

**BY-LAWS
OF
GEORGIA FIGURE SKATING CLUB, INC.**

Approved December 14, 2001
(Amended April 15, 2004)

**ARTICLE I
PURPOSE**

Section 1. Non-Profit Organization. The Georgia Figure Skating Club, Inc. (hereinafter referred to as either the “Club” or “GaFSC”) as a non-profit corporation organized pursuant to the provisions of the Georgia Non-Profit Corporation Code, the Club shall have no capital stock and no shareholders. Further, the Club is not organized and shall not be operated for profit or pecuniary gain. No part of the net earnings, income or profit of the Club shall inure to the benefit of or be distributable to its directors, officers, or employees of the Club, or any other private individuals except that the Club may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its purpose.

Section 2. Purposes. The Club is organized for public purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. The Club is organized, and shall at all times operate, exclusively for public charitable purposes within the meaning of Section 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, but more particularly to exclusively foster figure skating (which is a amateur sport) and the activities relating thereto, as follows (all of which are within the meaning of Section 501(c)(3) of the Code):

- (a) to support and further the recognized objectives of United States Figure Skating (“USFS”), as set forth in Article II of the By-Laws of USFS;
- (b) to encourage the instruction, practice and advancement of interested persons in all types of figure skating, including, without limitation, singles and pairs free skating, ice dancing, precision, and synchronized, as a healthy sport, and in order to provide a training ground for athletes aspiring to national and international competition, in accordance with the rules and regulations of USFS;
- (c) to encourage and cultivate a spirit of fraternal feeling among ice skaters, particularly youth, in order to provide a healthy atmosphere of good sportsmanship in which moral character can be more readily developed;
- (d) to sponsor, to produce, or co-operate in the production of amateur ice carnivals and shows in order to both stimulate interest in the sport of figure skating, and provide wholesome activities for youthful members;

(e) to encourage the instruction and training of judges and other officials in support and furtherance of recognized USFS objectives;

(f) to cooperate with other skating organizations and clubs, locally and nationally, consistent with Article II of the by laws of USFS;

(g) generally to do and perform such other acts as may be necessary, advisable, proper or incidental in realization of the objectives and purposes of the Club; and

(h) to carry out the general policies of USFS.

Notwithstanding any other provision of these bylaws, the Club shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Club, and the Club shall not carry on any other activities, including but not limited to distribution of the assets of the Club upon dissolution, not permitted to be carried on by a corporation exempt from federal income tax under Section 501(a) and Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. In furtherance of such purposes, the Club shall have the full power and authority: (a) to make distributions to organizations that qualify as tax exempt organizations under Section 501(a) and 501(c)(3) of the Internal Revenue Code, as amended; (b) to make distributions to individuals for charitable purposes within the definition of Section 501(c)(3) of the Internal Revenue Code, as amended; (c) to receive and accept property, whether real, personal or mixed, by way of gift, bequest or devise, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the governing instruments of the Club, as the same shall be amended from time to time; and (d) to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors to carry out any of the purposes of the Club, as set forth in the Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of Sections 501(a) and 501(c)(3) of the Internal Revenue Code, as amended).

ARTICLE II MEMBERS

Section 1. Candidates. Candidates for membership shall be individuals interested in the objects of the Club who conform to the definition of eligible or ineligible skater as specified in the rules and constitution of USFS, and is consistent with Article IV.

Section 2. Classes of Membership. The membership structure of the Club shall be determined annually by the Board of Directors. In addition to any other membership classifications created by the Board of Directors annually, the Club's classification of membership shall include, without limitation, the following:

Social Members: Persons, may, for a reduced fee, join the Club and are eligible to participate in all non-skating activities of the Club, but not the skating activities of the Club.

Honorary Members: Anyone who displays an unusual interest in the Club may be considered for election to a Honorary Member. Honorary members may be conferred by the unanimous vote of all members of the Board of Directors and shall be exempt from initiation fees and dues.

Life Members: Persons who are deemed by the Board to have made significant contributions to the Club are eligible for life membership in the Club. Life members are entitled to all membership privileges and are not required to pay any membership dues.

