

B Y L A W S

Sierra Nevada Figure Skating Club

Last amended May 22, 2005

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**BYLAWS
of
SIERRA NEVADA FIGURE SKATING CLUB**

**ARTICLE I
NAME; EXISTENCE; OFFICES**

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

Section 1.2 Incorporation. The Club is incorporated as a nonprofit organization under the laws of the state of Nevada on April 27, 1981.

Section 1.3 Membership in United States Figure Skating. The Club has been formed to be a member of The United States Figure Skating Association, to exist for the purposes specified in Article II of these Bylaws. As such, the Club and its Members shall be subject to, and abide by, the Bylaws and Official Rules of United States Figure Skating.

Section 1.4 Offices. The principal office of the Club as required by the Non-profit Law shall be located at The Rink by the River, 10 S. Virginia Street, Reno, NV 89501. The mailing address is: P.O. Box 70834, Reno, NV 89570-0834. (Amended May 22, 2005)

**ARTICLE II
MISSION**

The purpose of the Club shall be to support and encourage participation and interest in all phases of ice skating, nationwide, as well as in Nevada and the Lake Tahoe Region, and to carry out the policies of Unites States Figure Skating.

**ARTICLE III
MEMBERS**

Section 3.1 Members. The Club shall have Members interested in the objects and purposes of the Club who are registered with USFS, with voting rights and any other legal rights or privileges in connection with the governance of the Club. Criteria pertaining to qualifications, classification, privileges, application and acceptance of Members shall be established by the Board of Directors. Members of the Club shall be required to abide by, and to conduct themselves in a manner consistent with the Bylaws, Official Rules, policies, procedures, code of conduct, and principles of ethical behavior of USFS.

Section 3.1.1 Application for Membership. Each candidate for membership must submit an application to the Membership Committee, which states his name, address, telephone number, and a signed pledge (See Attachment 1.) to comply with the Bylaws and assume sole risk. The Club shall provide equal opportunity to all eligible skaters, coaches, and officials to participate without regard to race, color, religion, age, gender or national origin. Members who do not wish to have personal information provided on the Roster must make their wishes known to the Membership Chairman prior to the printing of the Roster. No Member shall release personal information outside of the Membership.

Section 3.1.2 Classes of Membership.

Section 3.1.2.1 Adult Members. Adult Members shall be at least eighteen (18) years of age. In addition to the privileges authorized by USFS Bylaws, they shall have the right to vote, hold office, and enjoy all the privileges of the Club. In accordance with the USFS Bylaws, ineligible persons in skating shall have the right to vote but not hold office. Club Members who are professional skating instructors shall have full consideration as Adult Members.

Section 3.1.2.2 Junior Members. Junior Members shall be under eighteen (18) years of age and shall not vote or hold office; however, they shall enjoy all other privileges of the Club. Junior Members must have a parent or guardian who is an Adult Member join the Club with them.

Section 3.1.2.3 Associate Members. Associate Members have privileges of the Club relative to use of ice, testing, and other Club activities. They shall not vote or hold office. Junior Associate Members are not required to have an Adult Associate Member join with them. (Amended May 22, 2005)

Section 3.1.2.4 Supporting Members. Anyone who supports the Club, but who does not wish to vote or be involved with the administration or enjoy the privileges of the Club, may be named a Supporting Member by the Board of Directors.

Section 3.1.2.5 Honorary Members. Honorary Members are appointed by the Board of Directors. They shall not pay dues, vote, hold office, or be entitled to other privileges of the Club. They may represent the Club in exhibitions and attend ice skating sessions under the same rules governing other Members.

Section 3.2 Responsibility for Guests. Members shall be responsible for the conduct and indebtedness of all persons admitted as their guests to Club-sponsored activities.

Section 3.3 Approval for Use of Club Name. No Member or Members of the Club shall use the name of the Club in competition, exhibition, or fund raising unless approved by the Board.

Section 3.4 Dues. The Board of Directors shall 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 3.4.1 Restrictions for Dues in Arrears. No member in arrears for dues or indebtedness to the Club shall be eligible to hold office, vote, be tested, compete or perform as a representative Member of the Club.

