AMENDED AND RESTATED

BYLAWS

OF

SAN ANTONIO FIGURE SKATING CLUB

A Texas Non-profit Corporation

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A TEXAS NON-PROFIT CORPORATION

These Bylaws (these "Bylaws") of San Antonio Figure Skating Club, a Texas non-profit corporation (the "Club"), are subject to, and governed by, Texas Non-profit Corporation Law, as defined by Section 1.008(d) of the Texas Business Organizations Code, as amended, and the certificate of formation of the Company filed with the Secretary of State of the State of Texas on December 15, 1999, as amended (the "Certificate").

Article 1
CONSTRUCTION

1.01 Construction.

Unless the context otherwise requires: (a) the gender (or lack of gender) of all words used in these Bylaws include the masculine, feminine and neuter; (b) references to Articles and Sections (other than in connection with the Code or the TBOC) refer to Articles and Sections of these Bylaws; (c) words used in the singular shall also denote the plural, and words used in the plural shall also denote the singular; and (d) the term "including" shall mean "including, without limitation,". The headings contained in these Bylaws are for reference purposes only and shall not affect in any way the meaning or interpretation of these Bylaws.

Article 2
ORGANIZATION

2.01 Name.

The name of the Club is "San Antonio Figure Skating Club". All business of the Club shall be conducted in the name of the Club or such other name or names that comply with Law as the Board of Directors may select.

2.02 Registered Office; Registered Agent; Principal Executive Office; Principal Training Facility; Other Offices.

The registered office of the Club required by the TBOC to be maintained in the State of Texas shall be at 14546 Brook Hollow Blvd, #351, San Antonio, Texas 78232 or such other office (which need not be a place of business of the Club) as the Board of Directors may designate in the manner provided by Law (the "Registered Office"). The registered agent of the Club in the State of Texas shall be Registered Agents Inc., 5900 Balcones Drive, Suite 100, Austin, TX 78731, or such other Person or Persons as the Board of Directors may designate in the manner provided by Law ("Registered Agent"). The location at which the books and records of the Club shall be maintained shall be at such place as the Board of Directors may designate from time-to-time and shall be located in Bexar County, Texas or Comal County, Texas ("Principal Executive Office"). The principal training facility of the Club shall be located at the Ice and Golf Center at Northwoods, 17530 Henderson Pass, San Antonio, Texas 78232 ("Principal Training Facility"), or such other training facility as the Board of Directors may designate. The Club may have such other offices as the Board of Directors may designate, which need not be in the State of Texas.

2.03 Membership in U.S. Figure Skating.

3.07 The Club has been formed to be a member of U.S. Figure Skating, to exist for the purposes specified in Section 2.04 hereof. As such, the Club and its Members shall by subject to, and shall abide by the Bylaws and Official Rules of U.S. Figure Skating, as in existence, and as may be amended from time-to-time.

2.04 Purpose.

The Club is a non-profit corporation. It is organized, and shall at all times be operated, exclusively for the charitable purposes set forth in the Certificate. Consistent with the foregoing, the purpose of the Club is to foster figure skating on ice, by (i) promoting the sport of amateur and professional figure skating; (ii) providing educational and training opportunities for Members; and (iii) instilling good sportsmanship. In order to do so, the Club has been organized to exist as a member club of U.S. Figure Skating and, therefore, seeks to assist in carrying out the objects and purposes of U.S. Figure Skating in accordance with the provisions of the U.S. Figure Skating Bylaws and the Official Rules of U.S. Figure Skating. The Club shall maintain its membership in a manner consistent with the Bylaws, Official Rules, policies and procedures of U.S. Figure Skating.

2.05 Tax Exempt Requirements.

The Club will not be operated for the pecuniary gain or profit, incidental or otherwise, of any private Person. No part of the net earnings of the Club shall inure to the benefit of or be distributable to the Directors, or Officers of the Club or the Members, or to any other private Person, except that 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 set forth herein, including to the Member(s) in conformity with its purposes and policies confirmed by the Board of Directors, including, but not limited to scholarships distributed pursuant to the Club's guidelines for scholarships, and Scrips program distributions. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Club 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 provisions of these Bylaws, the Club shall not conduct or carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation to which contributions are deductible for federal income tax purposes under Section 170(c)(2) of the Code. The requirements specified above in this Section 2.05 shall be collectively referred to as the "Tax Exempt Requirements".

