

**BYLAWS
OF
FIGURE SKATING CLUB OF SOUTHERN CALIFORNIA
(a California nonprofit public benefit corporation)**

**ARTICLE I
ORGANIZATION**

Section 1. Name.

The name of this corporation is Figure Skating Club of Southern California (hereinafter, the "Corporation").

Section 2. Purpose.

The purposes for which this corporation is formed are:

- (a) To encourage in the instruction, practice and advancement of the Members in any or all of the disciplines of figure skating;
- (b) To encourage and cultivate a spirit of fraternal feeling among ice skaters;
- (c) To carry out the general policies and objectives of the United States Figure Skating Association (the "USFSA"); and
- (d) To have and exercise all rights and powers from time to time granted to nonprofit corporations by law.

Notwithstanding the foregoing, no substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation except as provided by Section 501(h) of the Internal Revenue Code of 1986, as in effect or as subsequently amended (the "Code") and this Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

Section 3. Organization.

No dividends shall be declared or paid to any private person or individual, nor shall any private person or individual upon the dissolution of the Corporation for any reason be entitled to receive a distributive or other share of the assets then owned or held by the Corporation, it being expressly understood that this Corporation is not formed for profit and is a corporation which does not contemplate pecuniary gain, profit or dividends to any private person or individual, and is a corporation organized and operated exclusively as a public benefit corporation, no part of the net earnings of which shall inure to the benefit of any private person or individual. Upon dissolution of this Corporation, all of its business, properties and assets shall

go and be set over to and used for the objects and purposes set forth in Article V of the Articles of Incorporation of the Corporation.

Section 4. Principal Office.

The principal executive office of the Corporation is hereby fixed and located at 6853 Encino Avenue, Van Nuys, California 91406, Los Angeles County, California. The Board of Directors is hereby granted full power and authority to change said principal executive office from one location to another in or outside the State of California. Any such change shall be noted by the Secretary opposite this Section, but shall not be considered an amendment of these Bylaws. Other business offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business.

**ARTICLE II
MEMBERSHIP**

Section 1. Members.

Candidates for membership shall be individuals interested in the objectives of the Corporation who conform to the definition of eligible or ineligible skater as specified in the rules and constitution of USFSA.

Section 2. Transferability of Membership.

Membership in this Corporation is nontransferable and nonassignable.

Section 3. Classes.

(a) Senior Members - shall have attained the age of eighteen (18) years as of the first day of October of the current membership year, shall have all privileges.

(b) Junior Members - are under the age of eighteen (18) years as of the first day of October of the current membership year, and shall have all privileges.

(c) Associate Members - shall have all privileges, except skating Club sessions, testing or competing for the Corporation.

(d) Honorary Members - may be conferred by the unanimous vote of all members of the Board and shall be exempt from initiation fees and dues. Honorary Members shall have all privileges, except voting rights.

Section 4. Application for Membership.

Applications for admission, with appropriate fees, shall be submitted to the Membership Chair. The Membership Chair shall submit all applications to the Board for their approval. Membership applications shall be voted on by the Board within sixty (60) days of receipt. No person shall be elected a member if five (5) or more Members of the Board object to

the election of such person. Rejection may not be discriminatory as to race, age, religious preference or sexual preference. Each new member shall be notified by the Membership Chair.

Section 5. Termination and Suspension of Membership.

Any individual's membership may be terminated by a majority vote of the Board. Notice shall be given to said Member by registered mail at the address that appears on the Corporation records within ten (10) days of the termination. Termination and/or suspension of membership does not relieve the terminated or suspended Member from any obligations for charges incurred, services or benefits actually rendered, dues, assessments, or fees arising from contract or otherwise. Appeal rights shall be as governed by USFSA rules and bylaws.

Section 6. Voting Rights.

The Board shall determine the rights, privileges, preferences, restrictions and conditions applicable to each class of membership. There is no requirement that each class of membership have the same rights, privileges, preferences, restrictions and conditions.

Senior members, Associate members and Junior members shall be entitled to voting rights. Members under the age of eighteen (18) at the time of voting shall be represented by their parents or legal guardians who shall vote in their stead.

Section 7. Annual Meetings.

The annual meeting of the Members for the transaction of such business as may properly come before the meeting, including but not limited to the election of members of the Board of Directors, shall be held immediately prior to the meeting of the annual meeting of the Board of Directors, at a time and place determined by the Board of Directors.

Section 8. Special Meetings.

Special meetings of the Members may be called at any time by the Members, or by the Board of Directors, or the President, for any proper purpose, but no action shall be taken at any such meeting on any such matter the general nature of which was not set forth in the notice of such meeting.

Section 9. Place of Meeting.