Section 3.5 Annual Meeting. The Club shall hold an annual general membership meeting for the purpose of electing Directors, presenting achievement awards and for the transaction of other business as may come before the meeting. Notice of an annual meeting need not include the purpose(s) excepting: (i) amendment of Bylaws or Articles of Incorporation, (ii) merger; (iii) sale or disposal of substantial Club property or (iv) dissolution of the Club. Failure to hold an annual meeting shall not invalidate any action taken by the Board.

Section 3.6 Special Meetings. Special meetings of the Members may be called at any time by the Board, the President, or by written demand signed and dated by ten percent (10%) of voting Members. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. The purpose of any special meeting of the Members shall be stated in such notice. Only business within the purpose described in the notice may be conducted at a special meeting of Members.

Section 3.7 Notice of Meetings. Notice shall be given to each Member entitled to vote at a meeting in a fair and reasonable manner. Notice of the agenda shall be included.

Section 3.8 Methods of Notice. Notice shall be given personally or by mail, facsimile 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.

Section 3.9 Voting List. The Secretary shall make a list of Members entitled to vote drawn from the Membership Roster. No Member under the age of eighteen (18) shall be entitled to vote.

Section 3.10 Adjournment of Meeting. When a meeting is adjourned to another date, time or place, notice shall be given to each Member of record entitled to vote at the meeting as of the new date, time and place.

Section 3.11 Quorum and Manner of Voting. Twenty percent (20%) of the votes entitled to be cast by the Members on a matter shall constitute a quorum for action. If a quorum exists, action on a matter by the Members is approved by a simple majority.

Section 3.12 Meetings by Telecommunications. Any or all of the Members may participate in a meeting through the use of any means of communication by which all Members participating in the meeting can hear each other during the meeting. A Member participating in a meeting in this manner is deemed to be present in person at the meeting.

Section 3.13 Action by Written Ballot. The Club shall deliver a written ballot to every Member entitled to vote for Board Members or amendment of Club Bylaws. All solicitations for votes by written ballot shall: (i) indicate the number of responses necessary to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of directors; (iii) specify the time by which the ballot must be received by the Club in order to be counted; and (iv) be accompanied by written information sufficient to permit each person voting to reach an informed decision. Written ballots may not be revoked.

Section 3.14 Termination, Expulsion or Suspension. The Board of Directors shall have the power to suspend or expel any Member for violation of any Bylaws or for conduct which it deems improper after Conflict Resolution Procedures have been invoked. (See Article VIII and Attachment 2.) Improper conduct is defined as: (i) non-compliance with our Mission; (ii) non payment of dues; and (iii) criminal activity. The Member shall be given not less than thirty (30) days prior written notice of the reason for expulsion, suspension or termination. Any Member expelled or suspended shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to expulsion. The provisions of this Section 3.14 apply to a Member's membership in the Club and not to membership in USFS, the latter of which is subject to applicable provisions of the Bylaws and Official Rules of USFS pertaining to expulsion or suspension of membership privileges in USFS.

Section 3.15 Delegates to the U.S. Figure Skating Governing Council. Delegates to the USFS Governing Council must be registered Members of the Club and must meet the qualifications set forth in Article VII, Section 1 of the USFS Bylaws. The Club's Board of Directors shall appoint the requisite number of delegates to the Governing Council as determined in accordance with Article VII, Section 2 of the USFS Bylaws. The Club's delegates shall represent the Club at the Governing Council meeting for which they are appointed 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 USFS, duly signed by an authorized Officer of the Club.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 General Powers and Qualifications.

Section 4.1.1 Powers. The business and affairs of the Club shall be managed by its Board of Directors, except as otherwise provided in the Nonprofit law, the Club's Articles of Incorporation or these Bylaws. The Board shall have entire authority in the establishment of managerial policy, approval of financial expenditures and general control of all Club property.

