

BYLAWS
OF
THE ASPEN FIGURE SKATING CLUB, INC.
AS
AMENDED EFFECTIVE APRIL 19, 2019

ARTICLE I

Name and Affiliation

Section 1.1 Name. The name of the corporation shall be The Aspen Figure Skating Club, Inc. (aka Aspen Skating Club) and is referred to herein as the "Club".

Section 1.2 United States Figure Skating Association Affiliation. The Club shall be a member of the United States Figure Skating Association which is referred to herein as "U.S. Figure Skating," in accordance with the bylaws, rules, and regulations of U.S. Figure Skating as contained in its official Rulebook.

ARTICLE II

Purpose

Section 2.1 Purpose and Objectives. The Club is organized exclusively for charitable and educational purposes and/or to foster national or international amateur sports competition within the meaning of Section 501(c) 3 of the Internal Revenue Code (or corresponding provision of any future United States Revenue Law), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) 3 and also the following in furtherance of the above purposes and objectives

- (i) To encourage and facilitate instruction of amateur skaters at all levels;
- (ii) To foster, encourage, and assist amateur figure skaters in participation in local, regional, national and international competition;
- (iii) To educate and inform the public and particularly the youth of the region regarding figure skating in all its forms, with emphasis on its pleasures and healthful and other benefits as an activity which contributes to developing the fitness and character of youth;
- (iv) To publish or otherwise disseminate information concerning figure skating;
- (v) To sponsor local competitions and exhibitions, and;
- (vi) Generally, to take all steps necessary to promote amateur figure skating in the region, consistent with the above charitable and educational purposes, including the raising of money to support the activities of the Club by dues, or other lawful means.

ARTICLE III

Offices

Section 3.1 Business Offices. The principal office of the Club shall be located at the Lewis Ice Arena at the Aspen Recreation Center, 0861 Maroon Creek Road, Aspen, Colorado. The Club may have such other offices, either within or outside the City of Aspen, as the Board of Directors of the Club may designate or as the affairs of the Club may require from time to time.

Section 3.2 Registered Office. The registered office of the Club may be, but need not be, the same as the Club's principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV

Members

Section 4.1 Memberships. Membership in the Club shall be open to all individuals actively engaged in or wishing to support and further the art and sport of amateur figure skating.

Section 4.2 Classes of Membership. The membership of the Club shall consist of the following classes:

- (i) Adult Members. Adult members are persons eighteen years of age and older and have all rights and privileges of membership, including the right to vote, as defined in these Bylaws.
- (ii) Junior Members. Persons less than eighteen years of age shall be junior members. Junior members shall have all rights and privileges of adult membership, except that at all meetings, annual and special, junior members shall be entitled to vote as defined in these Bylaws only if the junior member has passed a U.S. Figure Skating Test at the level of Pre-Preliminary or higher and may vote only through a parent or guardian. Junior members who are not entitled to vote shall have a voice but no vote. Junior members are not entitled to hold office.
- (iii) Associate Membership. Associate membership is available to persons wishing to support the Club. Associate members shall have the same rights and privileges as adult or junior members described in this Article, except there is no ice time included in the membership. An associate member may skate on Club ice by paying a fee. This fee shall be determined by the Board of Directors and may change from time to time.

(iv) Honorary Members. An honorary member shall be a person elected as an honorary member by the Board of Directors for such term as the Board of Directors may specify in said vote. Honorary members may serve, if elected or appointed in any office or position and exercise all voting and other rights pertaining to the office or position held. Honorary members shall have the same rights and privileges as adult or junior members described in this Article.

Section 4.3 Dues. The Board of Directors of the Club may establish such periodic dues and other assessments payable by members to the Club (in addition to any registration fees and dues established by U.S. Figure Skating). These dues and assessments may vary by class of membership, and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and the proration or refund of dues and assessments in appropriate cases shall be determined as the Board of Directors shall deem necessary or appropriate.

Section 4.4 Right to Vote. As provided in this Article, adult, junior, associate and honorary members in good standing and who qualify to vote shall have the right to vote at membership meetings and are referred to herein as "voting members." Voting members shall be entitled to vote only in the election of the Board of Directors of the Club and on such other matters as may be required by law to be submitted to their vote. Each voting member shall have one vote. All action taken by the membership of the Club shall be by affirmative vote of the majority of members entitled to vote thereon, except in those instances where a greater percentage is required by these Bylaws, as amended from time to time, or by state law. The Board of Directors shall determine the method and manner in which votes are registered and counted. There shall be no vote by proxy, except that junior members or junior associate members entitled to vote may vote only through a parent or guardian.