Meetings of the Members shall be held at any place designated from time to time by the Board of Directors of the Corporation. In the absence of such designation, meetings shall be held at the principal office of the Corporation.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. Powers.

Subject to the limitations of the Articles of Incorporation, the Bylaws and the laws of the State of California, all corporate powers shall be exercised by or under authority of, and the business and affairs of this Corporation shall be controlled by the Board of Directors.

Section 2. Qualification.

Directors must be voting members of the Corporation who have designated the Corporation as their home under the applicable rules of USFSA.

Section 3. Number of Directors and Election.

The authorized number of Directors of the Corporation shall be composed of no less than nine (9) Senior Members of the Corporation, four (4) of whom shall be the Officers of the Corporation.

Section 4. Term of Office.

Following the approval of the formation of the Corporation by the Governing Council of USFSA, the members of the Board shall be elected each year at the regular meeting of the membership, and each shall serve for a period of one (1) year, or until their duly elected and qualified successors take office, subject to the provisions of the California Corporations Code and these Bylaws with respect to Board vacancies. Directors may be re-elected to office for as many terms as the Member may determine. If any annual meeting of Directors is not held or an action by written consent without a meeting is not taken in lieu of a meeting, or the Directors are not elected thereat, or by written ballot, Directors may be elected at any special meeting of the Members held for that purpose.

Except as permitted in Article III, Section 5 of these Bylaws, the Directors shall have no authority or power to elect any of the Directors. The Members may submit the name of a candidate for a Director at any annual meeting of the Members, providing that such nomination is communicated to the Secretary of the Corporation at least twenty-one (21) days prior to the date of such meeting. Each prospective nominee shall have the opportunity to communicate to the Members the nominee's qualifications and the reason for the nominee's candidacy by submitting written material to the Secretary of the Corporation with instructions to forward such material to the Members prior to the Members' annual meeting.

The candidates receiving the greatest number of votes at the annual meeting of the Members shall be deemed elected to such seats as are vacant.

Section 5. Removal from Office.

Any Director may be removed from office by the affirmative vote of majority of the Board of Directors. Any member of the Board of Directors of this Corporation may be declared by the Board to be removed from office if such Director has been declared of unsound mind by order of a court or convicted of a felony.

Section 6. Vacancies.

In the event of a vacancy on the Board, such position shall be filled by a Senior Member in good standing who has been a Member for at least six (6) months by a vote taken of the remaining Directors; vacancies created by removal of a Director may be filled by approval of the Members. In either case, each Director so elected shall hold office for the term that applied to the person he or she succeeded, and thereafter until a successor has been elected and qualified.

A vacancy or vacancies on the Board shall be deemed to exist in the event of the death, resignation or removal of any Director, or if the Board by resolution declares vacant the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony, or if the authorized number of Directors is increased, or if within sixty (60) days after notice of election, a Director does not accept the office either in writing or by attending a meeting of the Board, or if the Member fails, at any meeting of the Members at which any Director or Directors are elected, to elect the full number of Directors to be voted for at that meeting.

Any Director may resign effective on giving written notice to the President, the Secretary or the Board, unless the notice specifies a later time for that resignation to become effective. If the resignation of a Director is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 7. Place of Meeting.

The annual meeting, regular meetings and special meetings of the Board of Directors shall be held at any place designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board of Directors. In the absence of such designation, such meetings shall be held at the principal executive office of the Corporation. The annual meeting, however, shall be held at the same place as the annual meeting of the Members.

Section 8. Annual Meeting.

The annual meeting of the Board of Directors shall be held during the month of June of each year, immediately following the annual meeting of the Members, for the purpose of

electing officers of the Corporation and for other proper purposes; provided, however, should said date fall upon a legal or religious holiday observed by the Corporation and its principal executive office, then said meeting shall be held on the next day thereafter ensuing which is a full business day.

Section 9. Regular Meetings.

The Board of Directors shall meet at least once in every month during the skating season, as designated by USFSA, with no less than nine (9) meetings during the calendar year. The date of such meetings shall be established by the President or, in his/her absence, by the Vice President, and adequate notice thereof shall be provided by the Secretary. Any four (4) members of the Board may call a Board meeting upon written notice to all the members of the Board at least seven (7) days prior to the date set for such meeting. The notice shall state the date of the meeting, the purpose for which the meeting is called, and the names of the four (4) members requesting the meeting. Notice of such meetings shall be given in the same manner set forth in Section 9 of this Article IV of these Bylaws.

Section 10. Special Meetings.