Section 4.1.2 Qualifications. Directors must be: (i) at least eighteen (18) years old; (ii) registered with USFS; (iii) home club Members of the Club in accordance with provisions of applicable rules of USFS; and (iv) voting Members of the Club. In addition, Directors of the Club must be eligible persons, as defined in the eligibility rules of USFS; however, one restricted person, one ineligible person and coaches with eligible status may serve as Directors of the Club so long as they do not collectively constitute a majority of the Board of Directors. (See USFS Membership Rule 4.00.)

Section 4.2 Number, Term and Election of Directors.

Section 4.2.1 Number of Directors. The Board of Directors shall be composed of seven (7) Adult Members.

Section 4.2.2 Change in Number of Directors. Any action of the Board of Directors to increase or decrease the number of Directors, through the election of additional directors, shall constitute an amendment of these Bylaws. Such increase or decrease shall require approval of the Members as described in Article IX, Section 9.7.

Section 4.2.3 Term Of Directors. Directors shall serve a term of two(2) years. No Director may be elected to serve more than two (2) consecutive terms, excepting a Director elected to consecutive terms after being appointed to fill a directorship vacancy. (Amended May 22, 2005)

Section 4.2.4 Nomination and Election of Directors. By April 1st of each year, the President shall appoint a nominating committee consisting of no less than three (3) of the Directors whose terms are not scheduled to expire at the upcoming annual meeting. The nominating committee shall determine and present to the Members, by April 15th, a list of nominees to stand for election as Directors to fill the positions of those Directors whose terms shall expire at the annual meeting. Additional nominations for Directors may be made by any voting Member by write-in at the time of the annual meeting. Every nominee for election as a Director must agree, in writing, willingness to serve if elected. (See Attachment 3.) The Members shall, by written vote, elect the requisite number of Directors from among the list of nominees.

Section 4.3 Resignation. A Director may resign at anytime by giving written notice of resignation to the Board. The resignation is effective no less than thirty (30) days from receipt by the Board, unless the notice specifies a later effective date.

Section 4.4 Removal. A Director who fails to comply with the Bylaws or persistently behaves in a manner inconsistent with the defined Mission of the Club can be removed with the approval of the remaining Directors. Failure to attend three (3) consecutive meetings without approval of the Board will constitute withdrawal by default. Any Director may be removed at any time, with or without cause, by a majority vote of the other Directors then in office.

Section 4.5 Vacancies. Any vacancy occurring among the Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

Section 4.6 Regular Meetings. Regular meetings shall be held once every month. The President shall establish the date of such meetings. An annual meeting of the Board shall be held during the month of May immediately following the annual membership meeting for the purpose of electing Officers and for the transaction of such other business as may come before the meeting.

Section 4.7 Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two (2) Directors. The person calling a special meeting of the Board shall notify each Director of the place, day and hour of said meeting at least three (3) days before the meeting date. The notice of a special meeting need not specify the purpose of the meeting.

Section 4.8 Quorum and Voting. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board, and the vote of that majority of the Directors shall be the act of the entire Board. If less than a quorum is present at a meeting, the Directors present may adjourn without further notice other than an announcement at that time. No Director may vote or act by proxy at any meeting of the Directors.

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

Section 4.10 Action Without a Meeting. No action may be taken without a meeting.

Section 4.11 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors for attendance at Board meetings may be paid or reimbursed by the Club. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 4.12 Executive and Other Committees. The Board may designate from among its Directors an executive committee of the Board, as well as one or more other committees of the Club. Each committee shall have and may exercise the authority delegated by the Board of Directors, except as prohibited by the Nonprofit Law. Rules governing meetings of any committee shall be as established by the Board, or by the committee itself.

Section 4.12.1 Committees. Each Committee Chairman shall be an Adult Member of the Club in good standing appointed by and responsible to the Board. Committee Members shall be appointed by each respective Committee Chairman. The standing Committees are listed below.

Section 4.12.1.1 Membership Committee. This Committee shall review all applications for membership to insure compliance with Article III, Section 3.1.1. The Committee shall register all applications with USFS, and is authorized to sign competition applications.

