

**Bylaws of the  
Cottonwood Heights Figure Skating Club**

A Member Club of the  
United States Figure Skating Association

Initially adopted: June 1, 1983  
Eighth revision approved: September 10, 2007

**ARTICLE I**

**Name and Incorporation**

Section 1.1. **Name.** The organization shall be known as the Cottonwood Heights Figure Skating Club (hereinafter referred to as the "Club").

Section 1.2. **Incorporation.** The Club was incorporated as a nonprofit corporation under the Laws of the State of Utah, May 19, 1978, and shall be governed by the nonprofit corporation law of the State of Utah.

Section 1.3. **Membership in U.S. Figure Skating.** The Club has been formed to be a member of The United State Figure Skating Association, 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 by U.S. Figure Skating.

Section 1.4. **Office.** This Club shall have its headquarters and physical address at the Cottonwood Heights Recreation Center - 7500 South 2700 East, Salt Lake City, Utah 84121. Mailings will be sent through a PO system: Cottonwood Heights Figure Skating Club, PO Box 712468, Salt Lake City, UT 84171.

Section 1.5. **Fiscal Year Cycle.** The fiscal year of the Cottonwood Heights Figure Skating Club shall begin on July First (1st) of each year and end on June Thirtieth (30th) of the following year.

**ARTICLE II**

**Purposes**

Section 2.1. **Purpose.** The purposes of the Club are to foster, promote, encourage, and advance figure skating on ice and to encourage and cultivate a spirit of harmony and fraternal feeling among ice skaters. It is the intent of the Club to hold, sponsor, stage, and/or conduct, publicly or privately, amateur ice

carnivals, exhibitions, competitions and for figure skaters to participate in same events. The Club shall cooperate with and assist other organizations, associations, clubs or incorporations in carrying out the objects and purposes of the Club. 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 (hereafter known as USFS).

Section 2.2. **Purpose.** The Club shall additionally support and develop amateur athletes for regional, national and international amateur competition in ice skating. Such support and development shall officially be part of and in accordance with the rules, regulations, tests, and competitions established and sanctioned by USFS.

Section 2.3. **Purpose.** Whenever possible, the Club shall host USFS sanctioned amateur ice skating competitions on local, regional, sectional, national and international levels.

Section 2.4. **Purpose.** The Club shall have as a primary purpose to support the instruction and training of individual skaters as well as the public in the sport of amateur ice skating. The Club shall additionally assist in improving and developing the capabilities of skaters through regularly scheduled ice skating sessions, tests, competitions, recitals, and other such related amateur ice skating events. Following is a non-inclusive list of additional Club operations: hosting regional training camps or clinics; fund raising; educational seminars; hosting schools to become a USFS judge, accountant, or referee.

Section 2.5. **Code of Ethics.** The Club will comply with provisions of the USFS Code of Ethics and any other requirements of the Rules of the USFS. Members are to be thoroughly familiar with the rules of the Club, to comply with those rules in full, and to exemplify the highest standards of fairness, ethical behavior, and genuine sportsmanship in any of their relations with others. Any person whose acts, statements, or conduct is considered detrimental to the welfare of amateur figure skating is subject to the loss of the privilege of registration by the Club. It is further expected of all skaters and their parents that they are familiar and exemplify the behavior and sportsmanlike conduct established in the USFS Bylaws and rules.

## 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, with voting rights and any other legal rights or 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, Official Rules, policies, procedures, code of conduct, and code of ethics and principals of ethical behavior of U.S. Figure Skating.

**Section 3.2 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 3.3. Classes for Membership.** The Cottonwood Heights Figure Skating Club shall have the following classes of membership:

- a) Full Home Club Member (includes voting membership for parent/guardian);
- b) Full Home Club Member as Adult or Second Family Member (skater is 18 or older or has a sibling that is a Full Home Club member)
- c) Associate Club Member
- d) Skating Professional, USFS Judge, USFS Accountant
  1. First Club (voting membership)
  2. Associate Club (non-voting membership)
- e) Voting Member
- f) Lifetime Member (by invitation and voted by general membership);
- g) Honorary Member (by invitation and voted by general membership).