Section 4.5 Annual Meeting. An annual meeting of the membership of the Club shall be held the second Thursday of May of each year or at such time and place as shall be determined by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for the annual meeting of the membership, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of the membership as soon thereafter as conveniently may be. Failure to hold an annual meeting as required by these Bylaws 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 4.6 Special Meetings. Special meetings of the membership (or of one or more classes of members), for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Directors of the Club, and shall be called by the President at the request of members having at least 25 percent of the votes entitled to be cast at such meeting.

Section 4.7 Place of Meeting. Each meeting of the membership (or of any class of members) shall be held at such place, either within or outside of the State of Colorado; as may be designated in the notice of meeting, or, if no place is designated in the notice, at the registered office of the Club in Aspen, Colorado.

Section 4.8 Notice of General Membership Meeting. Except as otherwise prescribed by statute, written notice of each meeting of the general membership (or of any class of members) stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than fifty days before the date of the meeting if delivered by first-class mail or not less than 5 days nor more than fifty if delivered personally or by email, or at the direction of the President, or the Secretary, or the other officer or person calling the meeting, to each member entitled to attend such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each member at such member's address as it appears in the records of the Club, with postage thereon prepaid. If emailed, such notice shall be deemed to be delivered when sent to each member's email address as it appears in the records of the Club. Any member may waive notice of any meeting before, at, or after such meeting. The attendance in person of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE V

Board of Directors

Section 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 statutes of the State of Colorado, the Club's Articles of Incorporation or these Bylaws.

Section 5.2 Number. The number of directors of the Club shall be from five (5) to eleven (11), as determined by the Board of Directors from time to time, with nine (9) directors being optimal. Any action by 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.

Section 5.3 Election. Directors shall be elected at each annual meeting of the membership of the Club.

Section 5.4 Term. Each director shall hold office for a three year term, or until his or her earlier, death, resignation or removal. Directors may hold office for unlimited three year terms. Directors' terms may be staggered so that no more than as close as practicable to one third of the total number of directors are to be elected at any one annual meeting of the membership.

Section 5.5 Qualification. Directors must be at least eighteen years old. Directors need not be residents of the state of incorporation. Directors must be home club members of the Club as defined by U.S. Figure Skating Rules.

Section 5.6 Removal. Directors shall be removable in the manner provided by the statutes of the State of Colorado.

Section 5.7 Vacancies. Any director may resign at any time by giving written notice to the President or to the Secretary of the Club. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired 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 the affirmative vote of a majority of the directors then in office or by an election of the membership of the Club called by the Board of Directors for that purpose, and a director so chosen shall hold office until the next election of directors and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal.

Section 5.8 Regular Meetings. A regular annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of the membership or as soon as practical thereafter at the time and place, either within or outside Aspen, Colorado, determined by the Board, for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or outside Aspen, Colorado, for the holding of additional regular meetings. These meetings shall be open to the general membership.

Section 5.9 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place, either within or outside Aspen, Colorado, for holding any special meeting of the Board called by them.

Section 5.10 Notice of Board of Directors Meetings. Notice of each meeting of the Board of Directors stating the place, day and hour of the meeting shall be given to each director at such director's business or residence address not less than ten days prior thereto by the mailing of written notice by first class mail, or not less than 48 hours prior thereto by personal delivery of written notice or by telephone or email (and the method of notice need not be the same to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail with postage thereon prepaid. If given by personal delivery, telephone or email, such notice shall be deemed to be given when the delivery is made, the phone call is received, or the email

is transmitted. At the time notice is given to each director for all meetings open to the general membership, notice is also to be posted on the Club bulletin board, the Club website, at the Club ice session registration desk, or in another manner or location deemed by the Board of Directors to be reasonably calculated to give notice of the meeting to the general membership. Any director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need to be specified in the notice or waiver of such meeting unless required by statute.

Section 5.11 Presumption of Assent. A director of the Club who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent or abstention shall be entered in the minutes of the meeting or unless such director shall file his written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent or abstention by registered mail to the secretary of the Club immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

Section 5.12 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 quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting until a quorum shall be present. No director may vote or act by proxy at any meeting of directors.

Section 5.13 Compensation. Directors shall not receive compensation for their services as such although the reasonable out-of-pocket expenses incurred in furtherance of the Club's business or figure skating in general may be paid or reimbursed by the Club by resolution of the Board of Directors. 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 5.14 Meetings by Telephone. Members of the Board of Directors may participate in a telephone conference or similar communications device by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at a meeting.