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by any Member, the President, any Vice President or the Secretary, or by any two (2) Directors. Special meetings of the Board of Directors shall be held upon at least four (4) calendar days' notice given by first class mail or forty-eight (48) hours' notice delivered personally or by telephone, facsimile (six (6) hours of which must be business hours unless notices are delivered to Directors' residences) or other similar means of communication. Any such notice shall be addressed or delivered to each Director at such Director's address as is shown upon the records of the Corporation or as may have been given to the Corporation by the Director for purposes of notice, or if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone (in person, not by electronic message system), to the recipient or to a person at the office of the recipient who the person giving notice has reason to believe will promptly communicate it to the recipient. A notice or waiver of notice need not specify the purpose of any special meeting of the Board of Directors.

Section 11. Action Without Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors (excluding interested Directors as defined in California Corporations Code Section 5233) shall individually or collectively consent in writing to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board of Directors and shall have the same force and effect as a unanimous vote of such Directors.

Section 12. Action at a Meeting; Quorum and Required Vote.

Presence of two-thirds of the authorized number of Directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as hereinafter provided. Members of the Board of Directors may participate in a meeting through use of a conference telephone or similar communications equipment so long as all Members participating in such meeting can hear one another. Participation in a meeting as permitted in the preceding sentence constitutes presence in person at such meeting. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by law, by the Articles of Incorporation, or by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, provided that any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Validity of a Defectively Called or Noticed Meeting.

The transactions of any meeting of the Board of Directors, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present, or who, though present, has prior to the meeting or at its commencement protested the lack of proper notice to him or her, signs a written waiver of notice or consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 14. Participation in Meetings by Conference Telephone.

Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all Members participating in such meeting can hear each other.

Section 15. Adjournment.

A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be

given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment. Otherwise, notice of the time and place of holding of adjourned meetings need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

Section 16. Fees and Compensation.

Directors shall not receive any stated salary for their services as Directors; provided, however, that Directors may with the approval of the Board of Directors, be reimbursed from time to time for any expenses actually incurred in connection with the performance of their duties as Directors. Nothing contained in this section shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

Section 17. Authority.

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

Section 18. Financial Duties.

All appropriations from the funds of the Corporation shall be made with the express written authorization of the Board. The Board shall have the authority to audit records of the Secretary, Treasurer and other committees from time to time, as it may be deemed necessary. The Board shall have prepared and shall have submitted to the Members at the annual meeting, a statement of anticipated expenditures for the coming year together with proposals for sources of revenue. The Board shall be responsible for insuring that federal and state income tax returns are timely filled each year, if applicable. The Board shall have the power to limit the indebtedness of a member of the Corporation.

Section 19. Board Member Limitation.

The office held by a Board member shall be vacated if:

- (a) He/she is found to be mentally incapacitated.
- (b) He/she is convicted of a felony.
- (c) By notice in writing to the Corporation he/she resigns his/her office.

Section 20. USFSA Delegates.

The Board shall appoint from among its registered eligible members a number of delegates in proportion to the total number of registered members of such Corporation Member during the preceding fiscal year as specified in the USFSA Bylaws, Article XV. The delegate(s) shall be representative(s) between the Corporation and USFSA and shall attend the USFSA Governing Council meeting, either in person or by proxy. The Corporation shall file a certificate of such appointment with USFSA.

**ARTICLE IV
OFFICERS**

Section 1. Officers.

The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by one individual, if necessary. All Officers must be registered members of USFSA who have designated the Corporation as their home under the applicable rules of USFSA. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, Vice-Chairman of the Board, an Executive Vice President, one or more Vice Presidents, and such other officers as may be appointed by the Board of Directors in accordance with the provisions of Section 3 of this Article IV. One person may hold two (2) or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President of the Corporation. The removal or resignation of a Director who is an officer of the Corporation shall be deemed a resignation by such person from all offices held.

Section 2. Appointment.

The officers of the Corporation, other than those appointed in accordance with the provisions of Section 3 of this Article, shall be chosen annually by, and shall serve at the pleasure of the Board, and shall hold their respective office until their resignation, removal or other disqualification from service, or until their successors shall be elected. In addition, the following officers shall be selected from among members of the Board: the President, and the Secretary and the Treasurer.

Section 3. Subordinate Officers.

The Board of Directors may authorize one or more assistant secretaries and assistant treasurers, and such other subordinate officers as the business of the Corporation may require, to have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4. Duties of the President.

It shall be the duty of the President to take charge of the Corporation; to preside at all meetings of the Corporation and the Board. The President shall have the entire supervision and management of the Corporation and its property, pending the action of the Board; the power

to suspend any Member for violation the Bylaws or regulations of the Corporation, pending the approval of the Board; to call special meetings and Corporation meetings. The President, together with the Secretary, shall sign all agreements and contracts made by the Corporation, upon the approval of the Board. The President shall act as a duly authorized representative of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person to act. In the absence of a Chairman of the Board, the President shall preside at all meetings of the Board. The President shall have such other powers and perform other duties as may be assigned from time to time by the Board.