Skating Members: The membership classification of Skating Members shall be divided into various classifications, including, without limitation, Senior Skating Member, Junior Skating Member, and any other classifications designated annually by the Board of Directors and shown on the membership application. The Skating Members shall be entitled to all Club privileges, except as set forth below and otherwise determined annually by the Board of Directors and published on the membership application:

- (1) Senior Skating Member - Senior Skating Members shall be those skating members who have attained eighteen (18) years of age prior to the first day of the current membership year. Senior Skating Members are entitled to all privileges of the Club, including all rights to vote.
- (2) Junior Skating Members - shall be those who have not attained eighteen (18) years of age prior to the first day of the current membership year. Junior Skating members under the age of 18 at the time of voting shall be represented by a parent or legal guardian who shall vote in their stead.

Parent Members: Parent members shall be entitled to participate in all non-skating activities of the Club, but not the skating activities of the Club.

Associate Members: Associate members shall consist of individuals who currently hold membership in another club as their home club. Associate members shall be entitled to participate in Club Ice and non-skating activities of the Club but are not entitled to individual voting privileges and shall not be eligible to hold office..

Section 3. Application for Membership. Applications for membership shall be provided by the Membership Chairman, completed by the candidate, and processed annually with appropriate fees. All applications must be given to the Membership Chairperson who, in turn, will make his/her report to the Board of Directors. Ineligible persons, as defined by current USFS eligibility rules, may be members and, in accordance with current USFS membership rules, may be directors. A member in good standing shall be one who has paid all required dues.

Membership applications for a particular membership class shall be accepted by the Board of Directors of the Club, if the applicant meets the membership class criteria.

Section 4. Termination & Suspension of Membership. The Board of Directors shall have the power to suspend or terminate any member of the Club for violations of the Club's Articles of Incorporation, the Club's Bylaws, any rules and regulations governing the conduct of the members of the Club, for conduct which the Board of Directors seems improper, or for non-payment of dues or other indebtedness to the Club. Upon any such suspension or termination of a member's membership, notice shall be given to said member by registered mail at his or her address as it appears on the Club records with (10) days. Termination and/or Suspension of membership does not relieve the terminated or suspended member from any obligations for charges incurred, services or benefits actually rendered, dues, assessments, or fees arising from contract or otherwise prior to such termination or suspension. Appeal rights shall be governed by USFS rules and bylaws.

Section 5. Arrears for Dues. Any member in arrears for dues or in other indebtedness to the Club shall be notified in writing by the Treasurer at said member's address as it appears on the Club records. If the amount owed is not paid within a month thereafter, then the name shall be reported by the Treasurer to the Board of Directors at its next meeting. The Board of Directors may suspend or terminate any such delinquent member of the Club and drop such member from the roll. A member terminated or suspended from the Club and/or dropped from the roll for non-payment of dues, or other indebtedness to the Club, may upon full payment of the same be reinstated to full membership status at the discretion of the Board of Directors.

Section 6. Arrears for Dues Restriction. No member in arrears for dues (if not suspended or terminated as provided above in Section 5), or other indebtedness to the Club, shall be eligible to hold office, to vote, or to enter in any Club tests, competitions or shows.

Section 7. Voting Rights. The Board of Directors shall determine annually the criteria for voting membership, and the rights, privileges, preferences, restrictions and conditions applicable to each class of membership. The rights, privileges, preferences, restrictions and conditions applicable to each class of membership shall be published annually on the membership application. There is no requirement that each class of membership have the same rights, privileges, preferences, restrictions and conditions. The voting rights of the membership shall include, without limitation, the following:

- a. Senior Skating members shall be entitled to voting rights.
- b. Junior Skating members under the age of 18 at the time of voting shall be represented by a parent or legal guardian who shall vote in their stead.
- c. Social Members shall not be entitled to voting rights
- d. Honorary Members shall be eligible to vote.
- e. Life Members shall be entitled to voting rights.
- f. Associate Members are not entitled to voting rights.

Section 8. Dues. The annual dues payable to the Club shall be in such amount as determined from time to time by the Board of Directors and as set forth on the membership applications.

Section 9. Membership Restrictions. A member in good standing shall be one who has been duly elected to membership and has paid all required dues. Only members in good standing may participate in activity sponsored by the Club or USFS.

