

BYLAWS  
of  
ST. MORITZ ICE SKATING CLUB, INC.  
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION  
(As amended to April 14, 2021)

ARTICLE I  
NAME; EXISTENCE; OFFICES

Section 1.1 Name. The name of this organization is St. Moritz Ice Skating Club, Inc., a California nonprofit public benefit corporation (referred to in these Bylaws from time to time as the “Club” and/or “this corporation”).

Section 1.2 Incorporation. The Club is incorporated as a nonprofit public benefit corporation under the laws of the state of California (the “State”) and will be governed by the nonprofit corporation law of California (the “Nonprofit Law”).

Section 1.3 Membership in U.S. Figure Skating. The Club has been formed to be a member of The United States Figure Skating Association (“U.S. Figure Skating”), to exist for the purposes specified in Article II of these Bylaws. As such, the Club and its members will be subject to and abide by the Bylaws and Official Rules of the Club and of U.S. Figure Skating, as in existence and amended from time-to-time by U.S. Figure Skating.

Section 1.4 Offices. The Club will not be required to maintain a principal office/headquarters. The Board of Directors will adopt a mailing address for the Club, which will be P.O. Box 72452, Oakland, CA 94612 until and unless changed by the Board of Directors. The Board of Directors will also from time to time specify who will have access to receive and who may remove Club correspondence from the P.O. Box. The Board of Directors may also adopt a principal office/headquarters by an amendment to this bylaw made in accordance with these bylaws.

Section 1.5 Definition of Terms.

- (a) “Club” means St. Moritz Ice Skating Club, Inc., a California nonprofit public benefit corporation.
- (b) “Membership” means Adult, Junior, Associate, or Limited classes of membership in the Club, as defined in these Bylaws;
- (c) “Member in good standing” means a member of this Club whose dues are current and who is not in violation of Club Rules, regulations or Bylaws.
- (d) “Board” means the Board of Directors of this corporation.
- (e) “Director” means one of the elected or appointed members of the Board.

(f) "Eligible Person," "Readmitted Person," "Reinstated Person," "Restricted Person," and "Ineligible Person" will have the same meanings as those set forth in the Eligibility Rules (the "Eligibility Rules") in the Official U.S Figure Skating Rulebook then in effect (the "Rulebook").

(g) "Home Club Member" means a member who designates the Club as his or her "Home Club" as described in the Rulebook.

(h) "Adult" means a person who is at least eighteen (18) years of age.

(i) "Junior" means a person who is under eighteen (18) years of age.

(j) "Instructor" or "Eligible Coach" means a person who teaches ice skating for compensation.

(k) "Written"; "In Writing" means a standard paper document, a document transmitted electronically, or electronic mail (email)

Section 1.6 Bylaws Supersede Prior Versions. These bylaws will be deemed to have been adopted as of the date of the conversion of the corporation from a California mutual benefit nonprofit corporation to a California public benefit nonprofit corporation, as evidenced by the Certificate of Amendment of Articles of Incorporation filed in the office of and certified by the California Secretary of State. When these bylaws become effective, all prior versions of the corporation's bylaws, including but not limited to the bylaws adopted as of February 28, 2006, are hereby superseded and will be of no effect.

## ARTICLE II PURPOSES

Section 2.1 Specific Purpose. The specific purpose of this corporation will be to foster and develop the sport of figure skating on ice for eligible athletes (as that term is defined by U.S. Figure Skating) for national or international amateur sports competition; to develop and maintain a social and athletic organization; and to carry on other charitable and educational activities associated with this goal as allowed by law. The Club will 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.

Section 2.2 General Purposes. This corporation is organized exclusively for charitable and educational purposes, and for fostering national or international amateur sports competition and to conduct national or international competition in sports or to support and develop amateur athletes for that competition within the meaning of Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation will not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provision of any future United States internal revenue law.

Section 2.3 Tax Exempt Status.

(a) No substantial part of the activities of this corporation will consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Internal Revenue Code §501(h)(9), and this corporation will not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

(b) All corporate property is irrevocably dedicated to the purposes set forth in Article 2. No part of the net earnings of this corporation will inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

(c) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation will be distributed to an organization (or organizations) organized and operated exclusively for charitable or educational purposes, including but not limited to a *qualified amateur sports organization*, if the organization has established its tax-exempt status under Internal Revenue Code §501(c)(3) (or corresponding provisions of any future federal Internal Revenue Code law).

ARTICLE III  
MEMBERS

Section 3.1 Members. The Club will have members who are interested in the objectives 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 will 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 the Club and of U.S. Figure Skating. An applicant who is known to be in arrears with another club affiliated with U.S. Figure Skating will be ineligible to apply for membership in the Club. Membership of any kind is non-transferrable. Members may change membership class within the St. Moritz Ice Skating Club as long as they meet eligibility requirements of that class.