Section 5.15 Action without a Meeting. To the extent permitted or authorized by statute, any action required or permitted to be taken at a meeting of the Directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to

the subject matter thereof. Written consent may be communicated via e-mail, fax or other electronic means. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the directors.

ARTICLE VI

Officers and Agents

Section 6.1 Numbers and Qualifications. The officers of the Club shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The Board of Directors may also elect or appoint such other officers, assistant officers and agents, including a Chairman of the Board, an Executive Director, a Controller, Assistant Secretaries and Assistant Treasurers, as it may consider necessary. One person may hold more than one office at a time except that no person may simultaneously hold offices of President and Secretary. Officers need not be directors of the Club. All officers must be at least eighteen years old. Officers must be home club members of the Club as defined by U.S. Figure Skating Membership Rules.

Section 6.2 Election and Term of Office. The elected officers of the Club shall be elected by the Board of Directors at each regular annual meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his earliest death, resignation or removal.

Section 6.3 Compensation. Officers, directors and other agents of the Club are generally expected to serve as volunteers and compensation for their service to the Club shall be limited to reimbursement for approved out of pocket expenses. Any other payments to officers, directors and other agents of the club must be expressly approved by the Board of Directors.

Section 6.4 Removal. Any officer or agent 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 or agent shall not in itself create contract.

Section 6.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Club, by giving written notice to the President or to the Board of Directors. An officer's resignation shall take effect at the time specified in such notice, and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.6 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 President, 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.

- (i) President. The President shall, subject to the direction and supervision of the Board of Directors shall:
 - a. be the chief executive officer of the Club and have general and active control of its affairs and business and general supervision of its officers, agents and employees;
 - b. preside at all meetings of the membership of the Club and, unless there is a Chairman of the Board, of the Board of Directors;
 - c. see that all orders and resolutions of the Board of Directors are carried into effect; and,
 - d. perform all other duties incident to the office of President and as from time to time may be assigned to the President by the Board of Directors.

- (ii) Vice Presidents. The Vice President or Vice Presidents shall:
 - a. assist the President;
 - b. perform such duties as may be assigned to them by the President or the Board of Directors;
 - c. at the request of the President, or in such person'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 upon the President. (If there is more than one Vice President, then the Vice President hereunder shall be designated by the Board of Directors, or if there be no such designation, then the Vice Presidents shall serve in order of their election.)

- (iii) Secretary. The Secretary shall:
 - a. keep the minutes of the proceedings of the membership of the Club, the Board of Directors and any committees of the Board;
 - b. see that all notices are duly given or posted in accordance with the provisions of these Bylaws or as required by law;
 - c. be custodian of the corporate records and of the seal of the Club;
 - d. report the results of any election of officers and/or directors as specified in U.S. Figure Skating MR Rules to U.S. Figure Skating headquarters within thirty days of such election; and,
 - e. 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 of the Board of Directors. Assistant Secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

- (iv) Treasurer. The Treasurer shall:
 - a. be the principal financial officer of the Club and have the care and custody of all its funds, securities, evidences of indebtedness and other

- personal property and deposit the same in accordance with the instructions of the Board of Directors;
- b. receive and give receipts and releases of debts paid in on 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;
 - c. issue and be responsible for notices of dues and fees payable and be responsible for the collection thereof;
 - d. unless there is a controller, 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 document, 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;
 - e. upon request of the Board, make such reports to it as may be required at any time; and,
 - f. 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.
 - g. Assistant Treasurers, if any, shall have the same powers and duties, subject to supervision of the Treasurer.

Section 6.7 Surety Bonds. The Board of Directors of the Club 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 his/her duties and for restoration to the Club of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Club.

ARTICLE VII

Arrears

Section 7.1 Introduction and Explanation. The Club is for the benefit of the skaters. Anytime a bill is overdue (more than 30 days) it can negatively impact the programs the Club can offer the skaters. Any member can make arrangements with the Club Treasurer for installment payments of the yearly dues; however this must be done prior to the bill becoming delinquent.

Section 7.2 Arrears of Dues. Any member in arrears of dues or other indebtedness shall be notified by the Treasurer in writing. If the total amount due with interest, if any, is not paid within thirty days thereafter the Treasurer shall report the delinquent member to the Board of Directors at their next meeting.

Section 7.3 Restrictions. Any member in arrears will be disqualified from representing the Club in any competition, qualifying or non-qualifying. Such member is barred from participation in any Club sponsored or U.S. Figure Skating sanctioned event such as tests, shows, or exhibitions.

Section 7.4 Loss of Right to Vote and Hold Office. Any member found to be in arrears as set forth in the foregoing, will also lose the privilege to vote in Club elections and to hold any office.