Section 5. Duties of the Vice President.

It shall be the duty of the Vice President to assist the President in the discharge of his/her duties and in the absence of the President, to assume the duties and officiate in his/her stead. In the absence or disability of the President, the Vice President, if any, shall perform all of the duties of the President, and when so acting shall have all the powers of, and be subject to all of the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may be assigned from time to time by the Board.

Section 6. Duties of the Treasurer.

The Treasurer shall have charge of the funds of the Corporation and shall keep a record of all receipts and disbursements and shall render a written report at each Board meeting. Disbursements shall be made only upon receipts or vouchers approved by the Board. The Board has the power, whenever the Board may deem it necessary, to appoint an acting Treasurer. The funds shall be deposited in the name of the Corporation in a bank approved by the Board, or in securities approved by the Board. The Treasurer and President shall both be required to sign all disbursements made by check. If, for any reason, the President or Treasurer is not able to sign, another officer or a member of the Board may be designated by the Board to sign the disbursement. The Treasurer shall not withdraw from the Corporation's savings account, or any other investment, any funds earned in a prior year, except upon the vote of a majority of Board. The Treasurer shall prepare a yearly financial report and a budget for the succeeding year, for presentation at the Annual Meeting and shall make an annual financial report to an accountant identified by the Board for preparation of all year-end filings for government agencies, as may be required. The Treasurer shall have such other powers and perform other duties as may be assigned from time to time by the Board.

Section 7. Duties of the Secretary.

It shall be the duty of the Secretary to keep the minutes of each meeting of the Board, and of each meeting of the Members of the Corporation; to supervise the preparation of all reports and documents connected with the business of the Corporation; and to issue notices of all meetings of the Corporation and Directors. The Secretary shall have other powers and perform such other duties as may be assigned from time to time by the Board. In the Secretary's absence, an acting secretary shall be appointed by the Board to prepare the minutes of the meeting.

Section 8. Vacancies.

If any of the foregoing offices become vacant by reason of death, resignation, removal or otherwise, the Board shall elect a successor who shall hold office for the remaining duration of the term.

Section 9. Removal and Resignation.

Any officer may be removed from office by the Board of Directors, either with or without cause, at any regular or special meeting of the Board of Directors. Any officer may resign at any time by giving written notice to the President, the Chairman of the Board or the Secretary of the Corporation, without prejudice, however, to the rights, if any, of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein.

Section 10. Terms of Office.

Following approval of the formation of the Corporation by the Governing Council of USFSA, the Officers shall be elected annually.

**ARTICLE V
ELECTIONS**

Section 1. Time.

Elections shall be held at least one (1) month before the beginning of the fiscal year for which such Officers and Directors are to serve.

Section 2. Nominating Committee.

Each year, a Nominating Committee shall be appointed by the Board at least sixty (60) days in advance of the annual election. This Committee shall consist of three (3) members of the Board, and two (2) Senior Members of the Corporation who are not members of the Board. The names of the candidates selected by the Nominating Committee shall be mailed to each Member in the form of a ballot at least four (4) weeks prior to the annual meeting. The Nominating Committee will nominate candidates for positions for both Officers and Directors.

Section 3. Nominations by Petition.

In addition to the candidates selected by the Nominating Committee, the ballot shall list as candidates the names of Members validly nominated by petition. To qualify as valid the submitted petition must bear the signature of at least two percent (2%) of the Members eligible to vote as of the date the petition is submitted to the Secretary. A Member shall not sign a petition for more than one (1) candidate for any one (1) Office. Petitions may be filed with the Secretary any time within eleven (11) months before an election and must be filed no more than ten (10) days after the selections of the Nominating Committee are announced. The Secretary,

Membership Chair and one other person selected by the Board shall verify the signatures on submitted petitions.

Section 4. Voting.

Ballots shall be mailed to all Members at least twenty (20) days before the date set for counting votes. Members may cast their ballots by mail addressed to the Secretary or in person at a meeting held solely for the purpose of counting the ballots. Ballots not received in the mail in time to be counted shall be invalid. A meeting held solely for the purpose of counting the ballots shall be open to all Members, though the actual counting of the ballots shall be conducted under the supervision of the Secretary or such other person as the Board may designate.

Section 5. Records.

The Secretary shall preserve the records of an election for one (1) year.

**ARTICLE VI
COMMITTEES AND CHAIRS**

Section 1. Committees.

From time to time, the Board may form such other committees, as it may be deemed necessary or appropriate. Any such committee(s) shall function for such period as the Board may designate, up to the end of the fiscal year. Following the choice of a Chair, the Board may delegate the choice of members of that committee to the Chair.

Section 2. Term of Office.

