

Bylaws of

The Birmingham Figure Skating Club, Inc.

Member Club of the United States Figure Skating Association

Adopted: Month: _____ Day _____ Year _____

Article I

Name, Nonprofit Status, and Affiliation

Section 1: Name: The name of the organization is “The Birmingham Figure Skating Club, Inc.” hereinafter “BFSC”.

Section 2: Nonprofit Status: BFSC was incorporated as a Nonprofit Corporation under the laws of the State of Alabama on August 1, 1961. Amended Articles of Incorporation were filed with the Probate Court of Jefferson County, Alabama on April 8, 1991

Section 3: USFSA Affiliation: BFSC is and shall remain a member club of the United States Figure Skating Association (hereinafter the “USFSA”), By virtue of this membership, BFSC and all of its members shall be subject to the bylaws and rules of the USFSA. The BFSC shall conduct its affairs in a manner consistent with the rules and bylaws of the USFSA and the members of the BFSC shall conduct themselves in a manner consistent with the codes and ethics as stated by the USFSA and the United States Olympic Committee.

Section 4: §501(C)(3) Status: BFSC shall conduct its affairs in a manner consistent with its status as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and shall abide by all laws, rules and regulations necessary in order to retain such status.

Article II

Purposes and Objectives

Section 1. BFSC is organized exclusively for charitable, and educational purposes and (1) to function as an amateur athletic association to foster national, international, and regional competition in the sport of figure skating; (2) to encourage and give guidance and help for the full participation in the sport of figure skating by all persons, regardless of age, race, religious creed, color, national origin or ancestry; (3) to improve and to advance amateur figure skating on ice in all its forms; (4) to educate and inform the public regarding figure skating, with emphasis on its pleasure and healthful and other benefits; (5) to publish and disseminate information concerning figure skating by bulletin, paper, book, magazine, or otherwise; (6) and generally to take all steps necessary or advisable to encourage amateur figure skating and realize the objectives of this organization, including the raising of money to support the activities by dues, fees, carnivals and any other lawful means; and (7) including the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the BFSC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above in Article II, Section 1. No substantial part of the activities of the BFSC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws, BFSC shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

Article III Membership

Section 1. Candidates for membership shall be individuals interested in the object and purposes of the BFSC.

Section 2. Classes of Memberships:

A. Full Members. Full members are those who designate the BFSC as their “home club” wider the USFSA rules and shall have all the rights and privileges authorized by the USFSA bylaws and rules and shall enjoy all the rights and privileges authorized by the by-laws and rules of the BFSC except that those members who have not attained the age of eighteen (18) years shall not have the right to vote, to hold a position on the Board of Directors, or to be an officer.

B. Associate Members. Associate members are those who designate another USFSA Club as their “home club”. They pay dues to BFSC in an amount to be determined from time to time by the Board of Directors of the BFSC and shall have all rights, privileges, and obligations of full members (including the right to test at the same fee structure as full members) except that they are not allowed to vote, hold office, serve on certain committees, or be elected to the Board of Directors of the BFSC.

C. Honorary Members. A candidate for Honorary Membership shall be not less than eighteen (18) years old; and he shall have been continuously active in and shall have substantially contributed to the advancement of the objectives of the BFSC for a minimum of ten (10) years prior to his election to this class of membership. Honorary Membership shall require a vote of two-thirds (2/3) of the Board of Directors present at a meeting of the Board of Directors provided that fifty percent of all Directors are present and voting; and provided further that fifteen (15) days written notice shall have been given to all Directors of a meeting at which the candidate may be elected to Honorary membership. The notice shall include the name of the candidate to be considered. Honorary members have the same rights, privileges, and obligations, as full members but

are exempt from paying regular BFSC dues. The BFSC shall pay the USFSA dues of the Honorary Member. Any other fees such as ice time or test fees shall be paid by the Honorary Member at the same rate as full members.