Section 3.2 Classes of Membership.

(a) Adult Membership: Any person who is eligible for membership in U.S. Figure Skating and is at least eighteen (18) years of age is eligible for Adult Home Club membership. Adult Home Club members will be eligible to vote in elections to elect members to the Club's Board of Directors and to serve on the Board.

(b) Junior Membership: Any person who is eligible for membership in U.S. Figure Skating and is under eighteen (18) years of age is eligible for Junior Home Club membership. Junior Home Club members are not eligible to vote in Club elections nor to serve on the Board of Directors.

(c) Home Club Associate Membership: Any person who meets the requirement of Adult Membership, and will have all of the same rights and privileges of Adult Membership, except

Home Club Associate Members are not eligible to serve on the Board of Directors or to test or to compete in sanctioned competitions conducted under the auspices of U.S. Figure Skating. Fees for a Home Club Associate member to skate during any club session will be assessed at a drop-in rate.

(d) Non-Home Club Associate Membership: Any person who is a member in good standing of U.S. Figure Skating and designates another club as their home club (as defined by U.S. Figure Skating) or is an Individual member of U.S. Figure Skating. Non-Home Club Associate members are not eligible to vote in Club elections or to serve on the Board of Directors. Fees for a Non-Home Club Associate member to skate during any club session or test session will be assessed at the non-member rate. The Board of Directors will determine any other privileges to which such membership is entitled.

(e) Parent Membership: This membership is limited to the parents or guardians of skaters who are Junior Home Club Members. Parent members are eligible to vote in Club elections. However, Parent members have no other membership privileges and are ineligible to serve on the Board of Directors, test or compete. Fees for a Parent member to skate during any club session will be assessed at a drop-in rate.

(f) Honorary Membership: Any person who, as determined by the Board of Directors, may be elected to honorary membership for any period of time as determined by the Board of Directors. An honorary member will have the same rights and privileges as an Adult or Junior Member, but will be exempt from membership fees.

(g) Professional/Coach's Membership: This membership is limited to skating professionals, Instructors, or Eligible Coaches. Subject to limitations set forth in these bylaws on the number of Professional/Coach members on the Board of Directors, Professional/Coach Members will have the same rights and privileges of an Adult Member.

(h) Special Membership: The Board of Directors may grant special membership to any other person(s), as the Board of Directors may determine from time to time, and will determine the privileges to which such membership is entitled. In addition, the Board may create special subdivisions of existing memberships (such as Introductory, Collegiate, and Officials, for example) from time to time. The Board may develop fee schedules and fee waivers for Special Members and subdivisions of existing memberships in its business judgment.

Section 3.3 Termination of Membership. A member's membership in the club may be terminated by any of the following:

(a) The member's failure to renew membership and pay annual dues at the start of the membership year as defined by U.S. Figure Skating (membership will be restored for a season upon renewal and full payment of dues); or

(b) The member's resignation, effective upon the Board of Director's receipt of the member's written notice of resignation, whereupon the member will have no further liability to pay membership dues; or

(c) The member's transfer to another U.S. Figure Skating Club, effective with the receipt and approval of appropriate transfer notification provided by U.S. Figure Skating; or

(d) The member's suspension and/or expulsion from the Club for misconduct or acts prejudicial to the reputation or best interests of the Club or its members, pursuant to procedures published by the Board of Directors from time to time; or

(e) The member's death or incapacity, effective as of the date the Board of Directors receives notice of such death or incapacity.

Section 3.4 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 will be given not less than ten (10) days prior written notice of the expulsion, suspension or termination and the reasons therefore. The member will have an opportunity to be heard, orally or in writing, by the Board of Directors, not less than ten (10) days before the effective date of 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 will be liable to the Club for dues, assessments or fees incurred or commitments made prior to expulsion. The provisions of this Section 3.4 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.

Section 3.5 Voting Rights. The following members will be eligible to vote in all club elections:

(a) Home Club Members,

- Who have reached their 18<sup>th</sup> birthday by the June 1 immediately prior to the election, and
- Who have been a member for at least four (4) months, and
- Who are members in good standing (membership dues are paid current, member's membership is not terminated per Section 3.3 above), and
- Who hold a class or category of membership as determined by the Board of Directors that is eligible to vote in Club elections.

Section 3.6 Application Procedures and Dues. The Board of Directors, or a committee authorized by the Board, may establish and modify from time to time, as it will deem necessary and appropriate,

(a) Application information, criteria, procedures and terms for membership (collectively, "Application Procedures"), and

(b) Such periodic membership dues, other assessments (collectively, "Dues") and procedures for the manner of payment and collection thereof.

