committees appointed by them. The Board shall appoint a Membership Chair, a Test Chair, and other committee chairs as the Board may choose to create from time to time.

Section 4.14 Financial Duties – All appropriations from the funds of the Club shall be made by the Board of Directors. The Board of Directors shall audit records of the Secretary, Treasurer, and other committees. They shall prepare and submit to the stated annual meeting a program of anticipated expenditures for the coming year together with proposals of sources of revenue to meet same. The Board shall be responsible for filing federal and state income tax returns yearly and perform any other duties deemed necessary by the Board. The Board shall have the power to limit the indebtedness of a member of the Club.

Section 4.15 Section 9 Board Member Limitation – The office of the board member shall be ipso facto vacated:

If he/she is found to be mentally incapacitated.

If he/she is convicted of a felony.

If by notice in writing to the Club he/she resigns his office.

## **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 a Treasurer. 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 during the June board meeting. 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.

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. It shall be the duty of the President to take charge of the Club; to preside at all meetings of the Club and of the Board of Directors. The President shall have the entire supervision and management of the Club and its property pending the action of the Board of Directors; the power to suspend any member for violating the bylaws or regulations of the Club, pending the approval of the Board; to call special meetings and Club meetings. The President, together with the Secretary, shall sign all agreements and contracts made by the Club upon the approval of the Board of Directors.

(b) Vice-Presidents. It shall be the duty of the Vice-President to assist the President in the discharge of his/her duties and in the absence of the President, to assume the duties and officiate in his/her stead.

(c) Secretary. It shall be the duty of the Secretary to keep and post “minutes of the meeting” of the Club and of the Board of Directors, to supervise all reports and documents connected with the business of the Club, and to issue notices of all meetings of the Club and Directors.

(d) Treasurer. The Treasurer shall have charge of the funds of the Club and shall keep a record of all receipts and disbursements and shall render a written report at each Board meeting. Disbursements shall be made only upon vouchers approved by the Board of Directors. The Board of Directors has the power, whenever they deem it necessary, to appoint an acting Treasurer. The funds shall be deposited in the name of the Club in a bank approved by the Board of Directors, or in securities approved by the Board of Directors. All disbursements by check shall be signed by the Treasurer or the President. The Treasurer shall not withdraw from the Club’s savings account or other investment any funds, except upon the vote of a majority of Directors. The treasurer shall prepare a yearly financial report and budget for presentation at the Annual Meeting and make an annual financial report to the accountant for preparation of all year end filings for all government agencies, where required.

## **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, 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.

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 CONFLICTS OF INTEREST**

Section 7.1 Definition. As used in this Section 7.1: (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 descendant, 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 7.2 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 by 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 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.

Section 7.3 Loans. No loans shall be made by the Club to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until the repayment thereof.

#### **ARTICLE VIII CONFLICT RESOLUTION**

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, other than skating rules, they may file a complaint in writing to the Board of Directors of the Club. Such complaints will be investigated and resolved according to the Club's conflict resolution policy that the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.

#### **ARTICLE IX 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 X MISCELLANEOUS**

Section 10.1 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, and a record of all waivers of notices of meetings of members, the Board of Directors or any committee.

Section 10.2 Inspection and Copying of Club Records. Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect and copy any of the Club records identified in Section 10.1 of this Article, a member, their agent or attorney is entitled to inspect and copy such records during regular business hours at the Club's principal office. The Club may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A member may also inspect any other records at a reasonable location specified by the Club upon the same terms and conditions. Members entitled to inspect these other records must also 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. The rights set forth herein may not be abolished or limited by the Articles of Incorporation or these Bylaws.

Section 10.3 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: (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 10.4 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 10.5 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 10.6 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 10.7 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.

Section 10.8 Amendments. These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of **simple majority** of the members.

#### **Article XI Dissolution Clause**

The Lilac City Figure Skating Club (The Club) may be dissolved only with authorization by its Board Members given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the voting members. Upon dissolution or other termination of The Club, all remaining assets of The Club, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organizations (with purposes similar to those of the The Club) as shall be chosen by the then existing Board Members of The Club.

## **BYLAWS CERTIFICATE**

The undersigned certifies that he/she is the Secretary of Lilac City Figure Skating Club, and that he/she 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: \_\_\_\_\_ . Name: \_\_\_\_\_