A home-club member is defined as a member who has designated the Cottonwood Heights Figure Skating Club as his/her principal home club, whereas an associate club member is defined as a member who has designated another club as his/her principal home club.

Skating Professionals, USFS Judges, USFS Accountants and USFS Restricted Amateurs, as defined in the USFS Rulebook, shall be accepted as members of the Club and shall have all the privileges of membership except for the right to be a Club Officer or to participate in activities rendered by the USFS Amateur Status Rules. Skating Professionals, USFS Judges, USFS Accountants, and USFS Restricted Amateurs may serve on the Board of Directors only when elected by a majority vote at the Spring General Membership Meeting, not by appointment.

Any member in good standing over the age of eighteen (18) years is eligible to vote at a Special or Stated General Membership meeting. Classes of membership shall be further defined by resolution of the Board of Directors and included in the Club Standing Rules.

**3.4. Application for Membership.** Applications for membership shall be subscribed to by the candidate and state his/her name, address, phone number, email address, US citizenship, birth date and the class of membership. An agreement to comply with all Club Standing Rules, Club Volunteer Policy, and Club Bylaws together with payment to the Club for the Applicant's membership dues and volunteer opt-out fees (as applicable) shall be submitted with the

application. All applications shall be sent to the Club Membership Chairman or Secretary (in the event of a Membership Chairman vacancy).

**3.5. Prospective Members.** A prospective member may be admitted to two (2) club night sessions free of charge per skating season when accompanied by a Club member or introduced by an active Professional, who in turn introduces him/her to the Chairman of the Membership Committee, or in the absence of the Chairman to one of the Committee members, or a member of the Board.

**3.6. Membership Fees.** All membership fees shall be set by the Board of Directors and announced no later than the Spring General Membership Meeting. These fees must be paid in full no later than June Thirtieth (30th) each year, unless other arrangements are made with the Board of Directors.

**3.7. Privileges.** Only those who have been admitted as members in the Club remain in good standing with the Club and the USFS, and conduct themselves according to the purposes for which this Club was organized shall be entitled to the privileges of the Club. The rights and interests of a member in the privileges of the Club shall terminate with the period of his/her membership. All those who have been admitted as members of the Club shall be deemed to have assented to be bound by the Standing Rules, Volunteer Policy, and Bylaws of the Club, all restrictions validly made, penalties imposed, any rulings or decisions properly made, and the exercise of any authority vested in the President, the Board of Directors or in any committee.

**3.8. Honorary/Lifetime Members.** Honorary and Lifetime members may be elected by a majority vote at any General Membership meeting of the Club after recommendations by the Board of Directors. An Honorary or Lifetime member shall be free from dues, initiation fees, and/or assessments. He/she may represent the Club in exhibitions and attend ice skating sessions under the same rules governing active members. An Honorary member shall have no claim on the assets or property of the Club. To be an officer or a Board member, an Honorary member must become a Full Home Club or Lifetime member. A Lifetime member shall in addition have all the rights of a Full Home Club member.

**3.9. Resignation.** Any member not in arrears for fees or other indebtedness may tender a written resignation for his/her membership to the Secretary, who shall report same at the next scheduled meeting of the Board for their action.

**3.10. Termination, Expulsion or Suspension.** No member may be expelled or suspended from the Club, and no membership may be terminated or suspended, except as follows. The member shall be given not less than 10 business (10) 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 thirty (30) days before the

effective date of the expulsion, suspension or termination by the Board of Directors. Written notice must be given by first-class or certified mail sent to the last address of the member shown on the Club's records. Any member expelled or suspended shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to expulsion. The provisions of this Section 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.

**3.11. Board Approval for Competition or Exhibition.** No member or members of the Club shall make entry in the name of the Club in any competitions or exhibition except with the approval of the Board of Directors, or the proper Club official.

**3.12. 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 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 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. The Club's delegates will provide a report of actions by the Governing Council at the next General Membership Meeting.

## ARTICLE IV

### Meetings

**4.1. Annual Meetings.** The Club shall hold at least two General Membership Meetings each year. The Spring General Membership Meeting shall be held in May or June and the Fall General Membership Meeting shall be held in September or October each year.

