

AMENDED AND RESTATED BYLAWS
OF
CASCADE VALLEY FIGURE SKATING CLUB

Originally adopted on: _____, _____

CONTENTS

ARTICLE 1. OFFICES.....	1
ARTICLE 2. MEMBERSHIP.....	1
2.1 Classes of Members.....	1
2.2 Qualifications for Membership.....	1
2.3 Admission to Membership.....	1
2.4 Termination and Resignation of Membership.....	2
2.5 Membership Fees and Dues.....	2
2.6 Voting Rights.....	2
2.6.1 General.....	2
2.6.2 Voting for Directors.....	2
2.7 Annual Meeting.....	2
2.8 Special Meetings.....	3
2.9 Place of Meetings.....	3
2.10 Notice of Meetings.....	3
2.10.1 Time and Place.....	3
2.10.2 Notice in a Tangible Medium; Effectiveness of Notice.....	3
2.10.2.1 Notice by Mail.....	3
2.10.2.2 Notice by Facsimile.....	3
2.10.2.3 Notice by Air and Ground Courier.....	3
2.10.3 Notice in an Electronic Transmission; Effectiveness of Notice.....	4
2.10.4 Posting Notice on an Electronic Network; Effectiveness of Notice.....	4
2.10.5 Notice of Meeting Called by Members.....	4
2.11 Voting by Mail or Electronic Transmission.....	4
2.12 Waiver of Notice.....	5
2.13 Quorum.....	5
2.14 Manner of Acting.....	5
2.15 Extraordinary Actions.....	5

2.15.1	Notice of Meeting.....	5
2.15.2	Voting Rights.....	5
2.15.3	Unanimous Written Consent	6
2.16	Proxies	6
2.17	Action by Members Without a Meeting	6
2.18	Meetings by Telephone.....	6
2.19	Delegates to U.S. Figure Skating Governing Council	6
ARTICLE 3.	BOARD OF DIRECTORS	6
3.1	General Powers	6
3.2	Number	7
3.3	Qualifications.....	7
3.4	Election of Directors.....	7
3.4.1	Initial Directors.....	7
3.4.2	Successor Directors	7
3.4.3	Voting by Electronic Transmission	7
3.5	Term of Office	7
3.6	Annual Meeting	7
3.7	Regular Meetings.....	8
3.8	Special Meetings.....	8
3.9	Meetings by Telephone.....	8
3.10	Place of Meetings	8
3.11	Notice of Meetings	8
3.11.1	In Writing	8
3.11.2	Personal Communication.....	8
3.11.3	Electronic Transmission	9
3.11.4	Posting Electronic Notice	9
3.12	Waiver of Notice.....	9
3.12.1	Record.....	9
3.12.2	By Attendance	9

3.13	Quorum	9
3.14	Manner of Acting.....	10
3.15	Presumption of Assent.....	10
3.16	Action by Board Without a Meeting	10
3.17	Resignation	10
3.18	Removal.....	10
3.19	Vacancies.....	11
3.20	Board Committees	11
	3.20.1 Standing or Temporary Committees.....	11
	3.20.2 Quorum; Manner of Acting	11
	3.20.3 Resignation	11
	3.20.4 Removal of Committee Member	12
3.21	Compensation	12
ARTICLE 4. OFFICERS.....		12
4.1	Number and Qualifications.....	12
4.2	Election and Term of Office	12
4.3	Resignation	12
4.4	Removal.....	12
4.5	Vacancies.....	13
4.6	President	13
4.7	Vice President.....	13
4.8	Secretary	13
4.9	Treasurer	13
4.10	No Compensation	13
ARTICLE 5. STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS.....		14
5.1	Duties of Care and Loyalty.....	14
5.2	Directors' Duties.....	14
ARTICLE 6. INTERESTS OF DIRECTORS AND OFFICERS.....		14
6.1	Compensation	14

