

**Amended
Bylaws
of
Pasadena Figure Skating Club
A California Nonprofit Public Benefit Corporation**

**ARTICLE 1
NAME**

The name of this corporation is **PASADENA FIGURE SKATING CLUB** and will be referred to in these Bylaws as the “Club”.

**ARTICLE 2
OFFICES**

2.1 Principal Office:

The principal office for the transaction of the activities and affairs of the corporation is located in Pasadena, California with a mailing address at 300 E. Green Street, Pasadena, California 91101. The Board of Directors (herein called the “Board”) may change the location of the principal office at any time. Any such change shall be noted by the Secretary on the original copy of these Bylaws or this section may be amended to state the new location.

2.2 Other Offices:

The Board of Directors may at any time establish branch or subordinate offices at any place or places within California or where the corporation is qualified to conduct its activities.

**ARTICLE 3
PURPOSES AND OBJECTIVES**

This corporation is a nonprofit public benefit corporation, organized under the Nonprofit Public Benefit Corporation Law for charitable purposes, and is not organized for the private gain of any person. The specific and primary purpose of the Pasadena Figure Skating Club is to promote and develop the sport of figure skating locally by stimulating interest in and fostering participation and achievement in figure skating. To accomplish this purpose, the Club may offer training and testing programs, exhibitions, competitions, educational events and other related activities.

**ARTICLE 4
DIRECTORS**

4.1 Number of Directors:

The corporation shall have at least five (5) and no more than fifteen (15) directors and collectively they shall be known as the Board of Directors. The number may be changed by

amendment of this bylaw or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

4.2 General Powers and Qualifications:

(a) **Powers:** The activities and affairs of the Club shall be managed by its Board of Directors, except as otherwise provided by California Nonprofit Law, the Club's Articles of Incorporation or these bylaws.

(b) **Qualifications:** Directors must be:

1. At least eighteen (18) years old.
2. A registered member of U.S. Figure Skating.
3. Voting members of the Club who have designated the Club as their Home Club under the applicable rules of U.S. Figure Skating.
4. Eligible persons, as defined in the eligibility rules of U.S. Figure Skating, except that one ineligible person, one restricted person and coaches with eligible status may serve as directors of the Club as long as, collectively, they do not constitute a majority of the total number of directors.

4.3 Nomination and Election of Directors and Officers

The Board of Directors and officers shall be elected annually by mail-in and/or an electronic ballot. At a time reasonably in advance of the start of the Club's fiscal year, the president shall appoint a nominating committee consisting of no less than three (3) members. At least two of these members must be directors and one may be a general Club member. The nominating committee shall determine and present to the Club members, at least two weeks prior to the end of the current fiscal year, a list of nominees to stand for election as directors and officers. Members shall be given the opportunity to nominate additional director and officer candidates on their ballots through a write-in mechanism, and shall elect the officers and the requisite number of directors from among the list of nominees. Elections shall be determined by plurality and ties shall be decided by additional ballot.

All ballots, one per member in good standing, will be counted and recorded. The Secretary shall verify the election outcome and post the result on the Club bulletin board at its principal office and on the Club website.

4.4 Term of Office

Upon election, each director shall serve for a term of one year. Directors may succeed themselves in office. The term of office shall end on the last day of the month of June.

4.5 Resignation

A director may resign at any time by giving written notice of his or her resignation to the

President, Secretary or the Board. The resignation is effective when such notice is received, unless the notice specifies a later effective date. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

4.6 Removal

Directors may be removed with or without cause by the affirmative vote of a majority of the directors present at a meeting duly held at which a quorum is present. Any director who accumulates three unexcused absences from regular meetings of the Board of Directors during one year may be removed for cause. The Board shall have the power to suspend or expel any director for violations of the Articles of Incorporation and/or bylaws or for conduct that the Board deems unethical or improper.

4.7 Vacancies

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors is increased. The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of the court or convicted of a felony, or found by final order of judgment of any court to have breached any duty under the California Nonprofit Public Benefit Corporation Law.

Vacancies on the Board may be filled by the affirmative vote of a majority of the directors or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, or (2) a sole remaining director. A director filling a vacancy as provided by this Section shall serve the remainder of the un-expired term of the predecessor director.

4.8 Meetings

The Board shall hold at least 6 regular meetings per year to conduct the business of the Club. Special meetings of the Board may be called by the President, the Secretary, or any three (3) directors, at a place designated by them, provided that notice stating the place, day and hour is given to each director in writing at least four (4) days before the date fixed for that meeting. Such notice may be addressed or delivered to each director at his or her address (including mailing address, facsimile number, electronic mail address) as it is shown in the records of the corporation or delivered personally or telephonically.