Section 4.12.1.2 Newsletter. This Committee shall be responsible for gathering information from the Secretary and Committee Chairmen to compose, print and distribute the monthly Newsletter.

Section 4.12.1.3 Website Committee. This Committee shall be responsible for maintaining the Website.

Section 4.12.1.4 Fund Raising Committee. This Committee shall be responsible for recommending ways to make money for Club use. They shall organize and carry out fund raising activities, and submit reports of all earnings and expenditures, with receipts, to the Treasurer.

Section 4.12.1.5 Publicity/Promotion Committee. With the approval of the Board, this Committee shall be responsible for the preparation, and release of all verbal and written promotional communications with the general public.

Section 4.12.1.6 Test Committee. This Committee shall have the responsibility for all operations pertaining to Club testing, as outlined in the USFS Guide for Test Chair.

Section 4.12.1.7 Sanction Committee. This Committee shall secure sanctions from USFS, as required for any event.

Section 4.12.1.8 Competition/Exhibition Committee. This Committee shall organize Club competitions, exhibitions, shows, and carnivals. These activities include: (i) securing Referees, Judges, and Accountants to help with competitions; (ii) aiding sanctions Chairman to secure sanctions; (iii) securing and assigning Volunteers; (iv) coordinating use of practice of ice; (v) posting information regarding events; (vi) mailing applications and announcements to other Skating Clubs; (vii) receiving and processing competition applications, and aiding the Chief Referee with preparation of schedules; (viii) obtaining all awards, and (ix) aiding the Hospitality Committee in coordinating hospitality for Judges and other Officials.

Section 4.12.1.9 Hospitality Committee. This Committee will coordinate or make provisions for refreshments and meals for tests and competitions. The primary duty is to provide meals for judges. Additionally, the Committee may coordinate refreshments for Members' activities. Funds may be charged to the Members involved in the activities, or may be paid from Club funds. All receipts and a report of expenditures shall be submitted to the Treasurer.

Section 4.12.1.10 Activities Committee. This Committee shall be responsible for coordinating all skating and non-skating activities of the Club.

Section 4.12.2 Resignation. A Committee Chairman or Member may resign at any time by giving written notice of resignation to the Board. The resignation is effective no less than thirty (30) days from receipt by the Board, unless the notice specifies a later effective date.

ARTICLE V OFFICERS

Section 5.1 Qualifications and Number. The elected officers of the Club shall be a President, who shall not be a professional coach, one Vice-President, a Secretary and a Treasurer. 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, whose qualifications are set forth in Article IV, Section 4.1.2.

Section 5.2 Election and Term of Office. The Officers of the Club shall be elected by the Board of Directors at the regular annual meeting of the Club. If the election of officers can not be held at such meeting, such election shall be held as soon as convenient thereafter. Each Officer shall hold office until the Officer's successor shall have been elected and shall have qualified.

Section 5.3 Compensation. Officers shall not receive compensation for their services as such, although the reasonable expenses of Officers may be paid or reimbursed by the Club. Officers shall 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 office at any time by giving written notice of resignation to the Board. The resignation is effective thirty (30) days after the notice is received unless the notice specifies a later effective date. A Director may retain a Board seat for the remainder of the term.

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

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

Section 5.7 Authority and Duties of Officers. The Officers of the Club shall have the authority and shall exercise the powers and perform the duties specified by the Board or these Bylaws. In any event each officer shall exercise such powers and perform such duties as may be required by law.

Section 5.7.1 President. The President shall be the Chairman of the Board, shall preside at all meetings of the Board of Directors, and shall perform all other duties incident to the office. The President together with the Secretary shall sign all agreements and contracts made by the Club.

Section 5.7.2 Vice-President. The Vice-President shall assist the President in the discharge of his duties and, in his absence, assume his duties and officiate in his stead.

Section 5.7.3 Secretary. The Secretary shall: (i) keep the minutes of meetings; (ii) see that all notices are given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the Club records; and (iv) performs all duties incident to the office of Secretary. The Secretary together with the President shall sign all agreements and contracts made by the Club.