The Chair and each member of each standing committee shall serve until the next annual meeting of the Board of Directors and until his or her successor is appointed or until such committee is sooner terminated, or until such person is removed, resigns, or otherwise ceases to qualify as a Chair or member, as the case may be, of the committee. Chairs and members of special committees shall serve for the life of the committee unless they are sooner removed, resign, or cease to qualify as a Chair or member, as the case may be, of such committee.

Section 3. Chairs.

The following chairs will be appointed by the President and ratified or rejected by the Board on a yearly basis:

(a) Membership Chair - It shall be the responsibility of the Membership Chair to handle all applications for membership to the Corporation and USFSA. This person will need to work closely with the Treasurer to ensure that the membership dues are deposited and a check is issued to USFSA for the registrations. The Membership Chair shall have such other powers and perform such other duties as may be assigned from time to time by the Board. Specific duties include:

- (i) Distributed USFSA membership cards to Corporation Members.
- (ii) Notify USFSA of address changes for Corporation Members.
- (iii) Distribute information to prospective members.

(b) Sanctions Chair - It shall be the responsibility of the Sanctions Chair to ensure that events being sponsored by the Corporation are sanctioned, if necessary. The Sanctions Chair shall have such other powers and perform such other duties as may be assigned from time to time by the Board.

(c) Test Chair - It shall be the responsibility of the Test Chair to plan, execute and report each session. Additional assistants may be selected by the Test Chair, with the approval of the Board, to help with the tasks involved. The Test Chair shall have such other powers and perform such other duties as may be assigned from time to time by the Board.

Section 4. Vacancies.

Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

Section 5. Meetings; Quorum.

Each committee shall meet as often as necessary to perform its duties, at such times and places as directed by its Chair or by the Board of Directors. A majority of the Members of a committee shall constitute a quorum of such committee and the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall keep accurate minutes of its meetings, the Chair designating a secretary of the committee for this purpose, and shall make periodic reports and recommendations to the Board of Directors.

Section 6. Expenditures.

Any expenditure of Corporation funds by a committee shall require prior approval of the Board of Directors.

Section 7. Limitation on Delegation.

In accordance with the California Corporations Code, the Board of Directors may not delegate any power of final action to any committee not composed entirely of Directors, and may not delegate to any committee the following powers:

- (a) The approval of any action which also requires approval by the Member of the Corporation.
- (b) The filling of vacancies on the Board of Directors or in any committee which has the authority of the Board of Directors.

(c) The fixing of compensation of the Directors for serving on the Board of Directors or on any committee.

(d) The amendment or repeal of Bylaws or the adoption of new Bylaws.

(e) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable.

(f) The appointment of committees of the Board of Directors or the members thereof.

(g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

(h) The approval of any self-dealing transaction except as provided by law.

ARTICLE VII CORPORATION MEETINGS

Section 1. Time.

There shall be at least one (1) annual Corporation membership meeting each year. The annual meeting shall be held within one (1) month after the skating season opens in the fall, or within one (1) month after the skating season closes in the spring.

Section 2. Special Meetings.

The Secretary shall call special meetings at the direction of the President, or upon the written request of ten percent (10%) of the Corporation Members in good standing.

Section 3. Quorum.

Thirty percent (30%) of all Members who are entitled to vote and are in good standing shall constitute a quorum for the transaction of business.

Section 4. Notices.

Notices of annual and special meetings shall be mailed by the Secretary to every Member at least ten (10) days in advance thereof, and/or shall be posted by the Secretary for the same length of time on the Corporation's bulletin board.

Section 5. Special Meeting Limitation.

No business shall be transacted at a special meeting except that for which notice was given.

**ARTICLE VIII
INDEMNIFICATION OF AGENTS OF THE CORPORATION
PURCHASE OF LIABILITY INSURANCE**

Section 1. Indemnification of Agents of the Corporation.

The Corporation shall, to the extent required by law, indemnify and hold harmless employees and other agents of the Corporation acting within the scope of such person's duties to the Corporation against and from all liabilities, expenses, judgments, fines, settlements and other amounts ("Expenses") actually and reasonably incurred in connection with any threatened, pending, or actual legal proceeding, and all other claims or demands, whether civil, criminal, administrative or investigative ("Proceeding"). In all other circumstances, the Corporation is authorized, at its option, to indemnify and hold harmless any employee or other agent of the Corporation acting within the scope of such person's duties to the Corporation against and from all Expenses actually and reasonably incurred in connection with any Proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances and, in the case of a criminal Proceeding, had no reasonable cause to believe the conduct was unlawful.

Section 2. Termination of Proceedings.

The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person acted in bad faith or in a manner which he or she believed was against the best interests of this Corporation, or with respect to any criminal action or Proceeding, that such person had reasonable cause to believe that his or her conduct was unlawful.

Section 3. Limitations on Indemnification.