Section 10. Transfer of Home Club. Any member desiring to change their Home Club designation to the Club must first secure a written statement from their current Home Club which declares that the departing member has satisfied all financial obligation to that club.

ARTICLE III DIRECTORS

Section 1. Management. Subject to these Bylaws, the business and affairs of the Club shall be conducted, managed, governed and operated by and under the Board of Directors, which shall have and may exercise all of the powers given by law to the Club.

Section 2. Qualification. Each member of the Board of Directors shall have be a member of USFS, currently in good standing, and have designated the Club as their Home Club under the applicable rules of USFS.

Section 3. Number of Directors. The Board of Directors shall consist of not more than fifteen (15) members, the precise number to be determined from time to time by the then serving Directors, except that such number shall always be odd.

The Board of Directors shall consist of no more than thirteen (13) elected members and the Membership Chair and the Testing Chair. All adult members of the Board of Directors shall have full voting rights. Members of the same immediate family may not hold concurrent terms as voting members of the Board of Directors.

In addition to the above, one Junior Skating Member from each active club facility shall serve on the Board of Directors, without voting rights. Such junior skating members of the Board of Directors shall be at least fifteen (15) years of age and shall not be older than seventeen (17) years of age and shall be appointed by the President and confirmed by the Board of Directors.

In addition to the elected Board of Directors, the Club may establish a General Council to consist of not more than 16 members, the precise number to be determined from time to time by the then serving Directors. Members of the General Council shall be appointed by the incoming

elected Board and shall serve at the pleasure of the Board. The General Council shall be composed of non-elected committee chairs and other individuals who have an interest in advising the Board of Directors. Members of the General Council are not required to be members of the Club and shall not have voting privileges in matters before the Board.

Section 4. Term of Office. The Directors shall be elected by the voting members of the Club at the annual meeting and shall serve for a term of two (2) years beginning on the first day of the membership year of such election. The Junior Skating Member of the Board of Directors shall serve for one (1) year, and shall be in office by the first day of the membership year of such election.

Section 5. Vacancies. Any vacancy occurring on the Board of Directors, regardless of cause, shall be filled by an affirmative vote of the majority of the then remaining Board of Directors, subject to the structure and eligible qualification of the members of the Board of Directors as set forth in Sections 2 and 3 above. A Director appointed to fill a vacancy shall serve for the unexpired term of the vacated Director.

Section 6. Quorum. A simple majority of voting members of the Board shall constitute a quorum, if as least one (1) officer is present. When a quorum is present, the vote of a majority of the Directors present shall be the act of the Board of Directors, unless a greater vote is required by law, by the Articles of Incorporation or by these Bylaws. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to any specified time and place.

Section 7. Regular Meetings. The Board of Directors shall meet at least once in every month during the skating season, with no less than 9 meetings during each calendar year. The President may provide for the date, time and place of the regular meetings and no notice of such meetings need be given, and in the President's absence, by the First Vice-President. Special meetings of the Board of Directors may be called by the President, and shall be called by either the President upon request in writing signed by one-third (1/3) of the currently members of the Board of Directors and specifying the purpose or purposes of the meeting and the names of the members of the Board of Directors requesting the special meeting. Notice of the date, time and place of such special meetings shall be given to each Director, at the Director's residence or usual place of business, in person or by first class mail, telecopy, or telephone, or by any other means customary for expedited business communications, at least seven (7) days before the meeting. Any Director may execute a waiver of notice, either before or after any meeting provided such waiver is in writing, signed by the Director entitled to notice and delivered to the Corporation for inclusion in its minutes or for filing with the corporate records. In addition, any Director shall be deemed to have waived notice if present at such meeting unless such Director at the beginning of such meeting or promptly upon his or her arrival, objects to the holding of the meeting or transacting business at the meeting, and does not thereafter vote for or assent to the actions taken at the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be stated in the notice or waiver of notice of such

meeting. Any meeting may be held at any place within or without the State of Georgia.

