

BYLAWS
of the
SOUTHERN ARIZONA FIGURE SKATING CLUB
Member club of United States Figure Skating
Revised January 23, 2016

ARTICLE I
NAME; EXISTENCE; OFFICES

Section 1.1 Name. The name of this organization is the Southern Arizona Figure Skating Club (referred to in these Bylaws as the “Club”).

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

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

Section 1.4 Offices. The principal office/headquarters of the Club shall be located at Tucson Arena, 260 S. Church Tucson, AZ 85701. The registered office of the Club required by the Nonprofit Law to be maintained in the State may be, but need not be, the same as the principal office/headquarters of the Club, and the address of the registered office may be changed from time to time by the Board of Directors/Officers of the Club.

ARTICLE II
PURPOSES

Section 2.1 Purpose. The principal purpose of the Club is to foster figure skating on ice. In order to do so, the Club has been organized to exist as a member club of U.S. Figure Skating and, therefore, seeks to assist in carrying out the objects and purposes of U.S. Figure Skating in accordance with the provisions of the U.S. Figure Skating Bylaws and Official Rules. The Club shall maintain its membership in U.S. Figure Skating and conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of U.S. Figure Skating.

Section 2.2 Mission Statement. The Southern Arizona Figure Skating Club (SAFSC) is a 501(c) (3) non-profit organization committed to providing the resources necessary to promote and encourage the sport of figure skating in Tucson and the surrounding region for all ages and abilities and to emulate the highest standards of leadership and professionalism in all aspects of our sport. We continually strive to offer programs that encourage participation and quality instruction in the sport of figure skating and provide a positive environment for developing skills, encouraging good sportsmanship and building self-confidence in accordance with the

United States Figure Skating Association. SAFSC is a volunteer association and all donations to the club are tax deductible. The Club's Board oversees the club financials and monitors all club programs. All of our Coaches are certified through the United States Figure Skating (USFS) and all are members of the Professional Skaters Association (PSA).

Section 2.3 Non Discrimination. The Southern Arizona Figure Skating Club shall not discriminate on the basis of age, race, color, religion, gender, national origin or sexual orientation.

ARTICLE III MEMBERS

Section 3.1 Members. The Club shall have members who are interested in the objects and purposes of the Club and who are registered with U.S. Figure Skating, with voting rights and any other legal rights or privileges in connection with the governance of the Club, in accordance with such provisions and criteria pertaining to qualifications, classification, privileges, application and acceptance of members established from time-to-time by the Board of Directors/Officers. Members of the Club shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws, Official Rules, policies, procedures, code of conduct, and code of ethics and principals of ethical behavior of U.S. Figure Skating.

Section 3.2 Classes of Membership. Section 3.2A Individual Membership. An individual membership shall cover a single person who is eighteen (18) years of age or older. Individual members are entitled to one vote on all matters on which the voting members of the SAFSC are entitled to vote. Section 3.2B Family Membership. A family membership shall cover two (2) or more individuals with one being at least eighteen (18) years of age, and consisting of a married couple or other recognized domestic partnership, single parent or guardian, together with any of their unmarried children or grandchildren under twenty-five (25) years of age. Each family member age eighteen (18) or older shall have one vote on all matters on which the voting members of the SAFSC are entitled to vote. Section 3.2C Basic Skills Membership. A Basic Skills membership covers any U. S. Figure Skating Basic Skills member. A Basics Skills member is entitled to skate on all club ice but shall not be eligible to vote or to hold office in the club. Section 3.2D Associate Membership. An associate membership shall cover any skater who is a member of U.S. Figure Skating and wishes to skate on SAFSC ice but belongs to a home club other than SAFSC.

Section 3.3 Dues. The Board of Directors/Officers may establish, as it shall deem necessary and appropriate, such periodic membership dues, other assessments and procedures for the manner of payment and collection thereof.

Section 3.4 Annual Meeting. The Club shall hold an annual meeting of its members for the purpose of electing Officers and for the transaction of such other business as may come before the meeting at a time, date and place stated in or fixed in accordance with a resolution of the Board of Directors/Officers. If no place is stated, the meeting shall be held at the Club's principal office. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors/Officers the Club.