D. Any person under the age of eighteen (18) may apply for and become a full member if and only if at least one of his/her parents or guardians also applies for and becomes a full member, so that any member who is under the age of eighteen (18) shall have at least one parent or guardian who is also a full member.

Section 3: Application for Membership. Applications for admission, with appropriate fees, shall be submitted to the Membership Chairman and the Membership Chairman shall submit all applications to the Board of Directors for their approval. Membership applications shall be voted on by the Board within sixty days (60) of receipt and the membership application must be approved by a vote of the majority of Directors present at a meeting where a quorum is present. A membership application shall not be denied because of race, age, or religious preference. Each applicant shall be notified by the Membership Chairman of the vote of the Board of Directors relative to his application.

Section 4: Suspension of Membership or Expulsion. The Board of Directors shall have the authority to suspend from good standing in BFSC or to — from the BFSC any member for failure to pay indebtedness to the club when due, or for other conduct which in the judgment of the Executive Committee or the Board of Directors, as the case may be, is detrimental or injurious to the interests of the BFSC. A suspended individual may be reinstated at anytime by the decision of the Board of Directors. Except in the case of suspension or expulsion for nonpayment of dues or other indebtedness to the BFSC, any suspension or expulsion must take place in accordance with the following procedure:

- A. Grievance Amendment: The Board of Directors of the BFSC, or any BFSC member or members, or other USFSA member club having complaint against a BFSC member for violation of the by-laws or rules of the BFSC, for violation of the Code of Conduct of the USFSA (as set forth in GR1.O3 or any subsequent version of the said Code of Conduct) for the infraction of any law, or for conduct detrimental or injurious to the welfare of the BFSC may report the same in writing to the Board of Directors. Such complaint shall set forth the factual allegations, together with the names of witnesses, if any.
- B. Notice of Hearing: After receiving such complaint, the Board of Directors shall give the member whose suspension or expulsion is ought (hereinafter “the respondent”) notice in writing of his/her proposed suspension or expulsion and the reasons therefore. Such notice shall be mailed, certified mail, return receipt requested, to the address of the respondent as shown on the most recent records of the BFSC and shall include the date and location of the scheduled hearing on such complaint. Notice of the date and location of the hearing shall also be mailed, first class mail, postage prepaid, to all complainants. Electronic mail shall not be utilized during Grievance proceedings, Notices of Hearings and similar matters requesting the involvement of the Executive Committee.

- C. Hearing conducted by Executive Committee: A hearing shall be held before the Executive Committee of the BFSC, consisting of the President, Vice-President, Secretary, Treasurer, and Test Chairman. Each member of the Executive Committee must be present at the hearing. If there is a vacancy in one of these offices, or the complainant is a member of the Executive Committee, or if one member is incapacitated, the Membership Chairman shall be substituted for that absent or alleged officer. The hearing shall be held as soon as practicable provided that the hearing must be held not less than 15 days nor more than 60 days after the date upon which such notice was mailed to the respondent. At the hearing, the respondent and the complainant shall be provided an opportunity to be heard, along with any witnesses. A majority vote of the Executive Committee shall be effective to suspend or expel the respondent provided that the Executive Committee reduce to writing its decision which shall include findings of fact and a recitation of the testimony upon which it relied in reaching its decision.
- D. Appeal From the Decision of the Executive Committee: An appeal from a decision of the Executive Committee may be taken by either the respondent or the complainant by serving a written notice of such appeal upon the Secretary within ten (10) days of the decision of the Executive Committee. A special meeting of the Board of Directors shall be called within forty-five (45) days for the consideration of the matter. Both the respondent and complainant shall be given at least ten (10) days written notice of the date and location of the special meeting entitled to be heard, along with any witnesses and the matter shall be heard de novo by the Board of Directors. A majority decision of the Board of Directors shall be reduced to writing, along with the reasons upon which the decision is based, and shall be final.
- E. Suspension or expulsion for nonpayment of indebtedness to the BFSC may be accomplished by a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors, without the necessity of a hearing as provided in paragraph (c) above, upon a statement signed by the treasurer of the BFSC of the amount owed and the reason for the indebtedness and the duration of its delinquency. Such written statement shall be attached to the minutes of the meeting at which suspension or expulsion occurred. The Board of Directors may reinstate the suspended or expelled member upon his/her payment of the debt.
- F. Automatic Expulsion: Any BFSC member expelled from the USFSA in accordance with its Constitution, by-laws, or rules shall automatically be deemed expelled from the BFSC forthwith by the Board of Directors, whose action shall be final and conclusive.
- G. Suspension or expulsion shall not relieve the suspended or expelled member from any previously incurred financial obligation to the BFSC.