In addition to any other limitation on the ability of the Corporation to provide any indemnification pursuant to this Article, the Corporation shall not indemnify any person:

- (i) With respect to any matter for which indemnification is prohibited by applicable law;
- (ii) With respect to any concluded Proceeding in which the person to be indemnified was not wholly successful on the merits, unless the outcome of such Proceeding shall be found in the manner provided by Section 4 hereof to be in the best interests of the Corporation and reasonable in result; or
- (iii) With respect to Expenses relating to any Proceeding brought by a Director, officer, employee, or agent against the Corporation, except pursuant to Section 4 hereof.

Section 4. Determination of Indemnification.

Except as otherwise required by law, every other person claiming indemnification hereunder shall be entitled to indemnification only if a written determination is made by any of the following that such person has met the requirements for indemnification as set forth in this Article: (a) a majority of the members of the Corporation's Board of Directors who are not also parties to the Proceeding or substantially the same Proceeding, but in no event less than two (2) Members, (b) the Corporation's Member who is not also party to the Proceeding or substantially the same Proceeding, (c) the court or administrative body before which the Proceeding was pending, or (d) if none of the foregoing exist, by independent legal counsel. To the extent possible, such determination shall be completed within ninety (90) days of the Board of Directors' receipt of the request for indemnification. "Expenses" as used herein shall include all reasonable costs and expenses, including reasonable attorney's fees, incurred in connection with successfully establishing any right to indemnification under this Section 4.

Section 5. Prior Approval of Expenses.

No person who intends to seek indemnification pursuant to this Article shall voluntarily incur any Expenses without the prior written consent of the Board of Directors, which consent shall not be unreasonably withheld. The Board of Directors' approval of voluntarily incurred Expenses is one condition to indemnification of Expenses not required by law to be made, but shall not, by itself, constitute a determination that such indemnification shall ultimately be granted. Determinations of indemnification rights shall be made exclusively pursuant to Section 4 of this Article.

Section 6. Advancement of Expenses.

The Corporation may, at the Board of Director's option, advance Expenses incurred with respect to any Proceeding prior to the final disposition thereof upon receipt of an undertaking (which advancement shall be documented and secured as requested by the governing board) by or on behalf of the recipient to repay such amount to the Corporation unless he or she is entitled to indemnification, as determined in the manner provided by Section 4 of this Article. The Board of Directors' advancement of Expenses shall not constitute a determination that indemnification of such Expenses shall ultimately be granted. Determinations of indemnification rights shall be made exclusively pursuant to Section 4 of this Article.

Section 7. Partial Invalidity.

If any provision of this Article is found to be invalid or unenforceable by any court, such provision shall be ineffective only to the extent that it is in contravention of applicable laws without invalidating the remaining provisions hereof, unless such invalidity or enforceability would defeat an essential purpose of this Article.

Section 8. Other Rights.

The indemnification rights set forth in this Article shall be in addition to all rights which any indemnitee may be entitled as a matter of law.

Section 9. Insurance.

The Corporation shall have the right to purchase and maintain insurance on behalf of any person who may be indemnified pursuant to this Article, whether or not the Corporation would have the power to indemnify such person against the losses to be insured.

**ARTICLE IX
DISCIPLINE**

Section 1. Complaints.

Any Member or Members having a complaint against another Member alleging the infraction of any law or rule, or for conduct injurious to the Corporation, may report such, in writing, to the Board. The complaint shall set forth the facts of the case, together with the names of witnesses, if any. After receiving a complaint, a meeting of the Board shall be held as soon as practicable to investigate the allegations. The complainant(s) and the Member that is the subject of the complaint shall be given copies of any written statements regarding the complaint and shall be notified at least seven (7) days prior to any date set for a hearing.

**ARTICLE X
FEES, DUES AND ASSESSMENTS**

Section 1. Fees.

The annual dues payable to the Corporation shall be in such amount as determined from time to time by the Board.

**ARTICLE XI
FISCAL YEAR**

The fiscal or business year of the Corporation shall begin on the first day of July and shall end on the last day of June of each year, until such time as the Board of Directors adopts a different fiscal year.

**ARTICLE XII
MEMBERSHIP IN USFSA**

The Corporation shall maintain its membership in USFSA and conduct its affairs in a manner consistent with the bylaws of that association. Members shall conduct themselves in a manner consistent with the codes and ethics as stated by the USFSA and the United States Olympic Committee.

**ARTICLE XIII
MISCELLANEOUS**

Section 1. Inspection of Articles and Bylaws.

The Corporation shall keep at its principal executive office in California (or otherwise provide upon written request of the Member) the original or a copy of its Articles of Incorporation and Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Member at all reasonable times during office hours.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by a resolution of the Board of Directors.