Section 3.5 Special Meetings. Special meetings of the members may be called at any time by the President in accordance with a resolution of the Board of Directors/Officers, specifying the time, place and purpose of each such meeting. In addition, special meetings of the members shall be called by the President whenever there is filed with the Secretary a petition for such meeting signed by not less than ten percent (10%) of the members having the right to vote and setting forth the purpose of such meeting. The Secretary shall give notice of the time, place and purpose of special meetings of the members by communication notices of it to each member not less than five (5) days before the date of such meeting.

Section 3.6 Methods of Notice. Notice shall be given personally or by mail or other form of wire or wireless communication by or at the direction of the President, the Secretary or the persons calling the meeting, to each member entitled to vote at such meeting. A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to members shall constitute a written notice or report if addressed or delivered to the member's physical or email address shown in the Club's current list of members.

Section 3.7 Voting List. After a record date is fixed for a membership meeting or for determining the members entitled to vote by written ballot, the Secretary shall make a complete list of the members entitled to be given notice of such meeting or any adjournment thereof. Such list shall be available for inspection on written demand by any member or the member's agent or attorney by appointment with the Secretary.

Section 3.8 Voting Procedures. Voting will be conducted only in person at meetings. At each voting session, a printed ballot will be distributed to each qualified voting member. Ballots will be collected before the meeting is adjourned. Results may be tabulated and published by the Secretary within five (5) days. No member under the age of eighteen (18) shall be entitled to vote.

Section 3.9 Quorum and Manner of Voting. A majority of the elected officers must be present at a regular or special meeting to constitute a quorum. If a quorum exists, action on a matter by the members is approved if a simple majority (51%) of the votes cast favors the action.

Section 3.10 Termination and Suspension. Any membership may be terminated or suspended by a majority vote of the Board in accordance with U.S. Figure Skating policies, procedures and Code of Ethics. Termination and/or suspension of membership does not relieve the terminated or suspended member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees arising from contract or otherwise.

Section 3.11 Delegates to the U.S. Figure Skating Governing Council. Delegates to the U.S. Figure Skating Governing Council must be registered members of the Club and must meet the qualifications as set forth in Article VII, Section 1 of the U.S. Figure Skating Bylaws. The Club's Board of Directors/Officers shall appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with Article VII, Section 2 of the U.S. Figure Skating Bylaws. The Club's delegates shall be representatives of the Club at the Governing Council meeting for which they are appointed as delegates and shall attend said meeting, either in person or represented by proxy. The Club will

file a certificate of appointment of its delegates with the Secretary of U.S. Figure Skating, duly signed by an authorized Officer of the Club.

ARTICLE IV BOARD OF DIRECTORS/OFFICERS

Section 4.1 General Powers and Qualifications.

(a) Powers. The business and affairs of the Club shall be managed by its Board of Officers, except as otherwise provided in the Nonprofit Law, the Club's Articles of Incorporation or these Bylaws.

(b) Qualifications. Officers must be at least eighteen (18) years old, registered with U.S. Figure Skating, home club members of the Club in accordance with provisions of applicable rules of U.S. Figure Skating and voting members of the Club. In addition, Officers of the Club must be eligible persons, as defined in the eligibility rules of U.S. Figure Skating (see, U.S. Figure Skating Membership Rule 4.00, as may be amended from time-to-time).

Section 4.2 Number, Term, and Election of Directors/Officers.

(a) Number of Officers. The number of officers of the Club shall be 4-7 as determined by the Board of Directors/Officers from time-to-time.

(b) There shall be a Board of Directors consisting of the elected officers of the club.

(c) Term of Officers. Officers shall serve a term of one (1) year. Each Officer shall hold office until such Officer's term expires and thereafter until such Officer's successor shall have been elected and qualified, or until such officer's earlier death, resignation or removal. There shall be no term limit for elected officers.

(d) Nomination and Election of Officers. At a time reasonably in advance of each annual meeting of the Club, the President shall appoint a nominating committee consisting of no less than two (2) of the Officer's whose terms are not scheduled to expire at the upcoming annual meeting. The nominating committee shall determine and present to the members, at a time reasonably in advance of the annual meeting, a list of nominees to stand for election as Officers to fill the positions of those Officers whose terms shall expire at the annual meeting. Additional nominations for Officers to be elected may be made by any voting member at the time of the annual meeting providing that the nominee is present or has provided written notice of willingness to serve. The members shall, by the affirmative vote as required by the provisions of Section 3.8 of these Bylaws, elect the requisite number of Officers from among the list of nominees.