Section 8. Authority. The Board shall have the entire authority in the management of the affairs and finances of the Club and general control of all of its property, and may exercise, in addition to the powers and authorities conferred by the Articles of Incorporation and by these Bylaws, all such powers and do all such acts and things which a corporation may legally do, subject to any restrictions imposed by laws, the provisions of the Georgia Nonprofit Corporation Code and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, the Articles of Incorporation and these Bylaws. All rights and powers connected therein shall be vested in the Board of Directors. Such powers and authorities of the Board shall include, without limitation, the right to develop and institute such reasonable rules and regulations as the Board of Directors deems proper or necessary (i) governing the conduct of the members of the Club, (ii) for the effective administration of the Club, (iii) for the use of the Club's property; (iv) for the admission of strangers, (v) governing the Board of Directors and its committees, and (vi) regarding the appropriate penalties and/or discipline actions for violations or offenses against such rules and regulations, Bylaws or Articles of Incorporation of the Club.

Section 9. Financial Duties. The Board of Directors shall make all appropriations from the funds of the Club. The Board of Directors shall audit records of the Secretary, Treasurer and other committees. They shall prepare and submit to the stated annual meeting a program of anticipated expenditures for the coming fiscal year together with proposals of sources of revenue to meet the same. The Board shall be responsible for filing Federal and state income tax returns yearly and perform any other duties deemed necessary by the Board. The Board shall have the power to limit the indebtedness to the Club of a member of the Club.

Section 10. Board Member Limitation. The office of a board member shall be ipso facto vacated if he/she (i) is found to be mentally incapacitated; (ii) is convicted of a felony; or (iii) by notice in writing to the Club resigns their office. The Board of Directors shall review the office of any Director missing three (3) regularly scheduled Board meetings during a year and may vote to expel such Director from the Board of Directors.

Section 11. USFS Delegates. The Board shall appoint from among its registered members a number of delegates in proportion to the total number of registered members of the Club during the preceding membership year as specified by Article XV of USFS By-laws. The delegate(s) shall be representative(s) between the Club and USFS and shall attend USFS Governing Council meeting, either in person or by proxy. The Club shall file a certificate of such appointment with USFS on the appropriate certificate provided by USFS. The Board of Directors may vote to pay all or part of the reasonable traveling expenses of the delegate(s) to USFS Governing Council or other meetings.

Section 12. Committees. The Board of Directors, by resolution adopted by a majority Of all of the Directors, may designate from among its members an executive committee and such other committees as it deems necessary or desirable, each composed of at least one (1) or more

Directors. Any committee so designated shall serve at the pleasure of the Board of Directors and may exercise such authority as is provided by these Bylaws or delegated by the full Board of Directors, provided that no committee shall have the authority of the Board of Directors to elect, appoint or remove directors, or fill vacancies on the board of directors or on any of its committees, or adopt, amend or appeal the Articles of Incorporation or these Bylaws. The President of the Club shall be a member of such committee(s) and shall preside over meetings of any such committees. Unless otherwise specifically provided by the full Board of Directors, any committee created pursuant to this section shall act by a majority of its members.

Section 13. Action of Board Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if written consent, setting forth the action so taken, is signed by all the Directors or committee members and filed with the minutes of the proceedings of the Board of Directors or committee. Such consent shall have the same force and effect as a unanimous affirmative vote of the Board of Directors or committee, as the case may be.

Section 14. Telephone Conference Meetings. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

ARTICLE IV OFFICERS

Section 1. Titles. The officers of the Club shall consist of a President, a First Vice-President, a Vice-President from each active Club facility not represented by the First Vice-President a Secretary, a Treasurer, a Testing Chair, and a Membership Chair. If there is only one board member representing a particular Club facility, and that board member holds an office other than Vice President, the office of Vice President will be open at that facility until such time as representation is available on the board. The offices of Secretary and Treasurer may be combined. All officers must be 18 years or older, registered members of USFS who have designated the Club as their home club, have been a member of the Club in good standing for the entire preceding membership year and of a Club membership classification eligible to hold office.

Section 2. Duties of the President. It shall be the duty of the President to take charge of the Club and give general supervision and direction to the affairs of the Club; to preside at all meetings of the Club and to preside as the Chairman of the Board of Directors, subject to the direction of the Board of Directors. The President shall have the entire supervision and management of the Club and its property and the ability to appoint committee chairs with

approval of the Board of Directors; the power to suspend any member for violating the by-laws or rules and regulations of the Club pending the approval of the Board; to call special meetings and Club meetings. The President, together with the Secretary, shall sign all agreements and contracts made by the Club upon the approval of the Board of Directors.

