



**BYLAWS
OF THE
TIMBERLINE FIGURE SKATING CLUB, INC.**

Wausau, Wisconsin

CURRENT FOR THE

MEMBERSHIP YEAR OF

JULY1, 2009 THROUGH JUNE 30, 2016



**BYLAWS
OF THE
TIMBERLINE FIGURE SKATING CLUB, INC.**

Wausau, Wisconsin

ADOPTED: April 15, 1985
Revised: October 28, 1985
Revised: September 23, 1997
Revised: March 11, 1998
Revised: April 18, 1999
Revised: April 7, 2002
Revised: April 25, 2004

BYLAWS OF THE TIMBERLINE FIGURE SKATING CLUB, INC.
Wausau, Wisconsin

1.0 ARTICLE I. NAME AND AFFILIATION

1.1 Name.

The name of the corporation shall be The Timberline Figure Skating Club, Incorporated, and is referred to herein as the "Club".

2.0 ARTICLE II. OFFICES

2.1 Business Offices.

The principal office of the Club shall be located in Wausau, Wisconsin. The Club may have such other offices either within or outside Wisconsin as the Board of Directors of the Club may designate or as the affairs of the Club may require from time to time.

2.2 Registered Office.

The registered office of the Club required by the laws of the State of Wisconsin to be maintained in that State may be, but need not be, the same as the Club's principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

2.3 Mailing Address.

The official mailing address of the Club is Post Office Box 2082, Wausau WI 54402-2082

3.0 ARTICLE III. MEMBERS

3.1 Membership.

Membership in the Club shall be open to all individuals actively engaged in or wishing to support and further the sport of amateur figure skating.

3.13 Conflict Resolution (Added April 25, 2004)

If any club member(s) has a complaint against another member(s) for an infraction of any USFSA bylaw or rule other than skating rules, they may file such a complaint in writing with the club board of directors. Such complaints shall first be investigated according to the club's conflict resolution policy, adopted and revised by the board of directors.

3.2 Classes of Membership.

The membership of the Club shall consist of the following classes:

A. Full Members.

- 8 SKATING – Those in good standing actively participating in the sport, recreationally and/or taking instruction.
- 9 NON-SKATING – Those wishing to support the Club and participate in the management of the Club, but who do not desire complete skating privileges. Non-skating members have all membership privileges except their right to skate shall be established by the Board of Directors.

- 10 HONORARY – The members, at any general meeting or at any special meeting called for the purpose, may, upon unanimous recommendation of the entire Board of Directors from time to time create any person who has rendered important or distinguished service to the Club, an Honorary Member of the Club for the person’s lifetime, or for such time or period of years as to the members shall seem meet, who have such privileges as may be granted by the resolution by which the person is admitted, including voting privileges if so provided. Every such Honorary Member shall be exempt from payment of any membership fees due in respect of such Honorary Membership and also from payment of any annual subscription, but in all other respects the person shall be subject to the bylaws, rules and regulations of the Club as in the case of a skating or non-skating member.

A. Associate Members.

1. ASSOCIATE MEMBERS are those members who are **home club members of a different USFSA club** and wish to participate in the skating programs of this Club. Associate members do not participate in the management of the Club, and do not have voting privileges, but have access to Club programs under rules and regulations established by the Board of Directors.

3.3 Termination of Membership.

Membership may be terminated by either resignation or expulsion:

1. Members may resign at any time by giving written notice to the Secretary of the Club. Refunds shall be made according to the provisions of Section 3..5.
2. A member may be expelled for cause upon the affirmative vote of two-thirds of the Board of Directors if their conduct is considered detrimental to the best interest of the club. Such expulsion for cause shall be made only after due notice and an opportunity for a hearing with the right to present such information to the directors as the accused member may desire.

3.4 Guests.

Members may introduce guests and entitle them to the privileges of the ice upon payment of the guest fee which shall be determined by the Board of Directors. Such guests will be entitled to ice privileges only. Guests shall be subject to all rules, regulations, etc., as shall be in force. Members introducing guests shall be responsible for the conduct of their guest. Prospective members brought in as guests shall be entitled to skate in not more than two club sessions.