**4.2. 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 members holding at least ten percent (10%) of all votes entitled to be cast on any issue proposed to be considered at the meeting. The record date for determining the members entitled to demand a special meeting is the date of the earliest of any of the demands pursuant to which the meeting is called or the date that is sixty (60) days before the date the first of such demands is received by the

Club, whichever is later. If notice is not given within thirty (30) days after the date of the written demand or demands are delivered to a Club Officer, a person 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. If no place is stated, special meetings shall be held at the Club's principal office. 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.

**4.3. 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 will be posted at least 10 days prior to the meeting. Written notice by first class or registered mail 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. If notice is emailed or mailed by other than first class or registered mail, no less than thirty (30) days notice must be provided. 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 (vi) the dissolution and liquidation of the Club. When giving notice of an annual 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.

**4.4. Methods of Notice.** Notice shall be posted and given personally or by mail, e-mail, or other form of wire or wireless communication 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. Such notice shall be deemed to be given and effective at the earliest of: (i) the date received; (ii) five (5) days after deposit in the United States mail, properly addressed to the member at the member's address as it appears in the Club's current record of members, with first class postage prepaid; (iii) the date shown on the return receipt, if mailed by registered or certified mail, or email with return receipt requested, and the receipt is acknowledged by or on behalf of the addressee; or (iv) thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed. 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 or email address shown

in the Club's current list of members, or in the case of members who are residents of the same household and who have the same address in the current list of members, if addressed or delivered to one of such members, at the address appearing on the current list of members.

**4.5. Waiver of Notice.** A member may waive notice of a meeting before or after the time and date of the meeting by a writing signed by such member. Such waiver shall be delivered to the Club for filing with the Club records, but this delivery and filing shall not be conditions to the effectiveness of the waiver. Further, by attending a meeting either in person or by proxy, a member waives objection to lack of notice or defective notice of the meeting unless the member objects at the beginning of the meeting to the holding of the meeting or the transaction of business at the meeting because of lack of notice or defective notice. By attending the meeting, the member also waives any objection to consideration at the meeting of a particular matter not within the purposes described in the meeting notice unless the member objects to considering the matter when it is presented.

**4.6. Voting List.** After a record date is fixed for a membership meeting or for determining the members entitled to vote by written ballot, the Secretary shall make, at the earlier of ten (10) days before such meeting or two (2) business days after notice of the meeting has been given, a complete list of the members entitled to be given notice of such meeting or any adjournment thereof. The list shall be arranged in alphabetical order and shall show the name, address of each member and number of votes to which each member is entitled. For the period beginning the earlier of ten (10) days prior to the meeting or two (2) business days after notice of the meeting is given and continuing through the meeting and any adjournment thereof, this list shall be kept on file at the principal office of the Club, or at a place (which shall be identified in the notice) in the city where the meeting will be held. Such 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.

**4.7. Proxies.** At all meetings of members, 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 of an electronic transmission providing a written statement of the appointment to the proxy or other person duly authorized by the proxy to receive appointments as agent for the proxy or to the Club. The transmitted appointment shall set forth or be transmitted with written evidence from which it can be determined that the member transmitted or authorized the transmission of the appointment. The proxy appointment form or similar writing shall be filed with the Secretary of the Club before or at the time of the meeting. The appointment of a proxy is effective when received by the Club and is valid for eleven (11) months unless a different period is expressly provided in the appointment form or similar writing.

**4.8. Club's Acceptance of Votes.** If the name signed on a vote, consent, waiver, proxy appointment or proxy appointment revocation corresponds to the name of a member, the Club, if acting in good faith, is entitled to accept the vote, consent, waiver, proxy appointment or proxy appointment revocation and give it effect as the act of the member. If the name signed on a vote, consent, waiver proxy appointment or proxy appointment revocation does not correspond to the name of the member, the Club, if acting in good faith, is nevertheless entitled to accept the vote, consent, waiver, proxy appointment or proxy appointment revocation if to do so is proper under rules established by the corporation that are not inconsistent with this Section. No member under the age of 18 shall be entitled to vote.