Section 3. Duties of the First Vice-President, Vice-Presidents. It shall be the duty of the First Vice-President and Vice-Presidents to assist the President in the discharge of his/her duties. In the absence or disability of the President, the duties of the office shall be performed by the First Vice-President or such other officer of the Club as the Board of Directors may have designated.

Section 4. Duties of the Treasurer. The Treasurer shall have charge of the funds of the Club and shall keep records and books of all receipts and disbursements and shall render a written report at each Board Meeting, which records and books shall be open at all times to the inspection of the President or of any member of the Board of Directors. Disbursements shall be made only upon vouchers approved by the Board of Directors. The Board of Directors has the power, whenever they deem it necessary to appoint a acting Treasurer. The funds shall be deposited in the name of the Club in a bank approved by the Board or Directors. All disbursements by check shall be signed by the Treasurer and the President or another designated officer or member of the Board of Directors. The Treasurer shall not withdraw from the Club's savings account, or other investment, any funds earned in a prior year, except upon the vote of a majority of Directors. The Treasurer shall prepare a yearly financial report and budget for presentation at the Annual Meeting and make an annual financial report to the accountant for preparation of all year end filings for all government agencies where required. At the Board's request, these financial statements shall be prepared by an outside accountant. Assistant Treasurers may be appointed by the Board as necessary. Any Assistant Treasurers shall have such of the authority and perform such of the duties of the Treasurer as may be provided in these Bylaws or as may be assigned to them by the Board of Directors. During the Treasurer's absence or inability, the Treasurer's authority and duties shall be possessed by such Assistant Treasurer or Assistant Treasurers as the Board of Directors may designate. The Treasurer and each Assistant Treasurer shall give such security for the faithful performance of such officer's duties as the Board of Directors may require.

Section 5. Duties of the Secretary. It shall be the duty of the Secretary to keep the "minutes of the meeting" of the Club and of the Board of Directors, to supervise all reports and documents connected with the business of the Club, and to issue notices of all meetings of the Club and Directors. Assistant Secretaries may be appointed by the Board as necessary. Assistant Secretaries shall have such authority and perform such duties of the Secretary as may be provided in these Bylaws, or assigned to them by the Board of Directors or by the Secretary. During the Secretary's absence or inability, the Secretary's authority and duties shall be possessed by such Assistant Secretary or Assistant Secretaries as the Board of Directors may have designated.

Section 6. Duties of the Testing Chair. The Testing Chair shall be a non-elected member of the Board, nominated by the President and approved by the elected Directors. The Test Chair must meet the requirements of the elected Directors. The Test Chair shall chair the Test Committee.

Section 7. Duties of the Membership Chair. The Membership Chair shall be a non-elected member of the Board, nominated by the President and approved by the elected Directors. The Membership Chair must meet the requirements of the elected Directors. The Membership Chair shall chair the Membership Committee.

Section 8. Election of Officers. The Officers of the Club whose terms are expiring shall be elected annually from the incoming Board of Directors, prior to the deadline for reporting new Officers to USFS, by the incoming Board of Directors of the Club immediately after the election of such incoming Board of Directors, and newly elected Officers shall take office no later than the first day of the membership year of such election. The election of Officers shall be supervised by the Secretary or such other person as the Board of Directors shall designate. Nominations for Offices to be filled shall be submitted by incoming Board Members to the election supervisor. Upon receipt of all nominations, the election supervisor shall announce all nominees for a given office and call for a vote for that office. Balloting may be conducted by a show of hands or in writing. The Secretary shall preserve all records of such election for at least one year.

Section 9. Term of Office. Each such officer shall hold office for a term of one (1) years and until such officer's successor has been elected or appointed and has been qualified, or until such officer's earlier successor or removal from office or death.

Section 10. Other Officers. Any other officers or assistance officers so appointed or elected shall perform such duties as are generally performed by the elected officers or assistant officers having the same title and such other duties and authorities as may be conferred upon such officers by the Board of Directors.