Section 4.3 Authority and Duties of Officers. The Officers of the Club shall have entire authority in the management of the affairs and finances of the Club and general control of all property. The Officers shall also appoint a Membership Chair, a Test Chair, and other committee chairs as the Officers may choose to create from time to time. The Officers shall exercise the powers and perform the duties specified below or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. The President shall preside at all meetings and shall perform all other duties incident to the office of the president.

(b) Vice-President. The Vice-President shall assist the President and shall perform such duties as may be assigned to them by the Board of Directors/Officers. The Vice-President shall,

at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the President.

(c) **Secretary.** The Secretary shall keep the minutes of the proceedings of the Board; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the Club records; and 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.

(d) **Treasurer.** The Treasurer shall 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; 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; 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/Officers statements of account showing the financial position of the Club and the results of its operations; upon request of the Board of Directors/Officers, make such reports to it as may be required at any time; and 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/Officers.

Section 4.3 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 4.4 Removal. Officers elected by voting members may be removed only for cause. An Officer may be removed only at a meeting called for the purpose of removing that officer, and the meeting notice shall state that the purpose or one of the purposes of the meeting is removal of the officer.

Section 4.5 Vacancies. Any vacancy occurring among the Officers may be filled by the affirmative vote of a majority of the remaining Officers, though less than a quorum. An Officer elected to fill a vacancy shall be elected for the un-expired term of such Officer's predecessor in office.

Section 4.6 Regular Meetings. The Board of Directors/Officers shall meet at least six (6) times in every year. The date, time, and place of such meeting shall be stated by the President, or in his/her absence, by the Vice President.

4.7 Special Meetings. Special meetings of the Board of Directors/Officers may be called by or at the request of the President or any one (1) officer. Notice stating the time and place of each special meeting of the Board of Directors/Officers shall be given to each officer by verbal, written or electronic communication at least five (5) days before the meeting. The notice of such meeting need not specify the purpose of the meeting.

Section 4.8 Quorum and Voting. A majority of the Officers shall constitute a quorum for the transaction of business at any meeting of the Board of Directors/Officers, and the vote of a majority of the Officers present in person at a meeting at which a quorum is present shall be the act of the Board of Directors/Officers. If less than a quorum is present at a meeting, a majority of the Officers present may adjourn the meeting until a quorum shall be present. No Officer may vote or act by proxy at any meeting of Officers.

Section 4.9 Meetings by Telephone. Members of the Board of Directors/Officers or any committee thereof may participate in a meeting of the Board of Directors/Officers or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 4.10 Compensation. Officers shall not receive compensation for their services as such, although the reasonable expenses of Officers of attendance at board meetings may be paid or reimbursed by the Club. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 4.11 Executive and Other Committees. The Board of Directors/Officers may appoint one or more other committees of the Club, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise the authority delegated by the Board of Directors/Officers, except as prohibited by the Nonprofit Law. Rules governing meetings of any committee shall be as established by the Board of Directors/Officers, or in the absence thereof, by the committee itself.

ARTICLE V STANDARD OF CONDUCT FOR OFFICERS

Section 5.1 General. Each Officer shall perform their duties as an officer, including without limitation their duties as a member of any committee of the Board of Directors/Officers, in good faith, in a manner the Officer reasonably believes to be in the best interests of the Club and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. An Officer, regardless of title, shall not be deemed to be a trustee with respect to the Club or with respect to any property held or administered by the Club including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 5.2 Reliance on Certain Information and Other Matters. In the performance of their duties, an Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, an Officer shall not be considered to be acting in good faith if the Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom an Officer is entitled to rely are: one or more officers or employees of the Club whom the Officer reasonably believes to be reliable and competent in the matters presented; legal counsel, a public accountant, or other person as to

matters which the Officer reasonably believes to be within such person's professional or expert competence; a committee of the Board of Directors/Officers on which the Officer does not serve if the Officer reasonably believes the committee merits confidence.