3.5 Dues.

The Board of Directors of the Club may establish such periodic dues and other assessments payable by members to the Club (in addition to any registration fees and dues established by the USFSA), which may vary by class of membership, and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and their proration or refund of dues and assessments in appropriate cases as the Board of Directors shall deem necessary or appropriate.

3.6 Right to Vote.

As provided in section 3.2, skating members and non-skating members shall have the right to vote, and are referred to herein as “voting members”. Voting members shall be entitled to vote only in the election of the Board of Directors of the Club and on such other matters as may be submitted to their vote by the Board of Directors or as may be required by Law to be submitted to their vote. Each skating or non-skating member, who has attained the age of 14, shall have one vote. All action taken by the membership of the Club shall be by affirmative vote of the majority of members entitled to vote thereon, except in those instances where a greater percentage is required by these Bylaws, as amended from time to time, or by state law.

3.7 Annual Meeting.

An annual meeting of the membership of the Club shall be held each year in the month of April, or in such other month as the Club's Board of Directors may from time to time designate, at such time and place as shall be determined by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for the annual meeting of the membership, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting as required by these Bylaws shall not work a forfeiture or dissolution of the club or invalidate any action taken by the Board of Directors or officers of the Club.

3.8 Special Meetings.

Special meetings of the membership (or of one or more classes of members), for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president of the Board of Directors of the Club, and shall be called by the president at the request of members having at least 25 percent of the votes entitled to be cast at such meetings.

3.9 Place of Meeting.

Each meeting of the membership (or of any class of members) shall be held at such place, either within or outside the State of Wisconsin, as may be designated in the notice of meeting, or, if no place is designated in the notice, at the registered office of the Club.

3.10 Notice of Meeting.

Except as otherwise prescribed by statute, written notice of each meeting of the membership stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than fifty days before the date of the meeting, either personally or by first class mail, by or at the direction of the president, or the secretary, or other officer or person calling the meeting, to each member entitled to attend such meeting if mailed. Such notice shall be deemed delivered when deposited in the United States mail, addressed to each member at his/her address as it appears in the records of the Club, with postage thereon prepaid. Any member may waive notice of any meeting before, at, or after such meeting. The attendance in person of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.11 Proxies.

Proxies shall not be allowed at the meetings of the membership.

3.12 Quorum.

Except as otherwise required by the laws of the State of Wisconsin or the Club's articles of incorporation, the presence of 20 percent of the members entitled to vote in person shall constitute a quorum at each meeting of the membership. If less than a quorum of the members are present at a meeting, a majority of the members present may adjourn the meeting from time to time for a period not to exceed sixty days at any one adjournment without further notice other than an announcement at the meeting. At such adjourned meeting, at which a quorum shall be present, any business may be transacted at the meeting as originally notified.

4.0 ARTICLE IV. BOARD OF DIRECTORS

4.1 General Powers and duties.

The business and affairs of the Club shall be managed by its Board of Directors, except as otherwise provided in the statutes of the State of Wisconsin, the Club's articles of incorporation or these Bylaws. The Board of Directors shall prepare and submit to the Fall stated meeting a program of anticipated expenditures for the coming year together with proposals of sources of revenue to meet same.

4.2 Number, Election, Tenure and Qualifications.

The Board of Directors will consist of thirteen (13) members elected from the membership at large. Directors shall be elected at the Club's annual April meeting with four (4) new directors being elected each year to serve three (3) years. Each director shall hold office until the next annual meeting of the membership following the expirations of his/her term of office and thereafter until his/her successor shall have been elected and qualified, or until his/her death, resignation or removal. Directors shall be removable in the manner provided by the statutes of Wisconsin. The Board of Directors shall only allow one adult person per family to serve on the Board of Directors at any given time.

4.25 Removal

Any director may be removed by the Board of Directors whenever in its judgment the best interests of the Club will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of a director shall not in itself create contract rights. Unexcused absences at one-third of the duly noted board meetings shall be a basis for removal.