Section 11. Vacancies. If any of the foregoing offices become vacant by reason of death, resignation, removal or otherwise, the Board of Directors shall elect a successor who shall hold such vacated office for the unexpired term, subject to the restrictions regarding eligibility of officers set forth in Section 1 above.

Section 12. Removal. Any officer or director may be removed, with or without cause, from office by the unanimous vote of the Directors voting at a special meeting called for this purpose, except any Director under consideration for removal shall not vote. An officer may resign at any time by delivering notice to the Club and such resignation is effective when the notice is delivered unless the notice specifies a later effective date. Any vacancy in officer resulting from any cause shall be filled by appointment of the Board of Directors.

ARTICLE V
ELECTIONS OF BOARD OF DIRECTORS

Section 1. Time. Elections shall be held for the upcoming membership year prior to the deadline for reporting new Officers to USFS.

Section 2. Nominating Committee. Each year a nominating committee shall be appointed by the current Board of Directors at least two (2) months in advance of the annual election. This committee shall consist of three (3) members of the Board of Directors, and two (2) Senior Skating Members of the Club who are not members of the Board of Directors, but have been Club members for a minimum of one year. The Nominating Committee shall nominate candidates as members of the Board of Directors, taking into consideration nominations proposed in writing by any member of the general membership of the Club and the structure set forth in these Bylaws. The Nominating Committee shall present a slate of candidates that will assure that the makeup of the full Board of Directors will comply with the requirements set forth in these Bylaws. The names of the candidates selected by the nominating committee for the Board of Directors shall be mailed to each member of the Club in the form of a ballot at least one (1) month prior to the meeting to elect such Board of Directors. The Chairperson of the Nominating Committee shall be a member of the Nominating Committee not up for election to the Board of Directors.

Section 3. Voting. Ballots shall be mailed to all members at least one (1) month before the date set for counting votes. Members may cast their ballots by mail addressed to the Secretary or in person at a meeting held solely for the purpose of counting the ballots. Ballots not received by the date designated on such ballots shall not be counted and shall be invalid. The meeting to elect the Board of Directors shall be open to all members, though the actual counting of the ballots shall be conducted under the supervision of the Secretary or such other person as the Board of Directors may designate.

Section 4. Records. The Secretary shall preserve the records of an election for at least one-year.

Section 5. General Membership Nominating Procedure. Nominations to be considered by the Nominating Committee may be submitted by the general membership in writing on forms provided by the Club. Such forms must be signed and dated by the nominator and given to a member of the Nominating Committee by no later than six (6) weeks prior to the election.

ARTICLE VI CLUB MEETINGS

Section 1. Time. There shall be at least one annual stated meeting of the general Club membership which shall coincide with the election of Directors to the Board, and such other meetings of the general Club membership as set forth in writing to the members of the Club.

Section 2. Special Meetings. The Secretary shall call special meetings at the direction of the President, or upon the written request of ten (10%) of the Club members in good standing.

Section 3. Quorum. Thirty (30) percent of all members who are entitled to vote and are in good standing, including any proxy ballots or votes, shall constitute a quorum for the transaction of business.

Section 4. Notices. Notices of stated and special meetings shall be mailed by the Secretary to every member at least ten (10) days in advance thereof, and/or shall be posted by the Secretary for the same length of time on the Club bulletin board, unless greater notice is required by law.

Section 5. Special Meeting Limitation. No business shall be transacted at a special meeting except that of which proper notice was given.

ARTICLE VII FISCAL YEAR

The fiscal year shall begin on July 1, until such time as the Board of Directors shall, with the approval of the appropriate taxing authorities, adopt a different fiscal year.

ARTICLE VIII MEMBERSHIP YEAR

The membership year shall begin on July 1, until such time as the Board of Directors shall adopt a different membership year. The membership year shall coincide with the membership year of USFS.

**ARTICLE IX
MEMBERSHIP IN USFS**

The GAFSC shall maintain its membership in USFS and conduct its affairs in a manner consistent with the by-laws, rules and constitution of USFS. Members shall conduct themselves in a manner consistent with the codes and ethics as stated by USFS and the United States Olympic Committee.

**ARTICLE X
AMENDMENTS**

Amendments to the By-laws may be acted upon at any Annual or Special Meeting of the Club, provided the notice of the meeting includes the proposed amendments. A one-third vote of all members of the Club present in person or by proxy shall be necessary for the adoption of any amendments.