Article IV Membership Meetings

Section 1. Annual Meeting: An annual meeting for the transaction of business and the election of directors shall take place during the fiscal year of the BFSC at such time and such place as may be determined by the Board of Directors. The election of directors should take place in time that a list of newly elected officers can be timely provided to the USFSA for listing in its directory for the upcoming year. The results of the annual election of Directors and officers shall be reported to the USFSA within 30 days of the election as provided by M.R.8.04.

Section 2. Special Meetings: The President and/or the Board of Directors shall have the authority to call special meetings of the BFSC. Special meetings shall also be called by the Secretary upon the written petition, whether postal or electronic mail, of ten percent (10%) of the membership. All petitioners must be voting members. Notice of special meetings must be provided to all members of the BFSC in advance of the date of the meeting in accordance with Article IV Section 3 below. At any such meeting, only such business as is clearly set forth in the call for the meeting shall be considered.

Section 3. Notice of Annual and Special Meetings of the Membership: Written notice stating the place date 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 delivered not less than 10 nor more than 50 days before the date of the meeting, either personally, by mail, or by electronic mail or at the direction of the President, or the Secretary or the secretary acting pursuant to the written petition of 10% of the membership, to each member entitled to vote at such meeting. If mailed, notice shall be deemed to be delivered when deposited in the U.S. mail addressed to the member at his address as it appears on the records of the BFSC, with postage prepaid thereon. (§10-3A-29, Ala. Code, 1975)

Section 4. Mail Voting: The business of the BFSC may be decided by means of a mail vote, postal mail or electronic mail, upon authority of the Board of Directors or by referendum request. Such request for a vote shall be transmitted in writing, postal or electronic format, to the BFSC over the signatures of the petitioners, all of whom must be voting members whose number must equal at least ten percent (10%) of the membership of the BFSC. Complete written details and request for a vote shall be sent to each member entitled to vote at least fifteen (15) days prior to the deadline for tabulation of the votes. A quorum for a vote by mail, postal or electronic, shall be the return, within the deadline specified, of twenty-five (25%) of all full members who are eligible to vote. Any matter so submitted to a mail, postal or electronic, vote should be determined by a majority of the ballots cast. The members shall be notified by postal or electronic mail, of the results of the voting.

Section 5. Proxy Voting: Full-voting members may appoint a proxy to vote or otherwise act for the member by signing an appropriate form. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. The proxy appointment shall be effective only for the stated meeting. The proxy appointment shall be in substantially the following form:

I, _____, a full voting member in good standing of the standing of the BFSC, hereby appoint _____ as my proxy to cast my vote(s) at the meeting of the membership of the BFSC scheduled for the ___ day of _____, 20 ____.

Signature dated: _____

Signature of BFSC member

Witness

Section 6. Quorums: A quorum for either an annual or special meeting of the BFSC shall be the presence in person or by proxy of twenty five percent (25%) of full members who are eligible to vote. Any matter submitted to a vote shall be determined by a majority of the votes cast.