4.3 Vacancies.

Any director may resign at any time by giving written notice to the president or to the secretary of the Club. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of 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 his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office or by an election at a meeting of the membership of the Club called by the Board of Directors for that purpose, and a director so chosen shall hold office until the next election of directors and thereafter until his/her successor shall have been elected and qualified, or until his/her earlier death, resignation or removal.

4.4 Regular Meetings.

A regular meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of the membership or as soon as practical thereafter at the time and place, either within or outside Wisconsin, determined by the Board, for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or outside Wisconsin, for the holding of additional regular meetings.

4.5 Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the president or any four directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place, either within or outside Wisconsin, for holding any special meeting of the Board called by them.

4.6 Notice.

Notice for each meeting of the Board of Directors stating the place, day and hour of the meeting shall be given to each director at his/her business or residence address at least five days prior thereto by the mailing of written notice by first class mail, or at least two days prior thereto by personal delivery of written notice or by telephonic, telegraphic or electronic notice (and the method of notice need not be the same to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail with postage thereon prepaid. If telegraphed, such notice shall be deemed to be given when the telegram is delivered to

the Telegraph Company. Any director may waived notice of any meeting before, at , or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

4.7 Presumption of Assent.

A director of the Club who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Club immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

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 of Directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting until a quorum shall be present. No director may vote or act by proxy at any meeting of directors.

4.9 Compensation.

Directors shall not receive compensation for their services as such although the reasonable expenses of directors of attendance at Board meetings or for their reasonable out-of-pocket expenses incurred in furtherance of the Club's business and on its behalf may be paid or reimbursed by the Club by resolution of the Board of Directors. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

4.10 Executive and Other Committees.

By one or more resolutions, the Board of Directors may designate from among its members an executive committee and one or more other committees (in addition to the committees established under Article VI of these Bylaws), each of which to the extent provided in the resolution establishing such committee, shall have an may exercise all of the authority of the Board of Directors except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the Board of Directors of any member of the Board from any responsibility imposed by law. Rules governing procedures for meetings or any committee of the Board shall be as established by the Board of Directors, or in the absence thereof by the committee itself.

4.11 Meetings by Telephone.

Members of the Board of Directors of 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 present in person at the meeting.

4.12 Action Without a Meeting.

To the extent permitted or authorized by statute, any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting of a consent in writing, setting forth the action so taken, shall be signed by all of the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the directors or committee members.

5.0 ARTICLE V. OFFICERS AND AGENTS

5.1 Number and Qualifications.

The officers of the Club shall be a president, one or more vice presidents, a secretary and a treasurer. The Board of Directors may also elect or appoint such other officers, assistant officers and agents, including a Chairman of the Board, an executive director, a controller, assistant secretaries and assistant treasurers, as it may consider necessary. One person may hold more than one office at a time except that no person may simultaneously hold the offices of president and secretary or the offices of president and vice president. Officers must be directors of the Club. Any member in good standing and 18 years of age or older may be elected for any office.

5.2 Election and Term of Office.

The elected officers of the Club shall be elected by the Board of Directors at each regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her earlier death, resignation or removal. An officer may be re-elected for one additional year. After serving two years one may not be re-elected for the same office until after being out of office at least one year.

5.3 Removal.

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

5.4 Vacancies.

Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Club, by giving written notice to the president or to the Board of Directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

5.5 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 president, the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

1. President. The president shall, subject to the direction and supervision of the Board of Directors, (i) be the chief executive officer of the Club and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the membership of the Club and, unless there is a Chairman of the Board, of the Board of Directors; (iii) see that all orders and resolutions of the Board of Directors are carried into effect; (iv) sign with the secretary or any other proper officer of the Club authorized by the majority of the members any contracts or other instruments which have been authorized to be executed; (v) perform all other duties incident to the office of president and as from time to time may be assigned to him/her by the Board of Directors; and (vi) act as ex-officio officer of every committee.
2. Vice President(s). The vice president or vice presidents shall assist the president and shall perform such duties as may be assigned to them by the president or by the Board of Directors. The vice president (or if there is more than one, then the vice president designated by the Board of Directors, or if there be no such designation, then the vice

presidents in order of their election) shall, at the request of the president, or in his/her 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 upon the president.