Section 3.7 Access to and Exclusion from Rink Premises. The Club will arrange for ice skating time from local ice skating rinks (generally "sessions") on terms and conditions acceptable to the Board of Directors, and the Club's members may have access to said rinks during the sessions or other Club activities conducted at such rinks in accordance with rules and procedures published by the Board of Directors from time to time. The Board of Directors will have the right to exclude any person from the rink premises during Club sessions or activities for violation of the published rules and procedures, or for any misconduct or act prejudicial to the reputation or best interests of the Club.

Section 3.8 Annual Meeting. An Annual Meeting of the members entitled to vote will be held prior to the close of the skating season (i.e., June 30) at a time and place designated by the Board. Notice of the Annual Meeting will be made to all members entitled to vote at least six (6) weeks prior to the meeting using the same options for means of communication as outlined in section 3.11. At the Annual Meeting, the officers and directors elected for the coming year will be announced and committee reports will be made. Failure to hold an Annual Meeting will not work a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or officers of the Club.

Section 3.9 Special Meetings. Special meetings 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 eligible to vote in Club elections who hold 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 twenty-one (21) 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 will be held at such time and place as may be designated by the authority calling such meeting. If no place is stated, special meetings will be held at the Club's principal skating headquarters as defined by the Official Rules of U.S. Figure Skating. The purpose of any special meeting of the members will be stated in such notice. Only business within the purpose described in the notice may be conducted at a special meeting of members.

Section 3.10 Notice of Meetings. Notice will be given to each member entitled to vote at a meeting in a fair and reasonable manner. Notice of a special meeting will include a description of the purpose or purposes of the meeting. Notice of the Annual Meeting need not include a description of the purpose or purposes except the purpose or purposes will be stated with respect to (i) an amendment to the Articles of Incorporation or Bylaws of the Club; (ii) a merger; (iii) a sale, lease, exchange, or other disposition other than in the usual and regular course of business, of all or substantially all of the property of the Club; or (iv) the dissolution and liquidation of the Club. When giving notice of an annual, regular or special meeting of members, the Club will give notice of a matter a member intends to raise at the meeting if a person entitled to call a special meeting submits a request, in writing, and it is received by the Secretary or President at least ten (10) days before the Club gives notice of the meeting.

Section 3.11 Methods of Notice. Notice will be made 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. Notice will be given by at least two of the means of communication available, including but not limited to: standard mail, notice on the club's official website, notice in the club's newsletter, email, text, or other currently accepted forms of (provided that the Club has an approval to electronic communications from the member on file; such approval may be revoked by the member at any time).

Such notice will be deemed to be given and effective at the earliest of: (i) the date electronically sent or posted; (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, return receipt requested, and the receipt is signed 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.

Section 3.12 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 will be delivered to the Club for filing with the Club records, but this delivery and filing will 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.

Section 3.13 Voting List. For the annual election of the directors to serve on the Club's Board of Directors, the record date for the voting list of eligible Home Club members will be February 1 of the current calendar year.

After a record date is fixed for a special membership meeting or for determining the members entitled to vote, the Secretary will 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 will be arranged in alphabetical order and will show the name, address of each member and proxies held by each member.

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 will be kept on file at the principal office of the Club, or at a place (which will be identified in the notice) in the city where the meeting will be held. Such list will be available for inspection on written demand by any member or the member's agent or attorney during regular business hours and during the period available for inspection.

Section 3.14 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 will 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 will 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. A proxy may be revoked by means of a written statement signed by the member and will be effective when filed with the Secretary of the Club.

Section 3.15 Club's Acceptance of Votes. If the name indicated on a vote, consent, waiver, proxy appointment or proxy appointment revocation corresponds to the name of the 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 indicated 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.

Section 3.16 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 will be given to each member of record entitled to vote at the meeting as of the new record date.

Section 3.17 Quorum and Manner of Voting. Twenty-five percent (25%) of the votes entitled to be cast by the members eligible to vote on a matter will 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 or these bylaws.

Section 3.18 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, will 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) will 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 will 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 will be filed with the minutes of the membership meetings.

(b) By Ballot.

(i) Any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting if the Club delivers a ballot to every member entitled to vote on the matter.

(ii) The official ballot will: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against the proposed action. Approval by ballot will 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.

(iii) All solicitations for votes by ballot will: (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.

- (iv) Official ballots appropriately submitted may not be revoked.