Section 7. Definition of "voting member": -- A "voting member" as used in these by-laws is a member who is at least eighteen (18) years of age and is in good standing with no arrearages dues or other indebtedness to the BFSC and who has been a full member in good standing for at least ninety (90) days prior to the vote in question. Each voting member shall be entitled to one vote on each matter, which is put to a vote, whether voting in person, by postal mail, by electronic mail or by proxy. Cumulative voting is not permitted.

Article V
Board of Directors

Section 1. Number of Directors: The governing body of the BFSC shall be a Board of Directors consisting of not less than seven (7) and not more than fifteen (15) full voting members. Directors shall be added to the Board of Directors in even numbers and the number of directors shall be determined from the following schedule. The number of club members as of the date of the call of the meeting to vote on candidates for the Board of Directors shall be determinative.

Number of Club Members	Number of Directors
1-70	7
71-90	9
91-130	11
131-170	13
Over 170	15

The Board of Directors shall establish the policies of the BFSC.

Section 2. Nomination and Election of Board of Directors:

- a. The President shall appoint and charge a Nominating Committee consisting of three (3) full voting members and shall designate one (1) of the three members as chairman.
- b. The Nominating Committee shall first canvas all full voting members who are eligible to serve on the Board of Directors and shall determine every person among them who is willing to serve on the Board. Those persons who are eligible and willing to serve shall be divided into two groups, Group "A" consisting of those persons who are eligible and willing to serve as officers and "Group B" consisting of those persons who are either not eligible or not willing to serve as officers but who are eligible and willing to serve on the Board of Directors. At the annual meeting, each member shall be entitled to cast five votes for persons on the "Group A" list and the remainder of each member's vote shall be cast for those persons on the "Group B" list so that each member is entitled to cast a total number of votes equal to the number of Directors to be elected. Members may not shift their votes out of one group of candidates into the other (for example - if a member has 11 votes he may not cast more than 5 votes for persons in "Group A" nor more than 6 votes for persons in "Group B") though he is free to cast fewer than the votes to which he is entitled if he so wishes.
- c. Additional nominations for places on the Board of Directors may be made by written petition, signed by not less than three (3) voting members of the BFSC and delivered to the Chairman of the Nominating Committee or to the President of the BFSC. The nominating committee shall place the person so nominated in either "Group A" or "Group B" of candidates depending on the nominee's eligibility and willingness to serve.
- d. A ballot setting forth the persons on "Group A" and "Group B" shall be submitted to the membership not later than thirty (30) days prior to the meeting at which the election shall take place. The ballot shall provide that each member may vote by one, but only one, of three ways: (1) by voting in person at the meeting, (2) by mailing or hand delivering the ballot or (3) by appointing a proxy to cast the member's vote at the meeting. Instructions shall be included with the ballot as to as to how many votes each member is entitled to vote, how they are to apportion the votes between persons in "Group A" and "Group B", the deadline and location where the ballot should be delivered if they choose to vote by mail, and how the ballot will be handled in the event that instructions are not followed. The ballot shall further state that nominations for candidates for the Board of Directors may be made from the floor at the meeting.
- e. Nominations for positions on the Board of Directors may be made from the floor at the meeting despite the fact that the person so nominated may not have been included on the written ballot mailed to the membership.

- f. Each nominee for a position on the Board of Directors (on either “Group A” or Group B”) shall be a full or honorary voting member in good standing who shall have been a member of a USFSA club for at least six (6) months prior to his nomination and a member of the BFSC at least 90 days prior to his nomination (per Article IV Section 7), and shall not be less than eighteen (18) years old, and shall have consented to serve, if elected, in the position for which he is nominated.
- g. In addition, each of the nominees for the offices of President; Vice President, Secretary, Treasurer and Test Chairman (“Group A”) shall be a full or honorary voting member shall not be less than eighteen (18) years old, and shall have served at least one (1) full term as a member of the Board of Directors prior to his nomination.
- h. The President shall appoint two (2) persons who are not at that time serving on the BFSC Board of Directors to tally the votes cast at the meeting for Directors along with mail ballots and proxy votes and shall report the results of the voting to the President who shall certify the votes and announce the results of the voting. In the event of a tie vote, the existing Board of Directors shall cast votes to break any tie.