Section 7.5 Loss of Membership. The Board of Directors may decide to drop a member in arrears from the Club membership roster or to deem a member in arrears as not in good standing and will notify U.S. Figure Skating of its action.

Section 7.6 Reinstatement. A member who has been dropped from the Club membership roster for nonpayment of dues or other indebtedness may upon payment of same together with any interest thereon, at the discretion of the Board of Directors be reinstated to membership at the next meeting of the Board of Directors following the full payment.

ARTICLE VIII

Defense and Indemnification

Section 8.1 Indemnification of Directors, Officers, Etc. The Club hereby declares that any person who serves at its request as a director, officer, chairman or member of any committee, or on behalf of the Club as a director, trustee or officer of another corporation, whether for profit or not for profit, shall be deemed the Club's agent for the purposes of this Article and shall be entitled to be defended and indemnified by the Club against expenses (including attorneys' fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such service, provided such person acted in good faith and in a manner he/she reasonably believed to be in the best interest of the Club and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. Except as provided in this Article, termination of any such action, suit or proceeding by a judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, creates a presumption that the indemnified person did not act in good faith and in a manner which he/she reasonably believed to be in the best interests of the Club or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that such person's conduct was unlawful.

Section 8.2 Indemnification Against Liability to the Club. No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by this Article shall have been adjudged to be liable for negligence or misconduct in the

performance of such person's duty to the Club unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 8.3 Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by this Article shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification or such expenses or fines which such court shall deem proper.

Section 8.4 Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the articles of incorporation, any agreement, any other provision of these ByLaws, vote of the disinterested directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in such person's capacity and as to action in another capacity while holding such office.

Section 8.5 Period of Indemnification. Any indemnification pursuant to these Articles shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a director, officer or agent of the Club and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repair or amendment of all or any portion of these Bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 8.6 Insurance. By action of the Board of Directors, notwithstanding any interest of the directors in such action, the Club may, subject to the provisions of this Article, purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against and incurred by such persons in his/her capacity of or arising out of his/her status as an agent of the Club, whether or not the Club would have the power to indemnify him/her against such liability under applicable provisions of law. The Club may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the Club against any liability, including without limitation, any liability for indemnifications provided in this Article.

Section 8.7 Right to Impose Conditions to Indemnification. The Club shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board of Directors may

deem appropriate in each specific case, including but not limited to any one of the following:

- (i) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be approved by and be entitled to communicate with the Board of Directors of the Club;
- (ii) that the Club shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and
- (iii) that the Club shall be subrogated, to all of the indemnified persons right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Club.

Section 8.8 Limitation of Indemnification. Notwithstanding any other provision of these Bylaws, the Club shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Club as an organization described in section 501(c) 3 of the Internal Revenue Service Code.

ARTICLE IX

Miscellaneous

Section 9.1 Account Book, Minutes, Etc. The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and all committees. All books and records of the Club may be inspected by any director or his accredited agent or attorney, for proper purpose at any reasonable time.

Section 9.2 Fiscal Year. The fiscal year shall be June 1 through May 31 of each year.

Section 9.3 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 the power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; provided, 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 9.4 Designated Contributions. The Club may accept any designated contribution, grant, bequest or devise consistent with its general tax exempt purposes, as set forth in the Articles of Incorporation of the Club and to the extent the U.S. Figure Skating Association would allow such designated contribution. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such

designations generally will be honored. However, the Club shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Club shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Club's tax exempt purposes.

Section 9.5 Conflicts of Interest. If any person who is a director or officer of the Club is aware that the Club is about to enter into any business transaction directly with such person, any member of such person's family, or any entity in which such person has any legal, equitable or fiduciary interest or position, inducting without limitations as a director, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Club of such person's interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his/her knowledge that bear on the advisability of such transaction from the standpoint of the Club, and (c) not be entitled to vote on the decision to enter into such transaction.

Section 9.6 Loans to Directors and Officers Prohibited. No loans shall be made by the Club to any of 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 with all interest until it is repaid.

Section 9.7 References to the Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1954, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 9.8 Amendments. The Board of Directors may from time to time alter, amend or repeal these Bylaws. Such altered, amended or repealed Bylaws must be approved by a simple majority of the voting members of the Club. A current copy of the duly adopted Bylaws must be maintained at U.S. Figure Skating Association Headquarters. Any alterations or amendments must be delivered to the U.S. Figure Skating Association within (30) days after such amendments have been adopted.