**4.9. Adjournment of Meeting.** When a meeting is adjourned to another date, time or place, notice need not be given of the new date, time or place if the new date, time or place of such meeting is announced before adjournment of the meeting at which the adjournment is taken. At the adjourned meeting the Club may transact any business which may have been transacted at the original meeting. If a new records date is fixed for the adjourned meeting, a new notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting as of the new record date.

**4.10. Quorum and Manner of Voting.** 20 percent (20%) of the votes entitled to be cast by the members on a matter 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, unless the vote of a greater number of votes is required by law or the Club's Articles of Incorporation.

**4.11. 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.

**4.12. Action Without a Meeting.**

(a) By Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing (or counterparts thereof) that sets forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof and received by the Club. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the members. Action taken under this Section is effective as of the date the last writing necessary to effect the action is received by the Club, unless all of the writings specify a different effective date, in which case such specified date shall



be the effective date for such action. The record date for determining members entitled to take action without a meeting is the date the Club first receives a writing upon which the action is taken. Any member who has signed a writing describing and consenting to action taken pursuant to this Section may revoke such consent by a writing signed by the member describing the action and stating the member's prior consent is revoked, if such writing is received by the Club before the effectiveness of the action. All signed written instruments necessary under this provision shall be filed with the minutes of the membership meetings.

(b) **By Written Ballot.** Any action that may be taken at any annual or special meeting of members may be taken without a meeting if the Club delivers a written ballot to every member entitled to vote on the matter. The written ballot shall: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against the proposed action. Approval by written ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (i) indicate the number of responses necessary to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of directors; (iii) specify the time by which the ballot must be received by the Club in order to be counted; and (iv) be accompanied by written information sufficient to permit each person voting to reach an informed decision. Written ballots may not be revoked.

## **ARTICLE V**

### **Board of Directors**

**5.1. General 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.

**5.2. Standing Rules.** The Board of Directors shall make such rules as they deem proper for the government of the Club. Penalties for offenses against the Club rules and procedures for appeals to those penalties shall be consistent with the USFS policies and these Bylaws.

**5.3. Programs.** The Board shall establish programs designed to meet the specific characteristics of the membership which may change as the needs or interests change. Programs and activities shall be prioritized with consideration of such factors as:

- a) The possibility that the Cottonwood Heights Recreation Center could operate the same program more effectively;
- b) Cost control measures;
- c) The total number of hours of ice available to the Club;
- d) The availability of additional ice outside of Club hours;
- e) The demographic status of the area;
- f) The current test and competitive levels of members;
- g) The resources available to the Club in terms of personnel necessary to carry out the programs.

**5.4. Revenue, Expenditures and Appropriations.** The Board shall prepare and submit to the Fall General Membership Meeting a program of anticipated expenditures and appropriations for the coming year, together with proposals of sources of revenue to meet same. Disbursements of Club funds shall be from the annual budget described above and shall be made only upon vouchers approved by the Board of Directors. Disbursements not included in the annual budget must be approved in advance of authorizing the expense at a Board meeting by a majority vote of the Board of Directors. The President or Vice President and Treasurer, by resolution of the Board of Directors shall be authorized signers of all checks and vouchers involving funds for the Club and Ice Angelzz. The funds of the Club shall be deposited in the name of the Club in a financial institution insured by an agency of the federal government and approved by the Board of Directors. The funds of the Ice Angelzz Team shall be deposited in a separate account at the same financial institution in the name of the Cottonwood Heights Ice Angelzz Team. Club funds may also be invested by a two-thirds majority vote of the Board of Directors.

**5.5. Audits.** There shall be an annual internal audit of the financial statements of the Club conducted by the Finance Committee appointed by the Board of Directors. The Finance Committee upon approval of the Board of Directors, may select a licensed, certified public accountant to perform an audit.

**5.6. Indebtedness.** The Board shall have power to limit the indebtedness to the Club of a member of the Club. Members in arrears for dues or those others whom have indebtedness or default to the Club, shall be ineligible to hold office, to vote, or to participate in any Club test, competition, show or other activities.