Members of the Board or any of its committees may participate in a meeting of the Board or committee through the use of video, telephone conference equipment or 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.

4.9 Quorum

A majority of the directors shall constitute a quorum for the transaction of business at any duly held meeting of the Board of Directors. If a quorum is present for any part of the meeting, business can be transacted by a majority vote of those directors present. No director may vote or act by proxy at any meeting of the directors.

4.10 Majority Action as Board Action

Every action or decision taken or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

4.11 Action Without a Meeting

Any action required by law or permitted to be taken by the Board may be taken without a meeting, if a majority of the Board 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.

4.12 Rights of Inspection

Every director shall have the absolute right at any reasonable time to inspect and copy any and all books, records, and documents of every kind of the corporation, and to inspect the physical properties of the corporation.

4.13 Executive and Other Committees

The Board may designate from among its directors an executive committee of the Board, as well as create one or more committees of the Club. All Club committees so created may be chaired by and include general Club members as well as directors. Each of these committees shall have and may exercise the authority delegated by the Board of Directors, except as prohibited by California Nonprofit Law. Rules prescribing the manner in which the proceedings of any such committee shall be conducted shall be established by the Board or, with its permission, by the committee itself.

4.14 Compensation and Reimbursement of Expenses

Directors and members of committees shall not receive compensation for their service as such or for their attendance at meetings, but may receive reasonable compensation for expenses incurred on behalf of and for the benefit of the Club, as may be determined by the Board.

ARTICLE 5 OFFICERS

5.1 Officers

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The Board may choose such other officers, assistant officers and agents as the business of the corporation may require. One person may hold more than one office at a time, except that neither the Secretary nor the Treasurer may serve concurrently as the President. Officers must be directors of the Club and, therefore, must meet the qualifications

of directors as set forth in Section 4.2 of these bylaws.

5.2 Nomination, Election and Term of Office

Nominees for Club officers shall be determined by the nominating committee and presented to the members as described in Section 4.3. They may also be nominated by a write-in mechanism provided on the election ballot. The members shall elect the officers from among the list of nominees. The term of office for the officers of the corporation shall be one (1) year and officers may succeed themselves in office. Each person elected as an officer shall continue in office until the next annual election or until his or her successor shall have been duly elected or until his/her earlier death, resignation or removal in accordance with these bylaws.

5.3 Resignation, Removal, and Vacancies

Sections 4.5 (Resignation), 4.6 (Removal), and 4.7 (Vacancies) are also in full force and effect for Club officers.

5.4 Authority and Duties of Officers

The officers of the Club shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board 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.** Subject to the control of the Board, the President shall be the Chief Executive Officer of the corporation and shall have general supervision, direction and control over the affairs and property of the corporation and over its several officers, and shall have such other powers and perform such other duties incident to the office of the president as may be required by law, by the Articles of Incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. The president shall preside at all meetings of the Board of Directors and Club and, together with another designated director, shall sign all agreements and contracts made by the Club. The President appoints all committee chairs and serves as an ex-officio member of all committees except for the nominating committee. The President may create *ad hoc* committees as needed and may appoint directors and/or general Club members to serve on such committees.

(b) **Vice President.** The Vice President (or Vice Presidents) shall assist the President and shall perform such duties as may be assigned by the President or the Board. 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 of the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these bylaws, or as may be prescribed by the Board.

(c) **Treasurer.** The Treasurer shall:

1. Be the principal financial officer of the Club and have the care and custody of, and be responsible for, all funds, securities, evidences of indebtedness and other personal property and deposit (or have deposited) all such funds in the name of the Club in such banks, trust companies, or other depositories as shall be selected by the Board.

2. Receive, and give receipt for, monies due and payable to the Club from any source.

3. Disburse (or cause to be disbursed) the funds of the corporation as may be directed by the Board, taking proper vouchers for such disbursements.

4. Be the principal accounting officer of the Club and, as such, prescribe and maintain the methods and systems of accounting to be followed; keep and maintain complete books and record the Club's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses; prepare and file all local, state and federal tax returns and related documents; prescribe and maintain an adequate system of internal audit; prepare and furnish to the President and Board statements of account showing the financial position of the Club and the results of its operations receipts and disbursements; and shall render a written report quarterly and an annual financial report. Disbursements shall be made only when approved by the Board.