Section 3.19 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 President, in consultation with the Board of Directors, will appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with the U.S. Figure Skating Bylaws. The Club's delegates will be representatives of the Club at the Governing Council meeting for which they are appointed as delegates and will attend said meeting, either in person or represented by proxy. The Club will file a certificate of appointment of its delegates authorized by an officer of the Club in accordance with U.S. Figure Skating's procedures and rules.

#### ARTICLE IV BOARD OF DIRECTORS

##### Section 4.1 General Powers and Qualifications.

- (a) Powers. The business and affairs of the Club will be managed by its Board of Directors, except as otherwise provided in the Nonprofit Law, the Club's Articles of Incorporation or these Bylaws.
- (b) Qualifications. Directors must be (i) at least eighteen (18) years old, (ii) registered with U.S. Figure Skating and (iii) current Home Club members of the Club in accordance with provisions of applicable rules of U.S. Figure Skating and this Club, and (iv) who will be entering at least their second season of Home Club membership. In addition, directors of the Club must be eligible persons, as defined in the eligibility rules of U.S. Figure Skating.
- (c) Limitation. Notwithstanding anything to the foregoing in these bylaws, there may be not more than 33.3% eligible Coach/Instructors serving on the Board of Directors at any time. The Board of Directors will develop and notify the voting members of reasonable procedures to avoid the election of more eligible Coach/Instructors than could serve at any one time as directors.

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

- (a) Number of Directors. The number of directors of the Club will be at least seven (7) but not more than nine (9) eligible voting members, and the Board of Directors will fix the authorized number of directors, from time to time by a resolution adopted at a meeting of the Board of Directors where a quorum is present, or by unanimous written consent. The initial "authorized number" will be, upon the effective date of these bylaws as determined according to the provisions of Section 1.6 above, nine (9). Modifications to the initial "authorized number" within the range specified in this bylaw will be specified in the minutes of the meeting of the Board at which the modified number has been approved or in the Board's unanimous written consent approving the "authorized number."

(b) Change in Number of Directors. Any action of the Board of Directors to increase the number of directors from nine (9) or decrease the number of directors from seven (7) as stated above in 4.2(a), whether expressly by resolution or by implication through the election of additional directors, will constitute an amendment of these Bylaws effecting such increase or decrease, and, therefore, will require approval of the members as referred to in Article XI of these Bylaws. Any reduction of the authorized number of directors will not result in any director's removal before his or her term of office expires.

(c) Term of Directors. Directors will serve a term of two (2) years beginning with the adjournment of the Annual Meeting of their election year and expiring at the adjournment of the second Annual Meeting thereafter, which completes their two-year term. Election of directors will be staggered so that no more than four (4) directors are elected during the annual election of directors in even numbered years, and no more than five (5) directors are elected during the annual election of directors in odd numbered years. Each director will hold office until such director's two-year term expires or until such director's earlier death, resignation or removal.

(d) Nomination of Directors.

- (i) No later than February 28 of each year, the President, with the approval of the Board, will oversee the appointment of a nominating committee, consisting of at least three (3) and not more than five (5) members who are entitled to vote. The President will designate the member who will chair the committee. No current director or candidate is eligible to serve on the nominating committee. A list of the members on the nominating committee will be announced by March 15 using the same means of communication as outlined in Section 3.11.
- (ii) The nominating committee will propose candidates for director to be voted upon by the members in the annual election. Nominations are restricted to voting members who are in good standing, who meet the qualifications outlined in section 4.1(b), and who have agreed to serve. The nominating committee will nominate at least one (1) candidate for each vacancy, and will announce the names of the nominations at least thirty (30) days before the annual election using the same means of communication as outlined in Section 3.11.
  - a. If at least one (1) candidate for each vacancy has not been confirmed by thirty (30) days before the annual election, the Board of Directors may postpone and adjust the announced election date in order to provide the nominating committee more time to find a candidate for each vacancy.
- (iii) Upon petition signed by ten percent (10%) of the members entitled to vote, the nominating committee will place upon the ballot the name of any eligible member so nominated who is also entitled to serve as a director. This petition must be filed with the Secretary at least twenty (20) days prior to the election.

(e) Election of Directors.

- (i) The election of directors will be held prior to the Annual Meeting.
- (ii) At least fourteen (14) days prior to the election , a ballot showing the names of all nominees will be delivered to each person who is an Adult Home Club member (or who held equivalent voting rights) as of the election date of that year and is otherwise entitled to vote. Official ballot will follow requirements outlined in section 3.18(b).
- (iii) Official ballots not received by the election deadline in time to be counted will be invalid. Certification of the vote count will be conducted under the supervision of the Judges of Election.
- (iv) Ballots must be received from at least twenty-five percent (25%) of the members entitled to vote by the day of the election. If 25% of the vote is not received by the date of the election, the election will automatically be extended for a period of two (2) weeks. If, at the end of the extended election period, ballots still have not been received by at least 25% of the members entitled to vote, the election will be declared invalid. If the election is declared invalid for this reason, another election will be held in the manner described.
- (v) The President will preserve the records of each election for at least one (1) year.
- (vi) The Board of Directors will adopt and publish from time to time such additional procedures for voting as the Board may determine are reasonable.