3. Secretary. The secretary shall: (i) keep the minutes of the proceedings of the membership of the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (iii) be custodian of the corporate records and of the seal of the Club; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to that person by the president or by the Board of Directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.
4. Treasurer. The treasurer shall: (i) be the principal financial officer of the Club and have the care and custody of all its funds, securities, evidence of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (ii) receive and give receipts and acquittances for monies paid in on account of the Club, and pay out of the funds on hand all bills, payrolls and other just debts of the club of whatever nature upon maturity; (iii) issue notices of dues and fees payable and be responsible for the collection thereof; (iv) unless there is a controller, be the principal accounting officer of the Club and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the Board of Directors statements of account showing the financial position of the Club and the results of its operations; (v) upon request of the board, make such reports to it as may be required at any time, and (vi) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or the Board of Directors assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the treasurer.

5.6 Surety Bonds.

The Board of Directors of the Club may require any officer or agent of the Club to execute to the Club a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of his duties and for the restoration to the Club of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Club.

6.0 ARTICLE VI. COMMITTEES

6.1 Administrative Committees.

The Board of Directors may create such standing or ad hoc administrative committees as are appropriate to further the purposes and objectives of the Club, as set forth in the Articles of Incorporation and these Bylaws. The chairperson's of these administrative committees shall be appointed from time to time by the president of the Club, with the advise and consent of the Board of Directors of the Club. These committees shall have jurisdiction of and responsibility for all matters incident to their respective titles or as may from time to time be assigned to them by the Board of Directors of the Club. All actions and recommendations of the administrative committees shall be reported to the president and the Board of Directors of the Club at such times and in such manner as the President or the Board may request and shall be subject to approval, adoption, revision, modification, rejection, or cancellation in the discretion of the Board of Directors. The structure of the Program Committee, under the direction of the appointed Program Committee Chairperson, shall include one representative from each of the following areas of figure skating, i.e., Basic Skills, Adult, Competitive, Recreational and Synchronized Team Skating.

6.2 Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.3 Quorum and Rules.

A majority of the whole committee shall constitute a quorum 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.

7.0 ARTICLE VII. INDEMNIFICATION

7.1 Indemnification of Directors, Officers, Etc.

The Club hereby declares that any person who serves at its request as a director, officer, employee, chairman or member of any committee, or on behalf of the Club as a director, trustee or officer of another corporation, whether for profit or not for profit, shall be deemed the Club's agent for the purpose of this Article and shall be indemnified by the Club against expenses (including attorney fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such service, provided such person acted in good faith and in a manner be reasonably believed to be in the best interest of the corporation and, with respect to any criminal action or proceeding, had not reasonable cause to believe his/her conduct was unlawful. Except as provided in Section 7.34, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which that person reasonably believed to be in the best interests of the Club or with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his/her conduct was unlawful.

7.2 Indemnification Against Liability to the Club.

No indemnification shall be made in respect of any claim, issue or matter as to which a person covered in Section 7.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

7.3 Indemnification in Criminal Actions.

No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 7.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

7.4 Other Indemnification.

The indemnification provided by this article shall not be deemed exclusive of any other rights to which any person may be entitled under the articles of incorporation, any agreement, any other provision of these Bylaws, vote of the disinterested directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in his/her official capacity and as to action in another capacity while holding such office.

7.5 Period of Indemnification.

Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a director, officer, employee or agent of the Club and shall inure to the benefit of the heirs and personal representative of such indemnified party. The repeal or amendment of all or any portion of these Bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Club to indemnify, any person, or affect any right of indemnification of such person with respect to any acts or omissions which occurred prior to such repeal or amendment.