**5.7. Arrears for Dues or Opt-out Payment.** Any member in arrears for dues or the opt-out payment for volunteer service hours, or other indebtedness to the Club, shall be notified by mail by the Secretary and/or President at his/her last known address. If the amount due is not paid in full within one (1) month, thereafter, the name of the delinquent shall be reported by the Treasurer to the Board at their next meeting. The Board may drop from the roll the name of such delinquent member. A member dropped from the roll for non-payment of dues, or other indebtedness, may upon payment of same at the discretion of the Board, be reinstated to the previous class of membership.

**5.8. Suspend or Expel.** The Board shall have the power to suspend or expel any member for violations of the Standing Rules and/or Bylaws or for conduct which they shall deem improper; provided, however, that any member so suspended or expelled may appeal such action at the next regular meeting of the Club Management but no member shall be expelled or suspended for longer than thirty (30) days without a hearing. The Secretary shall provide to the Board an updated list of names of suspended or expelled members.

**5.9. Readmit to Membership.** The Board may at a regular meeting readmit to membership, upon payment of dues or other indebtedness, any former member whose resignation has been fully accepted. Such readmission must be by ballot, and a majority vote shall reject. No rejected candidate shall be again proposed for reinstatement within six (6) months after rejection.

**5.10. Qualifications.** Directors must be (i) at least eighteen (18) years old, and (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. Skating Professionals, USFS Judges, USFS Accountants, and USFS Restricted Amateurs may serve as Directors of the Club so long as they are elected by a majority vote at the Spring General Membership Meeting and they do not collectively constitute a majority of the Board of Directors. No more than one member of an immediate family may serve on the Board at the same time.

**5.11. Number of Directors.** The number of directors of the Club shall be nine (9) or other as determined by the Board of Directors from time-to-time. 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 effecting such increase or decrease, and, therefore, shall require approval of the members as referred to in these Bylaws.

**5.12. Term of Directors.** Directors shall serve a term of two (2) or three (3) years. Incoming members shall be elected each year at the Spring General Membership Meeting. 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. No Director may be elected to serve more than two consecutive 3 year terms, but a Director may be elected to serve consecutive terms after being appointed to fill a vacancy in a directorship.

**5.13. Nomination and Election of Directors.** At a time reasonably in advance of the Spring General Membership Meeting of the Club, the President shall appoint a nominating committee consisting of no less than one (1) of the

Director's whose terms are not scheduled to expire at the upcoming annual meeting. The nominating committee shall determine and present to the members, at a time reasonably in advance of the annual meeting, a list of nominees to stand for election as Directors to fill the positions of those Directors whose terms shall expire at the Spring meeting. Additional nominations for Directors to be elected may be made by any voting member at the time of the Spring General Membership Meeting. Notwithstanding anything hereinabove to the contrary, any nominee for election as a Director must evidence in writing in advance of or at the Spring meeting, or in person at the Spring meeting, such person's willingness to serve if elected. The members shall, by the majority vote using ballots and in accordance with other provisions in these Bylaws, elect the requisite number of Directors from among the list of nominees. Tellers for the counting of ballots shall be three (3) in number and shall be appointed by the nominating committee from the membership present at the time of the election. The tallied vote shall be recorded in the meeting minutes.

**5.14. Resignation.** A Director may resign at anytime 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.

**5.15 Removal.** Directors may be removed as follows: (i) If the Board member is no longer a home club member; (ii) If the Board member misses three (3) consecutive meetings of the Board in a fiscal year without due cause; (iii) The voting members may remove one or more directors with or without cause; (iv) A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors; (v) A director may be removed only at a meeting called for the purpose of removing that director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director; (vi) An entire Board of Directors may be removed under paragraphs (iii) to (v) above; and (vii) A director appointed by the Board of Directors may be removed with or without cause by the vote of a majority of the directors then in office or such greater number as is set forth in the Bylaws; except that a director appointed by the Board of Directors to fill the vacancy of a director elected by the voting members may be removed without cause by the voting members, but not the Board of Directors.

**5.16. Vacancies.** Any vacancy occurring among the Directors may be filled by the affirmative vote of a majority of the remaining Directors. 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, or until such Director's earlier death, resignation or removal.

5.17. **Ex-officio Members.** Ex-officio members may be appointed by the Board of Directors as advisors, may participate in discussions and shall have no vote.