6.2	Conflict of Interest.....	14
6.3	Review of Certain Transactions.....	15
ARTICLE 7. EXECUTIVE DIRECTOR		15
ARTICLE 8. ADVISORY BOARD		15
ARTICLE 9. ADMINISTRATIVE AND FINANCIAL PROVISIONS.....		15
9.1	Contracts	15
9.2	Loans.....	15
9.3	Loans or Extensions of Credit to Officers and Directors	16
9.4	Checks, Drafts, Etc.	16
9.5	Deposits	16
9.6	Books and Records	16
9.7	Corporate Seal	16
9.8	Accounting Year.....	16
ARTICLE 10. STATEMENT OF NONDISCRIMINATION.....		16
ARTICLE 11. AMENDMENTS		17

AMENDED AND RESTATED BYLAWS
OF
CASCADE VALLEY FIGURE SKATING CLUB

ARTICLE 1. OFFICES

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors (“*Board*”) may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Classes of Members

The Corporation shall initially have two classes of members: Voting Members and Associate Members.

- (a) Voting Members shall be those individuals who are active participants in the Corporation and who are eligible to vote in accordance with Article 2.6 or serve as Officers or on the Board.
- (b) Associate Members shall be those individuals who are interested in participating in the Corporation but who are not eligible to vote or serve as Officers or on the Board.

Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

2.2 Qualifications for Membership

To qualify for membership, a member shall be a member of The United States Figure Skating Association (“*U.S. Figure Skating*”), shall reside within the U.S. Figure Skating boundaries of the Pacific Northwest Region, and shall be interested in furthering the interest of the Corporation. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

2.3 Admission to Membership

The procedure for admission to membership shall be as follows:

Application for membership is accomplished by completing and submitting the form application and paying the membership fees as shall be annually determined by the Board.

2.4 Termination and Resignation of Membership

The membership of any member shall terminate upon occurrence of any of the following events:

- (a) The death or incapacity of the member (if an individual);
- (b) The resignation of the member;
- (c) The failure of the member to pay annual dues within the times set forth by the Board; or
- (d) The determination by the Board that the member has acted in such a manner as to significantly impede the Corporation's orderly pursuit of its stated purposes or in such a manner as to otherwise thwart the achievement of such purposes, or that a member fails to be qualified under the provisions of Article 2.2.

2.5 Membership Fees and Dues

Each member of the Corporation shall pay as annual dues such amount as shall be annually set by resolution of the Board. The billing and collection for dues shall be in a manner prescribed annually by resolution of the Board.

2.6 Voting Rights

2.6.1 General

Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.

2.6.2 Voting for Directors

Each member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote.

2.7 Annual Meeting

The annual meeting of the members shall be held the third Saturday of May in each year at 8:00 a.m. for the purpose of electing Directors and transacting such other business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business

day. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

2.8 Special Meetings

The President, the Board, or not less than ten percent (10%) of the members entitled to vote at such meeting, may call special meetings of the members for any purpose.

2.9 Place of Meetings

All meetings of members shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the President, the Board, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

2.10 Notice of Meetings

2.10.1 Time and Place

The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, not less than ten (10) or more than fifty (50) days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

2.10.2 Notice in a Tangible Medium; Effectiveness of Notice

Notice may be provided in a tangible medium and may be transmitted by mail, private carrier, personal delivery, telephone or wire or wireless equipment that transmits a facsimile of the notice.

2.10.2.1 Notice by Mail

Notice given by mail is effective when deposited in the United States mail, first-class postage prepaid, properly addressed to the member at the member's address as it appears in the Corporation's records.

2.10.2.2 Notice by Facsimile

Notice given by facsimile equipment that transmits a facsimile of the notice is effective when dispatched to the member's address, telephone number or other number appearing in the records of the Corporation.

2.10.2.3 Notice by Air and Ground Courier

Notice given by air courier is effective when dispatched, if prepaid and properly addressed to the member at the member's address as it appears in the Corporation's records.

Notice by ground courier or other personal delivery is effective when received by the member.