(f) Judges of Election. At least thirty (30) days prior to the annual election, the President will oversee the appointment of three (3) Adult or Home Club Associate Members entitled to vote to act as judges of election. No director, candidate or member of the nominating committee may serve as a judge of election. The President will designate one judge to act as chair. The judges will certify the count of the votes. The chair will report the results of the election to the President within twenty-four (24) hours of the election. The President will announce the results to the membership at the Annual Meeting.

(g) Interested Persons. No more than 49 percent of the persons serving on the Board may be "interested persons." An interested person is (1) any person compensated by the Club for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph will not affect the validity or enforceability of transactions entered into by the Club.

Section 4.3 Resignation. A director may resign at any time by giving written notice of resignation to the President or Secretary of the Club. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date. Any vacancy caused by resignation of a director will be filled as provided in Section 4.5.

Section 4.4 Removal. Any director who does not attend three (3) successive board meetings will automatically be removed from the Board without Board resolution unless (i) the director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting (if such leave is granted, the number of board members will be reduced by one in determining whether a quorum is or is not present); or (ii) the director suffers from an illness or disability that prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection. The Board, by resolution of the majority of Board members, must agree before a director who has missed three meetings may be reinstated.

Directors elected by members eligible to vote or directors elected by the Board per section 4.5 may be removed from the Board of Directors as follows: (i) The voting members may remove one or more directors elected by them with or without cause unless the Bylaws provide that directors may be removed only for cause; (ii) A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director; (iii) A director may be removed only at a meeting called for the purpose of removing that director, and the meeting notice will state that the purpose, or one of the purposes, of the meeting is removal of the director; (iv) An entire Board of Directors may be removed under subparagraphs (i) to (iii) above; and (v) a director elected 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.

Any vacancy caused by the removal of a director will be filled as provided in Section 4.5.

Section 4.5 Vacancies. A vacancy will occur any time the number of directors then in office is less than the "authorized number" of directors. Any vacancy occurring among the directors may be filled by the affirmative vote of a majority of the remaining directors, provided however, if the number of remaining directors is less than a quorum as defined in Section 4.8, the Board may not transact any other business except to fill vacancies by unanimous written consent until a quorum has been reached. A director elected to fill a vacancy will 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 will be filled by a vote of the members, and a director so chosen will hold office until the next election of the class for which such director was chosen or until such director's earlier death, resignation or removal.

Section 4.6 Regular Meetings. A regular annual meeting of the Board of Directors will be held immediately prior to the Annual Meeting for the purpose of electing officers (see also Section 5.2). The directors may provide by resolution the time and place for the holding of additional regular meetings, of which there will be at least six (6) during the current Club fiscal year.

Section 4.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any vice President, the Secretary or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place (physical or virtual environment) as the place for holding any special meeting of the Board called by them. Notice of the time and place of special meetings will be given to each director by the same means of communication as outlined in Section 3.11. Notices sent by first-class mail will be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by other means of communication will be made at least 48 hours before the time set for the meeting. The notice will state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

Section 4.8 Quorum and Voting. A quorum will be determined as follows, dependent upon how many directors have been designated by the Board in accordance with Article IV, Section 4.2 and taking

into account any resignations and vacancies in Sections 4.3, 4.4, and 4.5 of these Bylaws: a quorum will be a majority of the number of directors then in office. A quorum for a Board of Directors meeting is required to conduct any transactions of business. The vote of a majority of the directors present in person at a meeting at which a quorum is present will 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 will be present. No director may vote or act by proxy at any meeting of the Board of Directors.

Section 4.9 Meetings, Alternate Type. 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 other communications equipment by which all persons participating in the meeting can effectively communicate with each other at the same time. Such participation will constitute presence in person at the meeting.

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

Section 4.11 Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Club is a party and who is an "interested director" as defined in California Corporations Code §5233 will not be required for approval of that transaction. Such action by written consent will have the same force and effect as any other validly approved action of the Board. All such consents will be filed with the minutes of the proceedings of the Board.