2.06 Powers.

To the extent necessary to carry out its authorized purposes, the Club shall have and exercise (i) all the rights, powers, privileges, authority, and functions given by the general Law of the State to corporations incorporated under Texas Non-Profit Corporation Law, without limitation; (ii) all powers not in conflict thereof granted to domestic non-profit corporations by Texas Non-Profit Corporation Law; and (iii) all other powers of a like or different nature not prohibited by Law which are necessary or useful to enable the Club to perform the authorized purposes for which it is created, including but not limited to, the power to acquire land and enter into a sale, loan, lease, grant, transfer, trust, operating, or other agreement, each as authorized by Texas Non-Profit Corporation Law. For the avoidance of doubt, the Club shall not, except to a non-material and insubstantial degree, engage in activities or exercise any powers that are not in compliance with these Bylaws, or that are not in furtherance of the primary purpose of this Club as set forth in Section 2.04 hereof.

Article 3
MEMBERS

3.01 Members.

The Club shall have members who are interested in the objects and purposes of the Club and who are, except as otherwise set forth herein, registered with U.S. Figure Skating, with voting rights and other legal rights or privileges in connection with the governance of the Club, in accordance with such provisions and criteria pertaining to qualifications, classification, privileges, application and acceptance of members established from time-to-time by the Board of Directors (the "Members"). Members of the Club shall be required to abide by, and to conduct themselves in a manner consistent with these Bylaws, the policies, procedures, rules of the Club, and the Club code of conduct, as well as the Bylaws of U.S. Figure Skating, and the Official Rules, policies, procedures, code of conduct, code of ethics and principles of behavior of U.S. Figure Skating.

3.02 Membership Application.

(a) Candidates for Club membership shall be submitted by the prospective member to the Club (the "Membership Application"). In the Membership Application, the candidate for Club membership shall state the name, age and address of the candidate, and shall provide an executed agreement(s) to comply with the Bylaws, policies, procedures, rules of the Club, as well as the Club codes of conduct, in the digital or paper form provided to the candidate by the Club.

(b) Completed Membership Applications shall be provided to the chairperson of the Membership Committee. The Membership Committee shall verify with U.S. Figure Skating that said renewing or transferring member candidate is registered as a member of U.S. Figure Skating, and that any renewing candidate is in good standing with U.S. Figure Skating prior to approving the candidate as a Member of the Club. If the candidate is seeking a new membership in the Club, and is seeking membership at a membership level that includes registration with U.S. Figure Skating, at the time that the Membership Application is submitted, said candidate, upon approval, will be registered to be a member of U.S. Figure Skating by the Membership Committee; provided, however, said candidate has paid the appropriate Member Dues.

(c) If the Club denies membership to a candidate, the Club shall provide the candidate with a written rejection notice identifying the basis for the rejection ("Rejection Notice"). If a candidate for Club membership is rejected, said candidate will not be eligible to reapply to the Club for membership until such time as a period of six (6) months has elapsed from the date of the Rejection Notice, or as otherwise agreed to by the Board of Directors. Notwithstanding the foregoing, if a candidate has been barred, banned or otherwise ineligible for membership by or from U.S. Figure Skating or by the U.S. Center for SafeSport, said candidate will not be eligible for Club membership or to reapply for Club membership following a Rejection Notice.

(d) To the extent there is a conflict between this Section 3.02 and the Membership Application packet, the Membership Application packet shall control.

3.03 Termination of Membership.

(c) The membership of a Member may be terminated as follows:

(a) a Member may submit a written resignation to the Board of Directors terminating the Member's membership in the Club;

(b) a Member's membership in the Club may be terminated by the Club if the Member has failed to pay the Member's Dues and remains delinquent in the payment of Dues past the applicable notice and cure period set forth in Section 3.04(d);