Section 3. Board of Directors -Term: The Directors shall be elected for one year and shall take office June 1 following the date of their election. The Board of Directors is empowered to fill vacancies with its membership and to increase its membership as required in Article VI Section 1 of these Bylaws but such appointed directors shall serve only until May 31 of the year in which they were elected.

Article VI Powers and Duties of the Board of Directors

Section 1. Regular Meetings: The Board of Directors shall meet no less than once each quarter, on the call of the President or on a call of one third (1/3) of the members of the Board. Meetings shall be held after reasonable notice, and a quorum shall consist of fifty per cent (50%) of the Board.

Section 2. Special Meetings: Special meetings of the Board of Directors may be called by the President or shall be called upon the request of one third (1/3) of the members of the Board, Reasonable notice must be given to all Board members of such special meetings, and a quorum shall consist of fifty percent (50%) of the Board.

Section 3. Action Without a Meeting: The Board of Directors may vote to take action without a meeting provided that consent in writing or electronic mail, setting forth the action so taken, is signed by all the Board Members entitled to vote with respect to the subject matter thereof Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or documents filed with either the probate judge or secretary of state. (§10-3A-40, Ala. Code, 1975) The aforesaid consent in writing or electronic mail shall be entered into the minutes of the next regular Board meeting. Voting of the Board by telephone poll or electronic mail conducted by the President or by delegation of the President is permitted provided that the

results of such a vote shall be documented and entered into the minutes of the next regular Board meeting.

Section 4. Notice of Meetings: Neither the business to be transacted at, nor the purpose of any regular meeting of the Board of Directors need be specified the notice of such meeting. At special meetings, only such business as is clearly set forth in the call for the meeting shall be considered. Notice of regular and special meetings may be given by any reasonable means.

Section 5: Authority of Board of Directors: The Board of Directors shall have entire authority in the management of the affairs and the finances of the BFSC and shall have general control of all of its properties. They shall make such rules and policies and procedures as they deem proper respecting the use of the BFSC's property; prescribe rules for the admission of visitors, determine penalties for offenses against the rules and make the rules and establish policies and procedures for their own government and that of its committees They shall establish, and may change from time to time, a dues structure for the various classes of membership, and shall establish rules and fees for test sessions, BFSC sponsored ice shows, carnivals, or exhibitions, and for BFSC sponsored competitions. They shall elect one or more delegates to the USFSA Governing Council as set forth by the USFSA Bylaws and rules and shall have the authority to pay the expenses of such delegates to attend Governing Council.

Section 6: Indemnification: The BFSC may, to the fullest extent now or hereafter permitted by law, indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that he, his testator, or in testate was or is a director, officer, employee or agent of BFSC, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees. The indemnification provided by this section shall be in addition to and not in restriction or limitation of any other privilege or power that a non-profit corporation of the State of Alabama may have with respect to the indemnification or reimbursement of officers or directors.

The BFSC shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or employee or agent of the BFSC.

Article VII Committees of the Board of Directors

Section 1. Authority of Board to Appoint Committees: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees which shall consist of two or more directors, which committees shall have the authority of the Board of Directors subject to the limitations established by §10-3A-38, Ala, Code, 1975 (copy attached).

Section 2. Standing Committees: Standing Committees shall consist of the Executive Committee, the Nominating Committee and the Audit Committee.