5. Upon request of the Board, make such reports as may be required.

6. Perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the President or the Board.

(d) Secretary. The Secretary shall:

1. Certify and keep at the principal office of the Club the original or a copy of the Articles of Incorporation and these bylaws, as amended or otherwise altered to date.

2. Keep at the principal office of the Club or at such other place as the Board may determine, the records of the Club and the minutes of all meetings of the Board of Directors and membership information.

3. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

4. Exhibit at all reasonable times to any director of the Club, or to his or her agent or attorney on request, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

5. Perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these bylaws, or

which may be assigned to him/her from time to time by the President or the Board.

5.5 Compensation and Reimbursement of Expenses

Section 4.14 is also in full force and effect for Club officers.

ARTICLE 6

STANDARD OF CONDUCT, LIABILITY, INDEMNIFICATION AND INSURANCE

6.1 Standard of Conduct for Directors and Officers

Each director or officer shall perform the duties of a director or officer, including their duties as a member of any committee of the Board, in good faith and in a manner the director or 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.

6.2 Limitation on Liability

A director or officer shall not be personally liable for the debts, liabilities, or other obligations of the Club for any action he or she takes or omits to take as a director or officer if, in connection with such action or omission, the director or officer performs their duties in compliance with the law, the Articles of Incorporation of this corporation, or these bylaws, or with a directive of the President or the Board of Directors.

6.3 Indemnification by Corporation of Directors and Officers

To the extent that a person who is, or was, a director or officer of the Club has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

The Club shall indemnify any director, officer or agent of the Club to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law and any other applicable laws of California if:

- (a) Such person conducted himself or herself in good faith
- (b) If a director acting in his or her official capacity reasonably believed that his or her conduct was in the Club's best interests; if not a director, such person reasonably believed that his or her conduct was at least not opposed to the Club's best interests; or, in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful.

The Club may not indemnify a person either (a) 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 (b) 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 a majority vote of a quorum of the Board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

6.4 Insurance for Corporate Agents

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 7 MEMBERSHIP

7.1 Members

The Club shall have members who are interested in the purposes of the Club and who are registered with U.S. Figure Skating, without discrimination as to race, color, religion, age, gender or national origin. The Board will be responsible for establishing any membership classifications and qualifications, voting rights or privileges in connection with Club governance, and application procedures. Club members shall be required to abide by, and to conduct themselves in a manner consistent with, the bylaws, rules, policies and procedures, code of conduct and code of ethics of U.S. Figure Skating and the Club.

7.2 Dues

The Board of Directors may establish, as it shall deem necessary and appropriate, membership dues and/or other assessments, along with procedures for payment and collection. The Board shall have the power to limit the indebtedness of a member of the club. No member in arrears for dues or other indebtedness shall be eligible to vote, hold office, or to participate in any club test session or competition and may, after being duly notified by, and at the discretion of the Board, be dropped from the membership roll.

7.3 Board Approval for Competition and Exhibition

No member or members of the Club shall make entry in the name of the corporation in any competition or exhibition unless they first obtain the approval of the Board or someone given

this authority by them.

7.4 Responsibilities for Guests

Members shall be responsible for the conduct and indebtedness of all persons admitted to Club activities at their request.

7.5 Termination & Suspension of Membership

Membership may be terminated or suspended by the Board for failing to pay dues or other indebtedness to the Club, or for violating the bylaws, rules, policies or regulations of the Club or U.S. Figure Skating. Termination and/or suspension of membership does not relieve the terminated or suspended member from any obligations for charges incurred, service or benefits actually rendered, dues, assessments, or fees rising from contract or otherwise. Involuntary termination and/or suspension of membership shall occur only after the following procedures:

(a) **Hearing:** The Board shall set a hearing date and give all parties at least seven (7) days written notice prior to such date. The Board shall establish rules of procedure for such hearing, which will be provided to all parties at least five (5) days prior to the hearing. The hearing panel may consist of the full Board or a sub-committee of the Board. Both the complainant and the person complained against will have the right to present evidence. The hearing panel, if a sub-committee of the Board, shall make a recommendation to the Board of Directors within 24 hours of such hearing and the Board will vote within 48 hours of such hearing on any action to be taken. The decision of the Board will be final.

(b) **Notice:** Any notice required by this section shall be given by any method reasonably calculated to provide actual notice, provided that in the event any notice is given by mail, it is given by first class or registered mail to the last known address of the involved member of the Club according to corporate records.