5.18. **Regular Board Meetings.** A regular meeting of the Board of Directors shall be held each month at a time and place determined by the Board, for the purpose of appointing 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.

5.19. **Special Board Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) directors. 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 or mailing such notice at least five (5) days before the date fixed for the meeting. The notice of a special Board meeting need not specify the purpose of the meeting.

5.20. **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.

5.21. **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.

5.22. **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.

**5.23. 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. A written ballot may be issued by e-mail. The written ballot shall: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against the proposed action; and (iii) be accompanied by written information sufficient to permit each person voting to reach an informed decision; and (iv) require that all Directors be included in discussions on the matter by e-mail and receive a copy of the e-mail ballot counts; and (v) specify a reasonable amount of time by which the ballot must be received by the Secretary and a copy provided to other Directors in order to be counted. 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, agreed to by all Directors, received by the Club and filed with the minutes. Any such writings may be received by electronically transmitted facsimile, e-mail, or other form of wire or wireless communication providing the Club with a complete copy of the document including a copy of the writings indicating approval by each Director. A Director's right to demand that action not be taken without a meeting shall be deemed to have been waived if the Club receives a writing satisfying the requirements hereof that has been approved by the Director and not revoked as provided below. Actions taken shall be effective when the writings set forth a different date. Any Director who has approved a writing may revoke it by a writing dated and stating the prior vote is revoked. However, such writing must be received by the Club before the last writing necessary to effect the action is received. All such actions shall have the same effect as action taken at a meeting.

**5.24. 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.

**5.25. Other Committees.** By one or more resolutions adopted by the Board of Directors, the Board may designate one or more other committees of the Club, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise the authority delegated by the Board of Directors, except as prohibited by the Nonprofit Law. Rules governing meetings of any committee shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

## ARTICLE VI

### Officers

**6.1. 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, and a Secretary. The Board of Directors will appoint a Treasurer. The Board 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 these Bylaws. Skating Professionals, USFS Judges, USFS Accountants, and USFS Restricted Amateurs may not serve as an Officer.

**6.2. Election and Term of Office.** Within one (1) week following the Spring General Membership Meeting, the Board of Directors shall hold a special board meeting to elect from the members of the Board, one to fill each of the offices of President, Vice-President, and Secretary. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter and no later than June 15 to allow timely reporting to USFS. 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.

**6.3. 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.

**6.4. 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 another Officer unless the notice specifies a later effective date.

**6.5. 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.

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

**6.7. 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 be responsible for the entire supervision and management of the Club and its property, pending the action of the Board of Directors; have the power to suspend any member for violating the bylaws or regulations of the Club, pending the approval of the Board; may call special meetings and Club meetings.

The President, together with the Secretary, shall sign all agreements and contracts made by the Club, upon approval of the Board of Directors. The President or Vice President and Treasurer, by resolution of the Board of Directors shall be authorized signers of all checks and vouchers for the Club and Ice Angelzz accounts.

The President also handles all aspects of grievance procedures, including assembling the grievance committee and running the grievance hearings.

(b) Vice-President. It shall be the duty of the Vice-President to 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 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 on the President. The President or Vice President and Treasurer, by resolution of the Board of Directors shall be authorized signers of all checks and vouchers for the Club and Ice Angelzz accounts.

(c) Secretary. It shall be the duty of the Secretary to (i) keep the minutes of meetings of the Club and of the Board of Directors and post minutes of same on the Club's bulletin board within ten (10) days following the meeting; (ii) supervise all reports; (iii) see that all notices are duly given in accordance with the provisions of these bylaws, USFS Rules, or as required by law; (iv) be custodian of the Club records; and (v) 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.

**6.8. Authority and Duties of Treasurer.** The Treasurer is appointed by the Board of Directors and shall (i) have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and oversee deposits of the same and bank dealings in accordance with the instructions of the Board of Directors; (ii) receive and give receipts and acquittances for moneys paid in an account of the Club, and pay out of the funds on hand all bills, payrolls and other just debts of the Club of whatever nature upon maturity; (iii) be the



principal accounting officer 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; (v) help the Board in the budgeting process for the Club; and (vi) 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. The President or Vice President and Treasurer, by resolution of the Board of Directors shall be authorized signers of all checks and vouchers for the Club and Ice Angelzz.