- A. The Executive Committee shall consist of the officers of the BFSC, which shall function as the finance committee. The Executive Committee, sitting as the Finance Committee, shall have the obligation of ensuring that all tax returns or reports which may be due are timely and properly tied and that the BFSC has complied with all State, Federal and Local tax laws and other regulations.
- B. The Nominating Committee shall consist of three (3) full voting members in — standing whom the President shall appoint. Its duties are set forth in Article V Section 2 herein above.
- C. The Audit Committee shall audit the records and accounts of the Secretary and Treasurer, verify the BFSC's bank balances, make a physical count of its properties and investments and render a report of its findings to the Board of Directors at the first meeting of the Board of Directors which falls 90 days or more after the end of the fiscal year. No person at that time serving on the Board of Directors shall be a member of the Audit Committee.

Article VIII Officers

Section 1. Officers: The officer shall consist of the President, Vice President, Secretary, Treasurer, and Test Chairman. All Officers must be registered members of the USFSA who have designated the BFSC as their home club and shall have served at least one (1) full term as a member of the Board of Directors prior to his nomination as an officer.

Section 2. Duties of Officers:

- A. President - The president shall preside at all membership and Board of Directors and shall act as chief executive of the BFSC, subject at all times to the approval of the Board of Directors. The President shall have the entire supervision and management of the BFSC and its property pending the action of the Board of Directors and shall have the power to call meetings and special meetings of the membership and the Board of Directors. The president, together with the Secretary, shall sign all agreements and contracts made by the BFSC upon approval of the Board of Directors.
- B. Vice President - The vice president shall perform the duties of the president if the president is absent or unable to act; shall supervise and coordinate the activities of the several committees except the Auditing Nominating and Finance committees; and shall perform such other duties as are delegated to him by the Board of Directors.
- C. Secretary - The secretary shall see that full minutes are kept of all meetings of the BFSC membership and the Board of Directors; shall maintain a complete record of members of the BFSC and their addresses; shall maintain a Rules and Procedure Manual on

a current basis; shall supervise all reports and documents connected with the business of the BFSC; shall issue notices of all meetings of the BFSC membership and the Board of Directors; and shall perform the usual duties of a recording and corresponding secretary using whatever assistance is required.

D. Treasurer - The treasurer shall be the financial officer of the BFSC. He shall keep records of all finds of the BFSC in the name of the BFSC in such bank or banks, as the Board of Directors shall designate. He shall disburse all monies owed by the BFSC for items or services approved by the Board of Directors. He shall maintain an accurate record of the financial status of the BFSC and make a monthly written report at every meeting of the Board of Directors. The treasurer, with the approval of one other officer of the BFSC, is authorized to disburse a sum of not more than \$50.00 when such expenditure will expedite BFSC affairs. The Treasurer shall prepare a yearly financial report and a proposed budget for presentation at the Annual Meeting of the membership and shall provide all reports necessary to the person(s) preparing the year end filings for all governmental agencies, where required. The President may from time to time appoint one or more persons OTHER than the Treasurer to make deposits to the bank accounts of the BFSC and those persons shall promptly provide deposit slips evidencing those deposits along with an accounting of the sources of income represented by those deposits to the Treasurer. For example, the President may choose to appoint the Test Chairman to deposit income from test sessions, a Competition Chair to deposit funds generated from hosting a competition, etc. as the President deems convenient and expedient for the benefit of the BFSC.

E. Test Chairman - The Test Chairman shall be responsible for planning organizing and carrying out all test sessions including the obtaining of qualified judges according to the needs of the members testing; for enforcing all USFSA and BFSC rules and procedures relative to test sessions including the payment of all testing fees; for completing in a timely manner all paperwork necessary for the proper recording of tests with the USFSA; and for prompt delivery of certificates evidencing tests passed to the member or guest who test on any BFSC test session.

Section 3. Any two or more offices may be held by the same person except the offices of President and Secretary. (§10-3A-41, Ala. Code.)

Section 4. Election of Officers: The President, Vice-President, Secretary, Treasurer; and Test Chairman shall be elected by the Board of Directors at their first regular meeting following their election in the spring by ballot, and shall hold office for one year or until their successors are chosen.