Section 3. Corporate Contracts and Instruments.

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 4. Records.

The Corporation shall keep adequate and correct books and records of accounts and shall keep minutes of the proceedings of its Members as such, its Board of Directors and the committees, if any, of the Board of Directors. Such minutes shall be in written form. Such other books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 5. Annual Report

The Corporation shall provide to the Directors and to the Members of the Corporation if and when required by law, within one hundred twenty (120) days after the close of its fiscal year, a report containing the following information in reasonable 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 the assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

(e) Any information required by California Corporations Code Section 6322, as from time to time amended.

Section 6. Rules of Order.

Robert's Rules of Order shall be the parliamentary law of all proceedings of the Board of Directors and all Committees. Notwithstanding the foregoing, failure to follow Robert's Rules of Order at any meeting shall not affect the validity of any corporate action otherwise in compliance with the California Corporations Code and this Corporation's Articles of Incorporation, Bylaws, and applicable corporate resolutions.

Section 7. Conflict of Interest.

The Corporation, through its Board of Directors, may promulgate from time to time a conflict of interest policy according to the current law then in effect to be adhered to by its Members, Officers and Directors.

**ARTICLE XIV
AMENDMENTS**

Section 1. Amendment.

New bylaws may be adopted or these Bylaws may be amended or repealed or by the Board of Directors of the Corporation, with the approval of the Members to the extent required by law.

Section 2. Record of Amendments.

Any amendment or alteration in these Bylaws shall be forthwith filed with the original Bylaws of the Corporation.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of Figure Skating Club of Southern California, a California nonprofit public benefit corporation, and that the foregoing Bylaws, comprising fourteen (14) Articles and nineteen (19) pages, constitutes the Bylaws of said corporation as duly adopted by the incorporator and confirmed as the Bylaws of the Corporation by the unanimous written consent of the Board of Directors on June 6, 2003.

IN WITNESS WHEREOF, I have hereunto subscribed my name this ____ day of _____, 2003.

_____, Secretary

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I ORGANIZATION	1
SECTION 1. NAME.....	1
SECTION 2. PURPOSE.....	1
SECTION 3. ORGANIZATION.....	1
SECTION 4. PRINCIPAL OFFICE.....	2
ARTICLE II MEMBERSHIP	2
SECTION 1. MEMBERS.....	2
SECTION 2. TRANSFERABILITY OF MEMBERSHIP.....	2
SECTION 3. CLASSES.....	2
SECTION 4. APPLICATION FOR MEMBERSHIP.....	2
SECTION 5. TERMINATION AND SUSPENSION OF MEMBERSHIP.....	3
SECTION 6. VOTING RIGHTS.....	3
SECTION 7. ANNUAL MEETINGS.....	3
SECTION 8. SPECIAL MEETINGS.....	3
SECTION 9. PLACE OF MEETING.....	4
ARTICLE III BOARD OF DIRECTORS.....	4
SECTION 1. POWERS.....	4
SECTION 2. QUALIFICATION.....	4
SECTION 3. NUMBER OF DIRECTORS AND ELECTION.....	4
SECTION 4. TERM OF OFFICE.....	4
SECTION 5. REMOVAL FROM OFFICE.....	5
SECTION 6. VACANCIES.....	5
SECTION 7. PLACE OF MEETING.....	5
SECTION 8. ANNUAL MEETING.....	5
SECTION 9. REGULAR MEETINGS.....	6
SECTION 10. SPECIAL MEETINGS.....	6
SECTION 11. ACTION WITHOUT MEETING.....	7
SECTION 12. ACTION AT A MEETING; QUORUM AND REQUIRED VOTE.....	7
SECTION 13. VALIDITY OF A DEFECTIVELY CALLED OR NOTICED MEETING.....	7
SECTION 14. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE.....	7
SECTION 15. ADJOURNMENT.....	7
SECTION 16. FEES AND COMPENSATION.....	8
SECTION 17. AUTHORITY.....	8
SECTION 18. FINANCIAL DUTIES.....	8
SECTION 19. BOARD MEMBER LIMITATION.....	8
SECTION 20. USFSA DELEGATES.....	9
ARTICLE IV OFFICERS	9
SECTION 1. OFFICERS.....	9
SECTION 2. APPOINTMENT.....	9
SECTION 3. SUBORDINATE OFFICERS.....	9
SECTION 4. DUTIES OF THE PRESIDENT.....	9
SECTION 5. DUTIES OF THE VICE PRESIDENT.....	10
SECTION 6. DUTIES OF THE TREASURER.....	10
SECTION 7. DUTIES OF THE SECRETARY.....	10
SECTION 8. VACANCIES.....	11
SECTION 9. REMOVAL AND RESIGNATION.....	11