7.6 Transfer of Membership

No member may transfer his or her membership or any right arising from such membership. All rights of membership cease upon a member's death.

7.7 Conflict Resolution

If any member has a complaint against another member for an infraction of any bylaws, rule, policy or procedure of the Club, other than skating rules, or for conduct injurious to the Club, they may file a complaint in writing to the Board. Such complaints shall set forth the facts of the case, together with the names of witnesses, if any. After receiving such complaint, a meeting of the Board shall be held as soon as practicable to investigate the same. The complainant(s) and the member complained against shall be given copies of any written statements regarding the complaint, and shall be notified at least seven (7) days prior to a hearing date.

7.8 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 set forth in the U.S. Figure Skating bylaws. The Club's Board of Directors shall appoint the requisite number of delegates, as determined by U.S. Figure Skating, and the appointed delegates shall attend the Governing Council meeting, either in person or represented by proxy.

ARTICLE 8 MEETINGS OF MEMBERS

8.1 Place of Meeting

Meetings of the membership shall be held at any place within the State of California as designated by the Board. In the absence of any such designation, members' meetings shall be held at the principal office of the corporation.

8.2 Notices

Notices of meetings shall be sent 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 Club bulletin board at its principal office and on the Club website.

8.3 General Membership Meeting

At least one meeting of the Club's general membership will be held each year during which members may meet and dialogue with the officers and directors of the Board, receive current financial information, learn about the activities of the Club, and have the opportunity to provide their views about its affairs.

8.4 Voting

(a) **Eligibility to Vote:** The members eligible to vote shall be those members defined in Section 7.1

(b) **Transaction of Business at Meeting:** The affirmative vote of the majority of the voting members present at the meeting shall be the act of the members, unless the vote of the greater number of voting by classes is required by California Nonprofit Corporation Law or by the Articles of Incorporation.

8.5 Action Without a Meeting

(a) **By Unanimous Consent:** Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent that sets forth the action in writing is signed by all of the members entitled to vote with respect to the subject matter and is received by the Club.

(b) **By Written Ballot:** Any action that may be taken at any meeting of members may be taken without a meeting if the Club delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action, provide an opportunity to vote for or against the proposed action and specify the time by which the ballot must be received by the Club in order to be counted.

ARTICLE 9 MISCELLANEOUS

9.1 Records

The Club shall keep as permanent records minutes of all meetings of its members and Board, a record of all actions taken by the members or Board without a meeting and of actions taken by a committee in place of the Board, and a record of all waivers of notices of meetings of members, the Board or any committee. The Club shall also maintain the following records: appropriate accounting records; its Articles of Incorporation and bylaws; Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members; a list of the names and business or home addresses of its current directors and officers; a record of its members; a copy of its most recent corporate report delivered to the State of California; 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 California law.

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 9.1 of this Article, a director or 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.

9.3 Limitations on Use of Membership List

Unless the Board of Directors 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 for any commercial purpose; or sold to or purchased by any person.

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.

9.5 Conveyance 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, and such authorized persons shall have the 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.

9.6 Fiscal Year

The fiscal year of the Club begins on July 1 and ends on June 30 of the following year.

9.7 Amendment of Bylaws

These bylaws may be amended, altered or repealed and new bylaws may be adopted by a vote of two-thirds (2/3) of the members present at any meeting of the Board in which a quorum is present, and not otherwise.

9.8 Amendment of Articles of Incorporation

Amendment of the Articles of Incorporation may be adopted by a vote of two-thirds (2/3) of the members of this corporation.

9.9 Severability

The invalidity of any provision of these bylaws shall not affect the other provisions thereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

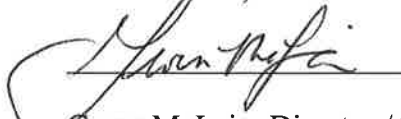
WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of the PASADENA FIGURE SKATING CLUB, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of twelve (12) pages, as the bylaws of this corporation.

Dated: 10/17/2016



William Tran, Director / President



Gwen McLain, Director / Treasurer



Kevin Johnson, Director / Secretary

BYLAWS CERTIFICATE

The undersigned certifies that she is the Secretary of the Pasadena Figure Skating Club and that she is authorized to execute this certificate on behalf of the Club and the forgoing is a true and correct copy of the presently effective bylaws of the Club and that such bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: 10/17/2016 Kevin Johnson, Director / Secretary