(c) a Member's membership in the Club may be terminated by the Club if (i) the Member has been found to be in violation of the Bylaws, policies, procedures, rules of the Club, or the Club code of conduct on no less than (2) occasions; (ii) the Member has been provided with written notice of such violation by first class or certified mail to the last known address of the Member as reflected in the Club records, and the Member has failed to cure the violation within thirty (30) days of the date the Member receives the written notice; or (iii) the Member has been provided with written notice of such violation as set forth herein, and due to the egregious nature of the violation, the violation is not curable; and (iv) the Member has been afforded a hearing before the Board of Directors, and an opportunity to appeal the termination at the a meeting of the Members. A Majority Vote of the Members, taken pursuant to the terms of these Bylaws, favoring reinstatement of such Member shall have the effect of nullifying the termination. Notwithstanding the foregoing, a Member's membership in the Club may be terminated by the Club if a Member is barred, banned, suspended or is otherwise ineligible for membership by or from U.S. Figure Skating or by the U.S. Center for SafeSport.

3.04 Dues.

(a) Dues. The Board of Directors may establish, as it shall deem necessary, on an annual basis, the appropriate membership dues (the "Dues"), which Dues may vary in accordance with membership level as set forth in Section 3.05 hereof. Candidates for Club membership shall pay the applicable Dues concurrently with the delivery of the Membership Application to the Club. To the extent there is a conflict between this Section 3.04(a) and the Membership Application packet, the Membership Application packet shall control.

(b) Payment of Dues. Dues shall be payable no later than June 30th of each year, prior to beginning of the U.S. Figure Skating skating year (season) (currently, July 1) (the "Skating Year"), as set forth by U.S. Figure Skating. Dues payments made after June 30th of each year will be assessed a late fee as set forth in the membership application, save and except for, new Members applying for membership subsequent to the beginning of the Skating Year and any late fees or late registration fees assessed by U.S. Figure Skating. All Dues payments made to the Club shall be by personal check, electronic transfer or by credit card. Any individual joining the Club, for the first time, may join at any time after January 1 of the Skating Year at a fifty percent (50%) prorated Dues amount. For purposes of clarification, only the portion of Dues attributable to club fees is subject to proration, any fees associated with U.S. Figure Skating shall be paid in full by the new Member at the rate charged by U.S. Figure Skating (including, but not limited to any late fees or late registration fees assessed by U.S. Figure Skating), To the extent there is a conflict between this Section 3.04(b) and the Membership Application packet, the Membership Application packet shall control.

(c) Additional Assessments. The Board of Directors shall have the power to levy additional assessments as the Board of Directors may decide in any year upon each Member of the Club ("Additional Assessment"). The Members shall be notified by the Board of Directors, in writing, of any such Additional Assessment, and such written notice must state (i) the specific purpose for which the Additional Assessment has been made; (ii) the amount of the Additional Assessment; and (iii) the due date for the payment of the Additional Assessment. If the amount of the Additional Assessment is equal to or in excess of One Hundred Fifty and No/100 Dollars ($150.00) per Member, or if such Additional Assessment, when taken in the aggregate, will cause the total amount of Additional Assessments levied in any one Skating Year to exceed One Hundred Fifty and No/100 Dollars ($150.00), such Additional Assessment cannot be imposed against the Members, unless such Additional Assessment has been approved by a Majority Vote of the Members taken pursuant to the terms set forth in these Bylaws.

(d) Notice and Cure Period. Any returning or renewing Member in arrears for the payment of Dues, or other indebtedness to the Club, shall be notified, in writing, by the Club Treasurer of such indebtedness ("Past Due Notice"). The Past Due Notice shall be mailed by first class or certified mail to the last known address of the delinquent Member as reflected by the Club's records. The Member shall have a period of thirty (30) days from the date the Member received the Past Due Notice to cure the delinquency by making a payment to the Club in the amount of the full outstanding balance of the delinquent Member's indebtedness. Should the delinquent Member not cure the delinquency within the applicable cure period, the Club Treasurer shall report such failure to the Board of Directors at the next scheduled board meeting. Following such report, the Member's membership may be terminated by Board of Directors pursuant to Section 3.03(b) hereof. A Member that is terminated by Club membership due to the failure to cure indebtedness pursuant to the terms of this Section may, upon receipt of the full outstanding balance of the delinquent Member's indebtedness, be reinstated to full Membership, if such member has not previously been terminated pursuant to the terms of this Section 3.04(d) and Section 3.03(b) more than two (2) occasions in the immediately prior five (5) year period.