Section 4.12 Compensation. Directors will 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 will not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 4.13 Board Committees. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more members eligible to vote, directors or a combination of members eligible to vote and/or directors, to serve at the pleasure of the Board. Appointments to committees of the Board will be by majority vote of the authorized number of directors. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee will have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may do the following:

- (a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;

- (b) Fill vacancies on the Board or any committee of the Board;
- (c) Fix compensation of the directors for serving on the Board or on any committee;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (f) Create any other committees of the Board or appoint the members of committees of the Board;
- (g) Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected;
- (h) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Corporations Code §5233(d)(3).
- (i) With respect to any assets held in charitable trust, approve any contract or transaction between this corporation and one or more of its directors or between this corporation and an entity in which one or more of its directors have a material financial interest, subject to the approval provisions of Corporations Code §5233(d)(3).

Section 4.14 Audit Committee. If the corporation has gross revenue of at least \$2 Million, the corporation will have an audit committee consisting of at least one director, and may include nonvoting advisors. Directors who are employees or officers of the corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the corporation (other than for service as director) may not serve on the audit committee. The audit committee will perform the duties and adhere to the guidelines set forth in the corporation's audit committee charter as amended from time to time by the Board. Such duties include, but are not limited to:

- (a) Assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary;
- (b) Negotiating the auditor's compensation;
- (c) Conferring with the auditor regarding the corporation's financial affairs; and
- (d) Reviewing and accepting or rejecting the audit.

Members of the audit committee will not receive compensation for their service on the audit committee in excess of that provided to directors for their service on the Board. If the corporation has a finance committee, a majority of the members of the audit committee may not concurrently serve as members of the finance committee, and the chair of the audit committee may not serve on the finance committee.

Section 4.15 Compensation Committee. If the Club employs an executive director or senior staff, and if the corporation has gross revenue of at least \$2 Million, the corporation will have a compensation committee consisting of at least three directors and no one who is not a director. Directors who are also employees of the corporation may not serve on the compensation committee. Pursuant to Government

Code §12586(g) and the applicable provisions of federal law, the compensation committee will review the compensation of the executive director, and such other officers of the corporation the compensation committee determines appropriate, annually and whenever a modification in compensation is proposed. The review will include an evaluation of the performance of the officers and an analysis of appropriate comparability data. Based on its review, the compensation committee will recommend just and reasonable compensation amounts for the officers to the Board. At the request of the president or the Board, the compensation committee will review any issue involving staff compensation and benefits, including but not limited to, housing, health, and retirement plans.

Section 4.16 Executive Committee. Pursuant to Section 4.14 of these bylaws, the Board may appoint two or more directors of the corporation to serve as the executive committee of the Board. The executive committee, unless limited by a resolution of the Board, will have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board; provided, however, that the executive committee will not have the authority of the Board in reference to those matters enumerated in Section 4.14. All actions of the executive committee will be reported to and ratified by the full Board at the next duly scheduled Board meeting.

Section 4.17 Committee Meetings. Meetings and actions of committees of the Board will be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Board actions, except that the time for general meetings of Board committees and the calling of special meetings of Board committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting will be kept and will be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board has not adopted rules, the committee may do so.

## ARTICLE V OFFICERS

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

Section 5.2 Election of Officers. At a Board meeting following the annual election, the incoming Board will elect officers for the coming year. All officers will be registered members of U.S. Figure Skating and will also be Home Club members. All officers will be chosen from the incoming Board of Directors. Prior to the Annual Meeting, the incoming Board will have the power only to elect its officers. All officers will be elected for one (1) year or until their successors are elected, and will take office at the adjournment of the Annual Meeting.

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

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

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

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

Section 5.7 Term. All officers will be elected for a term of one (1) year or until their successors are elected, and each will take office at the adjournment of the annual meeting.

Section 5.8 Authority and Duties of Officers. The officers of the Club will have the authority and will 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 will exercise such powers and perform such duties as may be required by non-profit law.

(a) President. The President will be the Chairman of the Board, will preside at all meetings of the Board of Directors, and will perform all other duties incident to the office of the president and chairman. The President will be the chief executive officer of the Club and will preside at all meetings of members and of the Board. The President will be an *ex-officio* (non-voting) member of all committees except the nominating committee and the Judges of Election. The President, with the approval of the Board, will appoint committees and will confer such powers as may be necessary to accomplish the purposes of the committee. The President, with the approval of the Board, will have the power to appoint a chairperson for each Club session to conduct the session in accordance with the Club bylaws and rules. The President, upon resolution of the Board, may remove any member of any committee or any session chairperson. The President and/or Treasurer, with Board approval or subsequent Board ratification, is authorized to sign material contracts binding the corporation. Provided, however, the Vice-President may sign material contracts during periods of the President's temporary incapacity, subject to the Board's approval.