**6.9. Surety Bonds.** The Board of Directors may require any officer or agent of the Club to execute to the Club a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the Club of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Club.

## **ARTICLE VII**

### **Standard of Conduct for Directors and Officers**

**7.1. 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.

**7.2. General.** The affairs and activities of the Club shall always be conducted in such a manner that no part of its net earnings shall accrue to the benefit of any one member, officer, or other individual; that no substantial part of its activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and that it shall not participate in, or intervene in (including the publishing or distributing of statements) of any political campaign on behalf of any candidate for public office.

**7.3. 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 members 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.

**7.4. 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 VIII**

### **Standing Committees**

**8.1. Standing Committees.** The President or Board of Directors shall appoint the chairperson for each of the standing committees with authority over them except as hereinafter provided, and shall appoint such other committees as seen necessary upon approval of the Board.

**8.2. Names.** The standing committees shall be: (1) Membership; (2) Test; (3) Hospitality; (4) Competition; (5) Interclub Relations; (6) Show and Exhibition; (7) Junior Board; (8) Club Night; (9) Finance Committee; (10) Strategic Planning; (11) Ice Angelzz; (12) Communications; (13) Media Relations; (14) Bylaws; and such other committees as the Board or Directors may deem necessary. They may be appointed as necessary by the President with the approval of the Board of Directors.

**8.3. Duties or Standing Committees.**

(1) **Membership.** It shall be the responsibility of the Membership Committee to handle all applications for membership to the Club and USFS. This Committee will need to work closely with the Treasurer to ensure that membership dues are deposited and payments made to USFS for the registrations. Other specific duties of the Membership Committee include (i) recruit new members, (ii) prepare the roster of members and a Club Directory, and (iii) carry out other duties pertaining to the membership of the Club. The Committee shall provide an up-to-date list of members in good standing to the Board of Directors at each monthly Board meeting.

(2) **Test.** The Test Committee shall work closely with the Board of Directors, Cottonwood Heights Recreation Center, the Utah Interclub and any other interested parties to support the Club in hosting at least one test event each year. The Test Committee shall prepare the testing schedule, arrange for qualified judges, arrange for the necessary quality of the test ice, distribute the test schedule to participating Clubs, report test results to USFS, maintain records of test results at the Club office, and perform any other duties pertaining to skating tests while ensuring that USFS governing rules are followed. The Committee shall provide a budget for each event to the Board of Directors at the beginning of the fiscal year and work closely with the Treasurer to ensure that test fees are deposited prior to participation in the event and payments made to USFS to register test results and reimbursements are timely.

(3) **Hospitality.** The Hospitality Committee shall carry on the business of arranging the social affairs of the Club, and support hospitality to judges at tests and competitions at the direction of the event Committee Chairperson authorized by the Board of Directors.

(4) **Competition.** The Competition Committee shall work closely with the Board of Directors, Cottonwood Heights Recreation Center and clubs in the State in providing competitions in the State of Utah for skating. The Competition Committee shall provide rules and regulations for the competitions and ensure USFS governing rules are followed in regards to personnel, forms, sanctions, and competition rulings. The Committee shall provide a budget for each event to the Board of Directors at the beginning of the fiscal year and work closely with the Treasurer to ensure that registration fees are deposited prior to participation in the event, and all payments and reimbursements are made timely.

(5) **Interclub Relations.** The Interclub Committee shall be representatives attending the Utah Interclub Committee, a liaison committee between the Cottonwood Heights Figure Skating Club and other USFS member clubs in Utah. They shall represent the Club with a spirit of cooperation with other skating organizations in the intermountain west.

(6) **Show and Exhibition.** The Show and Exhibition Committee shall work closely with the Board of Directors, Cottonwood Heights Recreation Center, and the general membership of the Club to help provide at least one annual show on ice. The Show Committee shall provide rules and regulations for the participants in the Show and ensure USFS governing rules are followed and the events are sanctioned when required by USFS. The Committee shall provide a budget for each event to the Board of Directors at the beginning of the fiscal year and shall manage costs to stay within the budget approved by the Board of Directors and work closely with the Treasurer to ensure that application fees are deposited prior to participation in the event and all payments and reimbursements are made timely.