Section 5.7.4 Treasurer. The Treasurer shall: (i) be the principal financial officer of the Club; (ii) pay out of the funds on hand all bills and debts of the Club; (iii) be the principal accounting officer of the Club, keeping complete books and records showing the financial position of the Club and the results of its operations; (iv) make reports as may be required at any time; and (v) perform all other duties incident to the office of Treasurer.

**ARTICLE VI
STANDARD OF CONDUCT FOR OFFICERS AND DIRECTORS**

Section 6.1 General. Officers and Directors shall perform their duties as an Officer or Director, including their duties as a Member of any committee of the Board: (i) in good faith, (ii) in a manner reasonably believed to be in the best interests of the Club, and (iii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances. An Officer or Director, 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 6.1.1 Pledge. The Board shall require all of its Members to sign a pledge guaranteeing the faithful performance of such person's duties. (See Attachment 3.)

Section 6.2 Limitation on Liability. A Director or Officer shall not be liable to the Club or its Members for any action the Director or Officer takes, or omits to take, as a Director or Officer if the Director or Officer performs his/her duties in compliance with this Article VI.

**ARTICLE VII
CONFLICTS OF INTEREST**

Section 7.1 Definition. A conflict of interest can be considered to exist in any instance where a Director's or Member's actions or activities on behalf of Sierra Nevada Figure Skating Club: (i) involves obtaining improper personal gain or advantage; (ii) involves an adverse effect on SNFSC's interest; or (iii) involves improper influence exerted on the Director or Member by another person.

Section 7.2 Procedure. No conflicting interest transaction shall be considered by the Board of Directors.

Section 7.3 Loans. No monetary loans shall be made by the Club to its Director, Officers, or Members. Any Director or Officer who assents to, or participates in, the making of any such loan from Club's funds shall be liable to the Club for the amount of such loan until the repayment thereof and shall be subject to removal. (See Article IV, Section 4.4.)

**ARTICLE VIII
CONFLICT RESOLUTION**

Any Member of the Club having 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), may file said complaint in writing with the Board. The complainant must also provide to that other Member a written copy of the filed complaint within a reasonable time prior to the Board Meeting when the complaint will be heard. All complaints will be investigated and resolved following the Club's conflict resolution policy in accordance with USFS Bylaws. (Amended May 22, 2005)

ARTICLE IX MISCELLANEOUS

Section 9.1 Records. The Club shall keep as permanent records minutes of all meetings of its Members and Board. The Club shall also maintain the following records: (i) appropriate accounting records; (ii) its Articles of Incorporation and Bylaws; (iii) Board resolutions; (iv) a list of the names and business or home addresses of its current Directors, Officers and Members; (v) a copy of its most recent corporate report delivered to the State; (vi) all written communications within the past three (3) years to Members; and (vii) all financial statements prepared for periods during the last three (3) years which a Member of the Club could have requested under the State law.

Section 9.2 Inspection and Copying of Club Records. Upon written request a Member may inspect and request copies of any of the Club records identified in Article IX, Section 9.1. The Member must describe with reasonable particularity the purpose and the records the Member desires to inspect. The Club may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided.

Section 9.3 Limitations on Use of Membership List. 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; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

Section 9.4 Fiscal Year. The fiscal year of the Club shall begin on July 1 and end on June 30 of the following year. The dues year shall begin on June 1 and end on May 31 of the following year.

Section 9.5 Appropriations. All appropriations from the funds of the Club in excess of two hundred (\$200) dollars must be approved by the Board based upon a written Proposal. (See Attachment 4.) The Board may designate any Adult Member to handle special funds of the Club, (i.e. for carnivals, competitions and special events). That Member shall be responsible for such special funds and shall give the Treasurer a complete report of expenditures and/or profits.

Section 9.6 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 9.7 Amendments. These Bylaws may be amended, altered, or repealed and new Bylaws adopted by 2/3 of the Members present at the annual meeting of the Members at which a quorum is present and/or by written ballot.