Section 5. Succession of Officers: Vacancies occurring the BFSC's Board of Directors due to death, resignation or other causes shall be filled according to the following succession: The President shall be succeeded by the Vice President. A vacancy occurring in the offices of Vice President; Secretary, Treasurer or Test Chairman shall be filled by appointment of the President until the next Board meeting at which time the office shall be filled by election of the Board of Directors. In the event of a vacancy in one or more of the officer positions for any reason, and if there are an insufficient number of persons on the Board of Directors who

meet the requirements of Article VIII Section 1 above (have served at least one (1) full term as a member of the Board of Directors prior to his nomination as an officer) or, who though meeting the requirement have declined to serve as an officer; that the Board of Directors may vote by majority vote to waive the said requirement for the balance of the unfulfilled term so as to fill the vacant officer position from among the sitting members of the Board of Directors.

Section 6. Removal of Officers: An officer may be removed for any reason by a majority vote of the Board of Directors. (can only be removed by the persons authorized to elect or appoint them- §10-3A-42, Ala. Code 1975)

Article IX Amendments to Articles of Incorporation and By-Laws

Section 1. Amendments to Articles of Incorporation: Members are entitled to vote to amend the Articles of Incorporation The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or a special meeting or by written mail ballot. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner provided herein for the giving of notice of meetings of members. The proposed amendment shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting. §10-3A-81, Ala. Code 1975

Section 2. Amendments to the By-Laws: By-Laws for the governance of the BFSC and its Board of Directors shall be adopted or amended by a two-thirds (2/3) vote of the Directors present at any meeting of the Directors; provided, that fifty percent (50%) of all Directors are present and voting; and provided further, that fifteen (15) days written notice via postal or electronic mail shall have been given to all Directors of a meeting at which the By-Laws may be adopted or amended. The written notice shall include the nature of the proposed revision to the By-Laws.

Article X Dissolution

Section 1. Condition of Dissolution: The BFSC shall not dissolve and surrender its incorporation charter to the State of Alabama so long as seven (7) members shall determine to maintain it in active operation.

Section 2. Orderly Dissolution: In the event of determination to disband, the Board of Directors shall have the power to terminate the affairs of the BFSC in the best interests of all of the members and in accordance with the laws of the State of Alabama.

Section 3. Compliance with Federal Tax Code for Exempt Organizations: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of Jefferson County, Alabama, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes, including, but not limited to The United States Figure Skating Association and/or its Memorial Fund, provided, that such distributions qualify within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. (From Amended Articles of Incorporation filed 4/8/91).

Article XI
Miscellaneous

Section 1. Parliamentary Procedure: All meetings of the membership and of the Board of Directors shall be conducted in accordance with Robert's Rules of Order.

Section 2 Fiscal Year: The fiscal year of the BFSC shall begin June 1 of each calendar year and end May 31 of the next succeeding calendar year.

Section 3 Membership Dues, Fees and Assessments: Membership dues, fees, and assessments shall be in such amounts as determined from time to time by the Board of Directors.

Section 4. Club Skating Sessions: The Board of Directors shall arrange for the obtaining of ice time on a regular basis for the exclusive use to the BFSC in accordance with USFSA rules. The Board of Directors may make whatever rules it deems advisable from time to time regarding skating on BFSC sessions.

Section 5: USFSA Delegates: The Board of Directors shall appoint from among its registered eligible members a delegate or delegates to the United States Figure Skating Association. The BFSC Secretary shall inform the USFSA's Secretary in writing, of the name and address of the delegates elected. Said delegate shall be the representative between the BFSC and the USFSA and shall attend the Governing Council meeting, either in person or by proxy. The Board may, as it sees fit, pay the traveling expenses of the delegate(s) to the meeting.

These By-Laws were adopted by the BFSC in accordance with its pre-existing By-Laws by a two-thirds (2/3) vote of the Board of Directors at a _____ meeting at which at least 50% of all Directors were present and voting on the _____ day of _____, _____.

President

Secretary