2.10.3 Notice in an Electronic Transmission; Effectiveness of Notice

Notices may be provided in an electronic transmission and be electronically transmitted. Such notices shall be effective with respect to those members who have consented, in the form of a record, to receive electronically transmitted notices and which members have designated in such consent the address, location or system to which such notices may be electronically transmitted. Said members may revoke consent by delivering a revocation to the Corporation in the form of a record. Such consent shall be automatically revoked if the Corporation is unable to electronically transmit two consecutive notices given by the Corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

2.10.4 Posting Notice on an Electronic Network; Effectiveness of Notice

Notice may be provided to members who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such members a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Article 2.10.4.

2.10.5 Notice of Meeting Called by Members

At any time, upon the written request of not less than ten percent (10%) of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten (10) or more than thirty-five (35) days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice in the manner provided by these Bylaws, the person or persons making the request may do so and may fix the date, time and place for such meeting.

2.11 Voting by Mail or Electronic Transmission

Whenever proposals or Directors or Officers are to be elected by members, the vote may be taken by mail or by electronic transmission if the name of each candidate and the text of each proposal to be voted upon are set forth in a record accompanying or contained in the notice of meeting. An election may be conducted by electronic transmission if the Corporation has designated an address, location or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system in an executed electronically transmitted record. Members

voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

2.12 Waiver of Notice

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

2.13 Quorum

A majority of the members of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. If less than a majority of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. Members voting by mail or electronic transmission are considered to be present for purposes of quorum as set forth in Article 2.11 of these Bylaws.

2.14 Manner of Acting

The vote of a majority of the votes entitled to be cast by the members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

2.15 Extraordinary Actions

2.15.1 Notice of Meeting

In the event of (a) the amendment of the Articles of Incorporation, (b) merger or consolidation of the Corporation, (c) the sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the Corporation, (d) the distribution of assets of the Corporation, (e) the dissolution of the Corporation, or (f) revocation of dissolution proceedings, the Board shall adopt a resolution to recommend such action to the members at either an annual or special meeting of the members. The Board shall cause notice of the meeting to be given to the members, which notice shall be in the form of a record, to consider such action in accordance with the provisions of Article 2.10 of these Bylaws.

2.15.2 Voting Rights

The members entitled to vote at such meeting may authorize such action by the Board by a vote of at least two-thirds of the members present or represented by proxy at the meeting.

2.15.3 Unanimous Written Consent

Notwithstanding the foregoing, the members may approve such actions by unanimous written consent in accordance with the provisions of Article 2.17 of these Bylaws.

2.16 Proxies

A member may vote by proxy executed in writing by the member or by his, her or its attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. A proxy shall become invalid 11 months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

2.17 Action by Members Without a Meeting

Any action which could be taken at a meeting of the members may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the members entitled to vote with respect to the subject matter of the consent. Any such record shall be inserted in the minute book as if it were the minutes of a member meeting. For purposes of this Article 2.17, record means information inscribed on a tangible medium or contained in an electronic transmission.

2.18 Meetings by Telephone

Members of the Corporation may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

2.19 Delegates to U.S. Figure Skating Governing Council

Delegates to the U.S. Figure Skating Governing Council must be Voting Members of the Corporation and must meet the qualifications as set forth in Article VII, Section 1 of the U.S. Figure Skating Bylaws. The Corporation's delegates shall be representatives of the Corporation at the Governing Council meeting for which they are appointed as delegates and shall attend said meeting, either in person or represented by proxy. The Corporation will file a certificate of appointment of its delegates with the Secretary of U.S. Figure Skating, duly signed by an authorized Officer of the Corporation.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the Corporation shall be managed by the Board.

3.2 Number

The Board shall consist of not less than five (5) nor more than ten (10) Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Qualifications

Directors shall be members of the Corporation. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.4 Election of Directors

3.4.1 Initial Directors

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of members.

3.4.2 Successor Directors

Successor Directors shall be elected each year at the annual meeting of members. Upon termination of membership of the Corporation, the Directors shall be elected each year at the annual meeting of the Board by the affirmative vote of the majority of the Directors then in office.