Section 5.3 Limitation on Liability. An Officer shall not be liable to the Club or its members for any action the Officer takes or omits to take as an officer if, in connection with such action or omission, the Officer performs their duties in compliance with this Section.

ARTICLE VI CONFLICTS OF INTEREST

Section 6.1 Definition. As used in this Section 6.1: "conflicting interest transactions" means a contract, transaction, or other financial relationship between the Club and an Officer of the Club, or between the Club and a party related to an Officer, or between the Club and an entity in which an Officer of the Club is an officer or has a financial interest, and 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 an Officer has a beneficial interest, or an entity in which a party related to an officer, or has a financial interest.

Section 6.2 Procedure; Action; Disclosure. Conflicting interest transactions may be permitted if the material facts of the relationship and the transaction are disclosed or known to the voting members, or the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote, or the conflicting interest transaction is fair to the Club. Common or interested Officers may be counted in determining the presence of a quorum at a meeting of the Board of Directors/Officers or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.

Section 6.3 Loans. No loans shall be made by the Club to its Officers. Any Officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until the repayment thereof.

ARTICLE VII CONFLICT RESOLUTION

If any member of the Club has a complaint against another member of the Club for an infraction of any Bylaw, rule, policy or procedure of the Club, other than skating rules, they may file a complaint in writing to the Board of Directors/Officers of the Club. Such complaints will be investigated and resolved according to the Club's conflict resolution policy that the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.

ARTICLE VIII INDEMNIFICATION

The Club shall indemnify any Officer or agent of the Club to the fullest extent permitted by the Nonprofit Law and any other applicable laws of the State if such person conducted himself or herself in good faith, such person reasonably believed (A) in the case of an officer

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 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 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 in connection with any proceeding charging improper personal benefit to the person, whether or not involving action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person (even if the Club was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by the Club only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Board of Directors/Officers by a majority vote of a quorum of the Board of Directors/Officers, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

ARTICLE IX MISCELLANEOUS

Section 9.1 Records. The Club shall keep as permanent records minutes of all meetings of its members and the Board of Directors/Officers, a record of all actions taken by the members or Board of Directors/Officers without a meeting and of actions taken by a committee in place of the Board of Directors/Officers, and a record of all waivers of notices of meetings of members, the Board of Directors/Officers or any committee. The Club shall also maintain the following records: appropriate accounting records; its Articles of Incorporation and Bylaws; Board of Directors/Officers resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members, if any a list of the names and business or home addresses of its current Officers; a copy of its most recent corporate report delivered to the State; 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; all written communications within the past three (3) years to members; and 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 9.2 Inspection and Copying of Club Records. Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect and copy any of the Club records identified in Section 10.1 of this Article, a member, their agent or attorney is entitled to inspect and copy such records during regular business hours at the Club's principal office. The Club may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A member may also inspect any other records at a reasonable location specified by the Club upon the same terms and conditions. Members entitled to inspect these other records must also meet the following requirements: the member must have been a

member at least three (3) months immediately preceding the demand; the demand must be made in good faith and for a proper purpose; the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and 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 9.3 Limitations on Use of Membership List. Unless the Board of Directors/Officers gives its consent, the Club's membership list or any part thereof may not be: obtained or used by any person for any purpose unrelated to a member's interest as a member; 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; used for any commercial purpose; or sold to or purchased by any person.

Section 9.4 Financial Statements. Upon the written request of any member, the Club shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

Section 9.5 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/Officers, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Club shall be authorized only in the manner prescribed by applicable statute.

Section 9.6 Fiscal Year. The fiscal year of the Club should, but is not required to, correspond with the fiscal year of U.S. Figure Skating (i.e., beginning on July 1 and ending on June 30).

Section 9.7 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 9.8 Amendments. These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote fifty-one percent (51%) of the members present at any meeting of the members at which a quorum is present, and not otherwise.

BYLAWS CERTIFICATE

The undersigned certifies that he/she is the Secretary of the Southern Arizona Figure Skating Club, and that he/she is authorized to execute this certificate on behalf of said Club and the foregoing is a complete and correct copy of the presently effective Bylaws of the Club.

Dated: _____

Signature: _____

Name: _____