(b) Vice-President/Temporary Chair. The Vice-President or Vice-Presidents will assist the President and will perform such duties as may be assigned to them by the Board of Directors or the President. The Vice-President will assist the President in the discharge of the duties of that office at the request of the President, or in the President's absence or inability or refusal to act, and when so acting will have all the powers of and be subject to all the restrictions on the President. In the absence of the President, the Vice-President will assume and perform the duties of the President. In the absence of both the President and Vice-President, the Board will elect a temporary chair to perform the duties of President.

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



(d) Treasurer. The Treasurer will (i) 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; (ii) receive and give receipts and acquittances for moneys paid in on account of the Club, and pay out of the funds on hand all bills, 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; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors. The Board may designate any member to assist the Treasurer or to handle special funds of the Club such as for competitions and shows. That member will be responsible to the Treasurer for handling funds, for remitting funds to the Treasurer as required, and for preparing reports of balances and transactions for the Treasurer. In addition to the President, the Treasurer, with Board approval or subsequent Board ratification, may be authorized to sign material contracts binding the corporation. In the event that the Treasurer is unable to perform the above duties for any reason, the Board will designate a Club member to perform those duties until the Treasurer is able to resume the duties or until a new Treasurer is elected.

## ARTICLE VI STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 6.1 General. Each director and officer will 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 that an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 6.2 Reliance on Certain Information and Other Matters. In the performance of their duties, a director or officer will 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 will not be considered to be acting in good faith if the director or officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a director or officer are entitled to rely are: (i) one or more officers or employees of the Club whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a certified public accountant, or other person as to matters which the director or officer reasonably believes to be within such person's professional or expert competence; (iii) a committee of the Board of Directors on which the director or officer does not serve if the director reasonably believes the committee merits confidence.

Section 6.3 Limitation on Liability. A director or officer will 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.

Section 6.4 Roberts Rules of Order. Meetings of the Board and members will be conducted according to the edition of Roberts Rules of Order currently in effect. The President may appoint a parliamentarian, from time to time, with the Board's approval, to resolve questions concerning the application of Roberts Rules of Order.

Section 6.5 Code of Conduct; Principles of Ethical Behavior; Conflicts of Interest and Disclosures. *Principles of Ethical Behavior and Conflict of Interest Disclosure Form* attached hereto as Exhibit A, and incorporated herein by reference, will be followed by all members of the Board of Directors. Each Director will be required to complete, sign and return a Conflict of Interest Disclosure Form to the Board President at least once annually. *Board Member Responsibilities and Standards of Conduct* attached hereto as Exhibit B and incorporated herein by reference, will be followed by all members of the Board of Directors. The *Code(s) of Conduct* established and adopted by the Board of Directors for its members, attached hereto as Exhibit C and incorporated herein by reference, will be followed by all members of the Club, including members of the Board of Directors. The Board may revise the Code(s) of Conduct from time to time effective upon the giving of at least 21 days advance notice to the membership, officers and directors.

## ARTICLE VII CONFLICTS OF INTEREST

Section 7.1 Definition. Separately from the definitions contained in the document attached to these bylaws as Exhibit A, as used in this Section 7.1: (i) "conflicting interest transactions" means a contract, transaction, or other financial relationship between the Club and a director of the Club, or between the Club and a party related to a director, or between the Club and an entity in which a director of the Club is a director or officer or has a financial interest, and (ii) a "party related to a director" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the director or a party related to a director has a beneficial interest, or an entity in which a party related to a director is a director, officer, or has a financial interest.

Section 7.2 Procedure; Action; Disclosure. No conflicting interest transaction will be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Club, solely because the conflicting interest transaction involves a director of the Club or a party related to a director or an entity in which a director of the Club is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the Club's Board of Directors or of a committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the director's vote is counted for such purpose if: (i) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or (ii) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or (iii) the conflicting interest transaction is fair as to the Club. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.

Section 7.3 Loans. No loans will 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 will be liable to the Club for the amount of such loan until the repayment thereof.

#### ARTICLE VIII CONFLICT RESOLUTION

Section 8.1 Complaints. 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 has adopted and is in effect in accordance with the rules of U.S. Figure Skating. *The St. Moritz Ice Skating Club Inc. Conflict Resolution Policy*, attached hereto as Exhibit D and incorporated herein by reference, will be followed by all members of the Club, including members of the Board of Directors.

#### ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 9.1 Indemnification. The Club will indemnify any director, officer or agent of the Club to the fullest extent permitted by the California 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) will 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 will be made by the Board of Directors by a majority vote of a quorum of the Board, which quorum will consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

Section 9.2 Insurance. This corporation will have the right, and will use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE X  
MISCELLANEOUS

Section 10.1 Records. The Club will 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 will 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) all written communications within the past three (3) years to members; and (viii) all financial statements prepared for periods during the last three (3) years that a member of the Club could have requested under the State law.

Section 10.2 Inspection and Copying of Club Records. The following inspection rights described in Sections 10.2., 10.3 and 10.4 of these bylaws are available to any member of the Club who has the right to vote in Club elections for a director or directors, or on disposition of all or substantially all of the assets of the corporation or on a merger or on dissolution. A member is also someone who has the right to vote on changes to the articles or bylaws of the corporation. Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect and copy any of the Club records identified in Section 10.1 of this Article, a member, their agent or attorney is entitled to inspect and copy such records during regular business hours at the Club's principal office. The Club may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A member may also inspect any other records at a reasonable location specified by the Club upon the same terms and conditions. Members entitled to inspect these other records must also meet the following requirements: (i) the member must have been a member at least three (3) months immediately preceding the demand; (ii) the demand must be made in good faith and for a purpose reasonably related to the member's interest as a member; (iii) the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and (iv) the records must be directly connected with the described purpose. The rights set forth herein may not be abolished or limited by the Articles of Incorporation or these Bylaws.

Section 10.3 Limitations on Use of Membership List. Unless the Board of Directors gives its prior, informed consent, the Club's membership list or any part thereof may not be: (i) obtained or used by any person for any purpose unrelated to a member's interest as a member; (ii) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election by the corporation; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

Section 10.4 Financial Statements. Upon the written request of any member, the Club will mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

Section 10.5 Conveyances and Encumbrances. Property of the Club may be assigned, conveyed or encumbered by such officers of the Club as may be authorized to do so by the Board of Directors, and such authorized persons will 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 will be authorized only in the manner prescribed by applicable statute.

Section 10.6 Fiscal Year/Membership Year. The Club's fiscal year will be the calendar year. The Club's membership year will be July 1 to June 30.

Section 10.7 Severability. The invalidity of any provision of these Bylaws will not affect the other provisions hereof, and in such event these Bylaws will be construed in all respects as if such invalid provision were omitted.

Section 10.8 Director's Inspection Rights. Every director will have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind, and to inspect the physical properties of the corporation. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

Section 10.9 Annual Report. The Board will cause an annual report to be presented to the members and directors at the Annual Meeting following the end of the corporation's fiscal year. That report will contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The corporation's expenses or disbursements for both general and restricted purposes;
- (e) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report will not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing. If the Board approves, the corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission.

This corporation will annually notify each member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this bylaw, on written request by a member, the Board will promptly cause the most recent annual report to be sent to the requesting member. If the Board approves, the corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission.

This Section will not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

## ARTICLE XI AMENDMENTS

Section 11.1 By the Board of Directors. Subject to the laws of the State of California, these bylaws or any part hereof may be amended or repealed by a resolution adopted by the affirmative vote of at least seventy-five percent (75%) of the directors then in office at a meeting called for the purpose of amending the bylaws. The membership will be notified of the proposed bylaw changes and of the meeting date at least twenty-one (21) days in advance. Notification will be made using the same means of communication as notice given to hold a special meeting of the members.

Section 11.2 Changes to Number of Directors. Once members have been admitted to the corporation, the Board may not, without the members' approval, specify or change any bylaw that would

- (a) Fix or change the authorized number of directors, except as provided for in Section 4.2(a);
- (b) Fix or change the minimum or maximum number of directors; or
- (c) Change from a fixed number of directors to a variable number of directors or vice versa.

Section 11.3 Amending Supermajority Requirements. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

Section 11.4 Board Prohibited from Making Certain Amendments. Without the approval of the members, the Board may not adopt, amend, or repeal any bylaw that would

- (a) Increase or extend the terms of directors;
- (b) Allow any director to hold office by designation or selection rather than by election by the members, except as already provided for in Section 4.5;
- (c) Increase the quorum for members' meetings;
- (d) Repeal, restrict, create, expand, or otherwise change proxy rights; or
- (e) Authorize cumulative voting.

Section 11.5 By the Members. These bylaws or any article, section or provision of these bylaws may be amended at any time, subject to provisions of the Nonprofit Law, by the affirmative written assent of a majority of the members entitled to vote. The members' approval may be given at a special meeting of the members called for the purpose of amending the bylaws, or by an election at which ballots are cast. The Board will prescribe reasonable procedures for the members to amend the bylaws; such amendment will take effect immediately, unless the terms of the amendment specify a later effective date.