3.4.3 Voting by Electronic Transmission

Members may vote for Successor Directors by electronic transmission, provided that the Corporation has designated an address, location or system to which the ballot may be electronically transmitted.

3.5 Term of Office

Unless a Director dies, resigns or is removed, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected, whichever is later.

3.6 Annual Meeting

The annual meeting of the Board shall be held without notice during the month of May on a date chosen by the President or the Board for the purposes of electing Directors (upon termination of membership in the Corporation) and Officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

3.7 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution. The Board shall hold a minimum of four (4) regular meetings per year.

3.8 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any Director, or, in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

3.9 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.10 Place of Meetings

All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.11 Notice of Meetings

3.11.1 In Writing

Notices in writing may be delivered or mailed to the Director at his or her address shown in the records of the Corporation. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any meeting need be specified in the notice of a meeting.

3.11.2 Personal Communication

Notice may be provided by personal communication with the Director not less than ten (10) days before the meeting.

3.11.3 Electronic Transmission

Notices may be provided in an electronic transmission and be electronically transmitted. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Corporation in the form of a record. Furthermore, the consent is automatically revoked if the Corporation is unable to electronically transmit two consecutive notices given by the Corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

3.11.4 Posting Electronic Notice

Notice may be provided to Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Article 3.11.4.

3.12 Waiver of Notice

3.12.1 Record

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.12.2 By Attendance

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 is not lawfully called or convened.

3.13 Quorum

A majority of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a

quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.14 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.15 Presumption of Assent

A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.16 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the Directors. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Article 3.16, "record" means information inscribed on a tangible medium or contained in an electronic transmission.

3.17 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18 Removal

At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office with or without cause, provided that fourteen (14) days-notice of the pending action has been provided to the Director and the Board. Removal shall require three-fourths of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members at which a quorum is present.

3.19 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the members. Upon termination of membership in the Corporation, a vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.20 Board Committees

3.20.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. The Board may also appoint committee members who are not Directors and who shall serve in an advisory capacity as non-voting members of such committees. Such committees shall have and exercise the authority of the Directors in the management of the Corporation, subject to such limitations as may be prescribed by the Board and by applicable Washington law, except that no committee shall have the authority to (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or Officer of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another Corporation; (e) authorize the sale, lease or exchange of all or substantially all the property and assets of the Corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.20.2 Quorum; Manner of Acting

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.20.3 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.20.4 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

3.21 Compensation

Directors shall receive no compensation for their service as Directors but may receive reimbursement for reasonable expenditures incurred on behalf of the Corporation and prior approved by the Board.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The Officers of the Corporation shall be a President, Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other Officers and assistant Officers may be elected or appointed by the Board, such Officers and assistant Officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any Officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary. All Officers must be Directors of the Corporation.

4.2 Election and Term of Office

The Officers of the Corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an Officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

4.3 Resignation

Any Officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any Officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the number of Directors fixed by or in the manner provided by these Bylaws whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President

The President shall preside over meetings of the Board and, subject to the Board's control, shall supervise all of the business of the Corporation and execute documents on behalf of the Corporation. The President shall also perform such other duties as may be assigned to him or her by the Board from time to time.

4.7 Vice President

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

4.8 Secretary

The Secretary shall ensure that accurate minutes are kept of meetings of the members and the Board as well as any committees of the Board that maintain minutes. The Secretary shall ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall also perform such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Secretary, an Assistant Secretary may perform the duties of the Secretary.

4.9 Treasurer

The Treasurer shall oversee the financial operations of the Corporation and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Treasurer, an Assistant Treasurer may perform the duties of the Treasurer. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine.

4.10 No Compensation

Officers shall receive no compensation for their service as Officers but may receive reimbursement for reasonable expenditures incurred on behalf of the Corporation and prior approved by the Board.