(7) **Junior Board.** The Junior Board shall be a liaison between the Board of Directors and the members of the Club that are under 18 years of age and shall provide information as to the opinions and needs of the members of the Club under the age of 18 years. They shall propose and/or plan Club activities and define the resources, schedule and budget necessary for such activities. At least one member of the Board of Directors will participate in Junior Board meetings to provide guidance. All activities planned by the Junior Board are subject to approval by the Board of Directors.

(8) **Club Night.** The Club Night Committee shall serve as ice monitor on Club Night, shall propose and/or plan Club Night activities and define the resources, schedule and budget necessary for such activities. All Club Night activities planned are subject to approval by the Board of Directors.

(9) **Finance.** The Finance Committee shall perform an internal audit of financial records on an annual basis, assist the Board of Directors in planning budgets and shall advise in the general administration of and in the disbursement of the Club's funds. In addition to other members, the Treasurer and President shall be members of the Finance Committee.

(10) **Strategic Planning.** The Strategic Planning Committee shall develop a workable plan to ensure the future and stability of the Club in all areas of its involvement. The committee shall gather information and assimilate ideas and concepts regarding the future of the Club to develop and maintain a plan to assure that the Club will continue to execute its Bylaws and standing rules effectively and efficiently in the future.

(11) **Ice Angelzz.** The Ice Angelzz Committee shall organize a program defining for the Ice Angelzz team, the appropriate levels of required discipline, competition, expectation, commitment, and parental involvement. Determine participation fees and complete sponsorship and grant programs to raise funds specifically designated for support to the Ice Angelzz team. Define and carryout public relations, team placements, program budgets, competition participation, community service, and enforce rules of conduct. The Ice Angelzz Committee shall propose an annual budget to the Board of Directors at the beginning of the fiscal year and shall manage costs to stay within the budget approved by the Board of Directors and work closely with the Treasurer to ensure that participation fees are deposited prior to participation in team events and all payments and reimbursements are made timely. The Ice Angelzz Program Director shall be a voting member of the Club.

(12) **Communications.** The Communications Committee shall include the Club Historian and provide for the timely dissemination of information to the membership about Club members, activities and events. Maintain a Club web site that is kept up to date and current; distribute timely email communications, regularly scheduled newsletters, and postings at the rink side bulletin board.

(13) **Media Relations.** The Media Relations Committee shall arrange with news media to have items about the Club and its members publicized, including locally, in Skating Magazine, and in any other recognized and reputable media formats for and/or about skaters.

(14) **Bylaws.** The Bylaws Committee shall provide assistance and helpful information on all legal matters pertaining to the Club. They shall draft and present to the Board of Directors and to the general membership for approval proposed amendments to the Bylaws and/or Articles of Incorporation.

## ARTICLE IX

### Conflicts of Interest

9.1. **Definition.** As used in this Section 9.1: (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.

9.2. **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.

9.3. **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 X**

### **Conflict Resolution**

10.1. 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 XI**

### **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 XII

### Miscellaneous

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, and a record of all waivers of notices of meetings of members, the Board of Directors or any committee. The Club shall also maintain the following records: (i) appropriate accounting records; (ii) its Articles of Incorporation and 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 addresses of its current Directors and Officers; (v) a copy of its most recent corporate report delivered to the State; (vi) 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; (vii) test reports from judges for test sessions hosted by the Club; (viii) all financial statements prepared during the last seven (7) years or for periods that a member of the Club could have requested under the State law; (ix) all written communications within the past three (3) years to members; (x) competition entry forms for one (1) year.

12.2. **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 principle 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.

**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: (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.

**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.

**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.

**12.6. 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.

**12.7. 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.

## **ARTICLE XIII**

### **Dissolution**

**13.1.** In the event of dissolution of the Club any and all funds and other property then owned shall be distributed to or used for such charitable or educational organizations meeting the requirement of Section 5010(3) of the Internal Revenue Code, or any amendment thereof or successor thereto then in force, as the officers shall then select and determine.