**ARTICLE XI
LOCAL ADVISORY COUNCILS**

Every active club facility may have a Local Advisory Council consisting of five (5) members as follows: The Officer representing that facility as elected in accordance with Article V of these Bylaws, one (1) Assistant Membership chairperson, approved by the Membership Chairperson, one (1) Assistant Test Chairperson, approved by the Test Chairperson, one (1) coach, appointed by the coaches at the active club facility, and one (1) athlete representative, appointed by the other (4) members of the Local Advisory Council. Each Local Advisory Council shall provide counsel and advice to the Board of Directors regarding the active club facility. Members of each Local Advisory Council (in such capacity), with the exception of the Officer representing that facility, shall serve in a strictly advisory capacity, and shall have no right to manage or otherwise direct the affairs of the Corporation, and shall have no right to vote on any matters related to the Club.

Notwithstanding the foregoing, the Board of Advisor Trustees shall have powers as granted to it by specific written resolution of the Board of Directors. Members of the Local Advisory Councils (in such capacity) shall not be personally liable for the acts, debts, liabilities or obligations of the Club or the Board of Directors or of any members of the Board of Directors. Each member of each Local Advisory Council shall be selected annually, no later than five (5) weeks prior to the beginning of the membership year of the Club, as set forth above, shall take office upon completion of elections, must be 18 years or older, a registered members of USFS who have designated the Club as their home club, have been a member of the Club in good standing for the entire preceding membership year and of a Club membership classification

eligible to hold office. Each member of the Local Advisory Council, with the exception of the Officer representing that facility, shall hold office for a period of one (1) year and until such member's successor has been elected or appointed and has been qualified, or until such member's earlier successor or removal from office or death.

ARTICLE XII CONFLICT RESOLUTION

If any club member(s) has a complaint against another member(s) for an infraction of any bylaw or rule other than skating rules, they may file such complaint in writing to the board. Such complaint will be investigated according to the adopted conflict resolution policy.

ARTICLE XIII INDEMNIFICATION AND INSURANCE

Section 1. Liability of Directors. No Director of the Club shall have any personal liability to the Club for monetary damages for breach of duty of care or other duty as a Director. Notwithstanding the preceding sentence, no Director's liability shall be limited or eliminated for any action with respect to which exculpation is prohibited by Section 14-3-202(b)(4) of the Georgia Nonprofit Business Code. If the Georgia Nonprofit Business Code is amended after the effective date of these Bylaws to authorize corporate action further limiting the personal liability of Directors, then the liability of a Director of the Club shall be limited to the fullest extent permitted by the Georgia Nonprofit Business Code, as so amended. Any repeal or modification of the foregoing paragraph by the Directors of the Club shall not adversely affect any right or protection of a Director of the Club existing at the time of such repeal or modification.

Section 2. Indemnification of Directors. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is a legal representative, is or was a Director, shall be indemnified and held harmless by the Club to the fullest extent authorized and allowable by the Georgia Nonprofit Business Code as the same exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment permits the Club to provide broader indemnification rights than the Georgia Nonprofit Business Code permitted the Club to provide prior to such amendment), against all expenses, liability, and loss (including attorneys' fees, judgments, fines, ERISA, excise taxes, or penalties, and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such Director in connection with any such proceeding. Such indemnification shall continue as to a Director who has ceased to be a Director and shall inure to the benefit of the Director's heirs, executors, and administrators. Except with respect to

proceedings to enforce rights to indemnification by a Director, the Club shall indemnify any such Director in connection with a proceeding (or part thereof) initiated by such Director only if such proceeding (or part thereof) was authorized by the Board of Directors of the Club. The right to indemnification conferred in this Article shall be a contract right. Notwithstanding the preceding provisions of this paragraph, no Director shall be indemnified for expenses or losses to the extent such indemnification is prohibited by the Georgia Nonprofit Business Code or the Internal Revenue Code.

Section 3. Expenses. The Club shall pay for or reimburse the actual and reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if the Director furnishes the Club a written undertaking, executed personally or on his or her behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification for such expenses under this Article or otherwise. The undertaking must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to the Director's financial ability to make repayment.