SECTION 10.	TERMS OF OFFICE.....	11
ARTICLE V ELECTIONS.....		11
SECTION 1.	TIME.....	11
SECTION 2.	NOMINATING COMMITTEE.....	11
SECTION 3.	NOMINATIONS BY PETITION.....	11
SECTION 4.	VOTING.....	12
SECTION 5.	RECORDS.....	12
ARTICLE VI COMMITTEES AND CHAIRS.....		12
SECTION 1.	COMMITTEES.....	12
SECTION 2.	TERM OF OFFICE.....	12
SECTION 3.	CHAIRS.....	12
SECTION 4.	VACANCIES.....	13
SECTION 5.	MEETINGS; QUORUM.....	13
SECTION 6.	EXPENDITURES.....	13
SECTION 7.	LIMITATION ON DELEGATION.....	13
ARTICLE VII CORPORATION MEETINGS		14
SECTION 1.	TIME.....	14
SECTION 2.	SPECIAL MEETINGS.....	14
SECTION 3.	QUORUM.....	14
SECTION 4.	NOTICES.....	14
SECTION 5.	SPECIAL MEETING LIMITATION.....	14
ARTICLE VIII INDEMNIFICATION OF AGENTS OF THE CORPORATION PURCHASE OF LIABILITY INSURANCE		15
SECTION 1.	INDEMNIFICATION OF AGENTS OF THE CORPORATION.....	15
SECTION 2.	TERMINATION OF PROCEEDINGS.....	15
SECTION 3.	LIMITATIONS ON INDEMNIFICATION.....	15
SECTION 4.	DETERMINATION OF INDEMNIFICATION.....	16
SECTION 5.	PRIOR APPROVAL OF EXPENSES.....	16
SECTION 6.	ADVANCEMENT OF EXPENSES.....	16
SECTION 7.	PARTIAL INVALIDITY.....	16
SECTION 8.	OTHER RIGHTS.....	16
SECTION 9.	INSURANCE.....	17
ARTICLE IX DISCIPLINE		17
SECTION 1.	COMPLAINTS.....	17
ARTICLE X FEES, DUES AND ASSESSMENTS		17
SECTION 1.	FEES.....	17
ARTICLE XI FISCAL YEAR.....		17
ARTICLE XII MEMBERSHIP IN USFSA		17
ARTICLE XIII MISCELLANEOUS.....		18
SECTION 1.	INSPECTION OF ARTICLES AND BYLAWS.....	18
SECTION 2.	CHECKS, DRAFTS, ETC.....	18
SECTION 3.	CORPORATE CONTRACTS AND INSTRUMENTS.....	18
SECTION 4.	RECORDS.....	18
SECTION 5.	ANNUAL REPORT.....	18
SECTION 6.	RULES OF ORDER.....	19

SECTION 7. CONFLICT OF INTEREST19

ARTICLE XIV AMENDMENTS.....19

SECTION 1. AMENDMENT.....19

SECTION 2. RECORD OF AMENDMENTS19

BYLAWS

OF

**FIGURE SKATING CLUB OF SOUTHERN CALIFORNIA
(A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION)**

EFFECTIVE: JUNE 6, 2003

**AMENDMENT
TO
BYLAWS
OF
FIGURE SKATING CLUB OF SOUTHERN CALIFORNIA
(A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION)**

This Amendment to Bylaws of Figure Skating Club of Southern California (the “Corporation”), duly adopted as of January 20, 2004 by Unanimous Written Consent of the Board of Directors of the Corporation, hereby amends in its entirety Article IX, Section 1 of the Bylaws of the Corporation, to read as follows:

Section 1. Complaints.

Any Member or Members having a complaint against another member alleging the infraction of any law or rule, or for conduct injurious to the Corporation, may report such, in writing, to the Board. The complaint shall set forth the facts of the case, together with the names of witnesses, if any. After receiving a complaint, a meeting of the Board shall be held as soon as practicable to investigate the allegations and to attempt to resolve the complaint in a manner consistent with the Conflict Management and Conflict Resolution Guide of the USFSA, as the same may be in effect from time to time. The complainant(s) and the Member that is the subject of the complaint shall be given copies of any written statements regarding the complaint and shall be notified at least seven (7) days prior to the date set for the hearing.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

ARTICLE XVI AM DULY ELECTED AND AS ACTING SECRETARY OF FIGURE SKATING CLUB OF SOUTHERN CALIFORNIA, A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION (THE “CORPORATION”); AND

ARTICLE XVII THE FOREGOING AMENDMENT TO BYLAWS OF THE CORPORATION WAS DULY ADOPTED BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF THE CORPORATION, AND AS APPROVED BY THE MEMBERS OF THE CORPORATION AS OF JANUARY 20, 2004.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 20 day of January, 2004.