Section 9.9 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

ARTICLE X

Dissolution

Section 10.1 Dissolution and Disposal of Assets. On dissolution of the corporation, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in Section 501 (c) 3 of the Internal Revenue Code of

1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors may determine with emphasis on figure skating. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the Club is then located, exclusively for such purposes or to such organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XI

Conflict Resolution Policy

If any member(s) has a complaint against another member(s) for an infraction of any bylaw or rule other than Technical Rules in the then current U.S. Figure Skating Association Rulebook, the member(s) may submit the complaint in writing to the Board of Directors. The member(s)' complaint will be investigated and efforts will be made to resolve it according to the Club's conflict resolution policy. Complaints submitted under the Club's Conflict Resolution ByLaw shall be resolved pursuant to the following policies:

Section 11.1 Complaints shall be submitted in writing, signed by the member making the complaint. If the member is a minor, then the complaint shall be signed by the member's parent or guardian. Complaints shall be submitted to the President of the Club, or if the President is unavailable, to the Vice President. Anonymous complaints will not be considered or in any way addressed by the Club.

Section 11.2 Complaints shall specify the nature of the conflict including the issues involved, the specific individuals involved, when the conflict arose, how long it has existed, and a proposed resolution.

Section 11.3 The member submitting the complaint (the "Complainant") will pay a \$100 administrative fee to the Club at the time the complaint is submitted.

Section 11.4 Any member against whom a complaint is filed (the "Respondent") will be promptly notified of the complaint and provided with a copy. The Respondent(s) will be allowed a reasonable time to respond to the complaint in writing. The time for response may be determined based upon the complaint. If no other time for response is specified, then the Respondent(s) will have 30 days after receipt of the complaint to submit a written response to the President. The response shall specify the Respondent(s) positions regarding the matters stated in the complaint and will include a proposed resolution. Any failure to respond in writing will not be deemed an admission of any matters stated in the complaint.

Section 11.5 One board member will be assigned as the mediator to interview the Complainant(s) and Respondent(s) and to mediate the conflict. That mediator will gather preliminary information from each of the parties and will confer with them to

attempt to facilitate a mutual agreement between the parties to resolve the conflict without further proceedings.

Section 11.6 If the parties are unable to agree on a resolution of the conflict after conferring with the mediator, any party may request a determination of the dispute by a conflict resolution panel. If so requested, the Club President will convene a conflict resolution panel. The panel will be comprised of three adult members of the Club, one appointed by the President, one chosen by the Complainant(s) and one chosen by the Respondent(s). No member will serve on the conflict resolution panel in connection with a dispute in which they have a conflict of interest or any personal interest whatsoever.

Section 11.7 Each party will have the opportunity to present information about the conflict to the conflict resolution panel. The panel will determine, based on the nature of the conflict, whether they will receive this information orally, in writing, or by any other means as may be deemed appropriate. The information should be succinct, and should directly address the issues presented by the complaint and any response. The panel may schedule a meeting with the concerned parties at which time they may discuss the conflict. The Complainant(s) and the Respondent(s) may present their information to the panel to aid the panel's determination.

Section 11.8 After receiving the information from the parties, the panel will determine, by a majority decision, how the conflict should be resolved. The panel's resolution will be in writing and delivered to the Claimant(s) and Respondent(s). The panel will endeavor to reach a determination suitable to the nature of the particular conflict and in the best interest of the members and the Club. The conflict resolution panel is empowered to take any action necessary and appropriate to resolve a conflict. Determination could include, but is not limited to, verbal warning, limitation of a member's participation in Club activities, recommendation of suspension or expulsion from the Club in accordance with the Club's Bylaws, dismissal of the complaint, or recommendation for resolution of the dispute under U.S. Figure Skating Grievance rules and procedures. After the panel's determination is delivered, any party may appeal by submitting the dispute for determination under the U.S. Figure Skating Grievance rules and procedures then in effect. In the event of an appeal and commencement of a grievance proceeding before the U.S. Figure Skating Grievance Committee, the appellant shall pay a \$100 administrative appeal fee to the Club at the time the grievance proceeding is commenced.

Section 11.9 The mediator and the conflict resolution panel shall treat all conflicts submitted for resolution with discretion. The mediator or conflict resolution panel may determine that some or all of the conflict resolution process should be kept confidential. If so, the parties shall maintain confidentiality as determined and instructed by the mediator or panel. The Club Secretary will maintain a complete internal record of all complaints and documents relating to proceedings submitted for conflict resolution, including a written record of the agreed resolution or the conflict resolution panel's determination. Such records shall be made available only to the U.S. Figure

Skating Grievance Committee upon request, in the event the decision of the panel is appealed. Conflict resolution proceedings shall be conducted consistent with the rules and policies of U.S. Figure Skating then in effect concerning club conflict resolution policies.