Section 4. Officers, Employee and Agents. An officer of the Club who is not a director is entitled to mandatory indemnification under Section 2 of this Article to the same extent as a director. Further, the Club may, by contract or other action of the Board of Directors, indemnify and advance expenses to an officer, employee or agent of the Club who is not a director, to the extent consistent with public policy. The right to indemnification conferred in this Article shall be a contract right. Notwithstanding the preceding provisions of this paragraph, no officer, employee or agent shall be indemnified for expenses or losses to the extent such indemnification is prohibited by the Georgia Nonprofit Business Code or the Internal Revenue Code.

Section 5. Insurance. The Club may purchase and maintain insurance, at its expense, on behalf of an individual who is or was a Director, officer, employee, or agent of the Club, against liability asserted against or incurred by him or her in any such capacity or arising from his or her status as a Director, officer, employee or agent, whether or not the Club would have power to indemnify him or her against the same liability under this Article.

Section 6. Severable. In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

Section 7. Additional Limitations. Notwithstanding anything herein to the contrary, the Club shall not indemnify any director, officer, agent or employee to the extent such indemnification is not permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE XIV
BOOKS AND RECORDS**

The Club shall keep as permanent records minutes of all meetings of the Board of Directors, executed consents evidencing all actions taken by the Board of Directors without a meeting, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Club, and waivers of notice of all meetings of the Board of Directors and its committees. The Club shall maintain appropriate accounting records.

**ARTICLE XV
TAX-EXEMPT STATUS**

Section 1. Tax-Exempt Status. The Club is a nonprofit corporation organized under the provisions of the Georgia Nonprofit Corporation Code. It is organized, and shall at all times operate, exclusively for such purposes as are consistent with Sections 501(c)(3) and 501(j) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law. All terms and provisions of the Articles of Incorporation of the Club and these Bylaws, and all authority and operations of the Club, shall be construed, applied and carried out in accordance with such intent. The Club shall further such purposes as are specifically set forth in the Articles of Incorporation and Article II of these Bylaws.

Section 2. No Profit. The Club shall not be operated for pecuniary gain or profit.

Section 3. No Inurement. No part of the net earnings, income or profit of the Club shall inure to the benefit of, or be distributable to, any director, officer or employee of the Club, or any other private person; but the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in the Articles of Incorporation and these Bylaws.

Section 4. Distributions on Dissolution. Upon dissolution of the Club, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Club, (i) dispose of all of the assets of the Club by distributing those assets exclusively for the purposes of the Club in such manner; or (ii) distribute to such organization(s) organized and operated exclusively for public charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization(s) under Code Sections 501(a) and 501(c)(3) of the Internal Revenue Code, as amended, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Club is then located, exclusively for exempt public charitable, educational, or scientific purposes or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes. Notwithstanding any provision contained herein, no portion of the assets of the Club may be distributed in any manner that would cause

the Club not to qualify as an organization described in Section 501(a) and 501(c)(3) of the Internal Revenue Code, as amended.

Section 5. No Propaganda. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Club shall not participate in, or intervene (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 6. Paramount Provision. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws, the Club shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, as amended, and by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code, as amended. It is the intended that the Club shall have, and continue to have, the status of an organization which is exempt from federal income taxation under 501(a) and 501(c)(3) of the Internal Revenue Code, as amended. All terms and provisions of the Articles of Incorporation of the Club and these Bylaws, and all authority and operations of the Club, shall be construed, applied and carried out in accordance with such intent.

ARTICLE XVI WAIVER OF NOTICE AND APPROVAL

Section 1. Waiver of Notice. Any notice required by these Bylaws, or by law, to be given to any officer, Director or other person may be waived in writing, either before or after the event to which it relates, and shall be deemed waived with respect to any meeting, along with any objections to the time or place of such meeting, by appearance at such meeting, except when such person attends a meeting solely for the purpose of stating, at the beginning of the meeting, any objection to the transaction of business.

Section 2. Approval. Written approval of the minutes of any meeting, either before or after the meeting, shall be deemed waiver of notice of such meeting, and shall be deemed an appearance at such meeting.

ARTICLE XVII DEFINITIONS

All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all Treasury Regulations issued under such sections and provisions.