ARTICLE 5. STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS

5.1 Duties of Care and Loyalty

Officers and Directors shall discharge their respective duties, including the duties of any committee of the Board upon which a Director may serve:

- (a) in good faith;
- (b) with such care, including reasonable inquiry, as an ordinary prudent person in like position would exercise under similar circumstances;
- (c) in a manner such Officer or Director believes to be in the best interests of the Corporation; and
- (d) in accordance with such written conflict of interest policy as may be adopted by the Board.

5.2 Directors' Duties

- (a) Directors are expected to attend and actively participate in all regular and special meetings of the Board, except for good cause.
- (b) Directors shall serve on Board committees as needed.
- (c) Directors are expected to educate themselves regarding the history, purpose, and activities of the Corporation so as to provide valuable service.

ARTICLE 6. INTERESTS OF DIRECTORS AND OFFICERS

6.1 Compensation

Directors who receive any compensation for services in any capacity, directly or indirectly, from the Corporation may not vote on matters pertaining to that Director's compensation.

6.2 Conflict of Interest

Directors and Officers shall disclose to the Board any financial interest which the Director or Officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Director or Officer shall abstain from voting on the transaction.

6.3 Review of Certain Transactions

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the Corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly situated Corporation for functionally comparable positions, goods or services rendered.

ARTICLE 7. EXECUTIVE DIRECTOR

The Corporation may employ an Executive Director who shall be appointed, employed, and discharged by the Board. If employed, the Executive Director shall manage the affairs of the Corporation according to the policies, principles, practices and budget authorized by the Board, and shall be responsible for management of personnel, finances and programs. If employed, the Executive Director shall be responsible for staff management including hiring, training, disciplinary action, and discharge. If employed, the Executive Director shall serve as an ex-officio, non-voting member of the Board. For the purpose of determining the number of Directors serving the Corporation, the Executive Director shall not be considered a member of the Board.

ARTICLE 8. ADVISORY BOARD

The Board may appoint an Advisory Board of two or more persons to provide advice and assistance to the Board. Members of the Advisory Board may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a Director of the Corporation. The Board may determine by separate resolution the operational rules which shall govern the Advisory Board. Advisory Board members may be removed at any time, with or without cause, by the Board.

ARTICLE 9. ADMINISTRATIVE AND FINANCIAL PROVISIONS

9.1 Contracts

The Board may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

9.2 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

9.3 Loans or Extensions of Credit to Officers and Directors

No loans shall be made and no credit shall be extended by the Corporation to its Officers or Directors.

9.4 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

9.5 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

9.6 Books and Records

The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable, of each member and Director, and of the name and post office address of each Officer; and such other records as may be necessary or advisable. All books and records of the Corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent (5%) of the membership.

9.7 Corporate Seal

If the Board determines that it is advisable, the Corporation shall have a corporate seal consisting of the name of the Corporation, the state of its incorporation and the year of its incorporation.

9.8 Accounting Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the Corporation shall be the twelve months ending June 30th.

ARTICLE 10. STATEMENT OF NONDISCRIMINATION

The corporation shall not discriminate against any parent, guardian, child, staff, volunteer or member of the Board on the basis of race, ethnic or national origin, religion, sex or gender identification, disability, sexual orientation, marital status, age or disability in the

administration of, its educational policies, admission policies, fee requirements, and other school administered programs, or otherwise.

ARTICLE 11. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board by the vote of a two-thirds of the number of Directors fixed by or in the manner provided by these Bylaws or by the written consent of all Directors.

**CERTIFICATE OF ADOPTION
OF
CASCADE VALLEY FIGURE SKATING CLUB**

The undersigned hereby certifies that the undersigned is the duly elected, qualified and acting Secretary of Cascade Valley Figure Skating Club, Inc. a Washington nonprofit corporation (the "*Corporation*"), and that the foregoing Bylaws constitute the Bylaws of the Corporation as duly adopted by the Corporation's Board of Directors on November 10, 2017.

Executed as of November 20, 2017.

By: *MKJensen*
Name: Molly Jensen
Title: Secretary