7.6 Insurance.

By action of the Board of Directors, notwithstanding any interest of the directors in such action, the Club may, subject to Section 7.8, purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against liability asserted against that person and incurred by that person in his/her capacity of or arising out of his/her status as an agent of the Club would have the power to indemnify him/her against such liability under applicable provisions of law. The Club may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the Club against any liability, including without limitation, any liability for the indemnification provided in this Article.

7.7 Limitation on Indemnification.

Notwithstanding any other provision of these Bylaws, the Club shall neither indemnify any person nor purchase of insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Club as an organization described in Section 501(c)(7) of the Internal Revenue Code.

8.0 ARTICLE VIII. MISCELLANEOUS

8.1 Account Books, Minutes, Etc.

The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees. It shall also keep a current list of club members and their addresses. All books and records of the Club may be inspected by any director or his accredited agent or attorney, for any proper purpose at any reasonable time.

8.2 Fiscal Year.

The fiscal year of the Club shall be established by the Board of Directors.

8.3 Contracts.

The majority of the directors may authorize the president and secretary to sign any contract in the name of and on behalf of the Club. Such authority must be confined to specific instances.

8.4 Loans.

No loans shall be contracted on behalf of the Club and no evidence of indebtedness shall be issued in its name unless authorized by a majority of the membership. Such authority must be confined to specific instances.

8.5 Checks, Drafts, etc. and Deposits

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Club, shall be signed by one signer from among the Treasurer, President, and Vice President for amounts under \$1,000.00 and by two

signers from among the Treasurer, President and Vice President for amounts of \$1,000.00 and over. Checks, drafts or other orders for payment of money made payable to the Treasurer, President or Vice President shall in all cases be signed by two signers. All funds of the club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks or other depositories as the directors may select.

8.6 Conveyances and Encumbrances.

Property of the Club may be assigned, conveyed or encumbered by such officers of the Club as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Club shall be authorized only in the manner prescribed by applicable statute.

8.7 Designated Contributions.

The Club may accept any designated contribution, grant, bequest or devise consistent with its general tax exempt purposes, as set forth in the Articles of Incorporation of the Club. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Club shall reserve all rights, title and interest in and to the control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Club shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Club's tax exempt purposes.

8.8 Conflicts of Interest.

If any person who is a director or officer of the Club is aware that the Club is about to enter into any business transaction directly or indirectly with himself/herself, any member of his/her family, or any entity in which the person has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Club of his/her interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his/her knowledge that bear on the advisability of such transaction from the standpoint of the Club, and (c) not be entitled to vote on the decision to enter into such transaction.

8.9 Loans to Directors and Officers Prohibited.

No loans shall be made by the Club to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until it is repaid.

8.10 References to Internal Revenue Code.

All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue code of 1954, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

8.11 Amendments to Bylaws.

The Bylaws may be amended by a majority of the membership vote of the members at any regular or special meeting of the members, provided that written notice of such amendment shall have been given to the members at least twenty days prior to the meeting at which such amendment is proposed.

8.12 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.

(END)

Adopted at the April 15, 1985 general membership meeting of the Timberline Figure Skating Club, Inc.

Amended at the October 28, 1985 general membership meeting.

Amended at the September 23, 1997 general membership meeting.

Revised March 11, 1998 to change TFSC to TFSC, Inc., where necessary.

Revised at the April 18, 1999 general membership meeting.

Revised at the April 7, 2002 general membership meeting to:

- (a) change the number of the Board of Directors from 12 members to 13 members;
- (b) allow only one adult person per family to serve on the Board of Directors at any given time;
- (c) that the structure of the Program Committee, under the direction of the Program Committee Chairperson, shall include one representative from each of the following areas of figure skating, i.e., Basic Skills, Adult, Competitive, Recreational and Synchronized Team Skating.

Revised at the April 25, 2004 general membership meeting:

- (a) Added new section 3.13 Conflict Resolution
- (b) Added new section 4.25 Removal
- (c) Change made to 8.5 Checks, Drafts, etc. and Deposits regarding the 2 signature requirement for Checks, Drafts or other orders for payment of money made payable to the Treasurer, President or Vice President.

(END)