3.05 Membership Levels.

Membership in the Club, and the privileges associated therewith, may vary by membership level as set forth below. To the extent there is a conflict between this Section 3.05 and the Membership Application Packet, the Membership Application Packet shall control.

(a) Full Skating Membership: Adult skaters, age eighteen (18) years or older, and those Members who are age seventeen (17) years or younger or are subject to a "power of attorney" or other legal guardianship (as of the first day of the Skating Year)("Minor Skater"), represented by a Member parent or guardian ("Member Parent or "Member Guardian"), are eligible for a Full Skating Membership. Full Skating Membership Members pay the Dues attendant to the Full Skating Membership, and are entitled to all Club rights and privileges. Notwithstanding the foregoing, the Member Parent or Member Guardian shall be eligible to vote or hold elected office in the Club, on behalf of the Minor Skater.

(b) Introductory Full Skating Membership: Adult skaters, age eighteen (18) years or older, and Minor Skaters, represented by a Member Parent or Member Guardian who are seeking, for the first time, a Full Skating Membership in the Club and U.S. Figure Skating for the first time are eligible for an Introductory Full Skating Membership. Introductory Full Skating Membership Members pay the Dues attendant to the Introductory Full Skating Membership, and are entitled to all Club rights and privileges. Notwithstanding the foregoing, the Member Parent or Member Guardian shall be eligible to vote or hold elected office in the Club, on behalf of the Minor Skater.

(c) Collegiate Membership. Adult skaters, age eighteen (18) years or older and who are currently enrolled full-time college students, are eligible for a consecutive four (4) year Collegiate Membership, with such annual Collegiate Membership Dues to include the annual U.S. Figure Skating membership dues during the course of the four (4) year Collegiate Membership. At the expiration of the four (4) year Collegiate Membership term, the availability of the Collegiate Membership to the Member shall terminate, and the Collegiate Membership Member may re-apply to the Club for a Full Skating Membership by submitting a Membership Application for a Full Skating Membership pursuant to the terms hereof. Collegiate Membership members are entitled to all Club rights and privileges, and shall be eligible to vote or hold elected office in the Club. Collegiate Membership members are not required to fund raise or contract ice time.

(d) Coach Membership. Individuals who are registered U.S. Figure Skating coaches, shall be eligible for a Coach Membership. Coach Membership Members pay the Dues attendant to the Coach Membership, are entitled to all Club rights and privileges, and shall be eligible to vote or hold elected office in the Club. Coach Membership Members must be in good standing with U.S. Figure Skating, and

have satisfactorily completed U.S. Figure Skating compliance requirements, including but not limited to, applicable SafeSport training, annual background check requirements, and any applicable continuing education requirements.

(e) Officials Membership. Individuals who are registered U.S. Figure Skating judges or officials, shall be eligible for an Officials Membership. Officials Membership Members pay the Dues attendant to the Officials Membership, are entitled to all Club rights and privileges, and shall be eligible to vote or hold elected office in the Club. Officials Membership Members must be in good standing with U.S. Figure Skating, and have satisfactorily completed U.S. Figure Skating compliance requirements, including but not limited to, applicable SafeSport training, annual background check requirements, and any applicable continuing education requirements.

(f) Associate Skating Membership. Individuals who desire to participate in Club functions, but have declared another club as their "home club" are eligible for an Associate Skating Membership. Individuals applying for an Associate Skating Membership that are under the age of 18 are required to have a parent/guardian representative. Associate Skating Membership Members shall pay the Dues attendant to the Associate Skating Membership, and shall be entitled to limited Club rights and privileges. Associate Skating Membership Members have the right to receive the monthly newsletter, receive membership pricing on test sessions, attend Club ice sessions as second in priority, and attend select club social functions at reduced or Member prices, which will be identified in advance of the event. The Associate Skating Membership does not provide the right for recognition during Club send-offs and similar celebrations, though the Board reserves the right to provide recognition for Associate Skating Members on a case by case basis. The Associate Skating Membership does not provide for the right to vote, the right to hold elected office (Director and Officer), the right to apply for the competition team, the right to receive annual Club awards, or the right to apply for scholarships distributed pursuant to the Club's guidelines for scholarships. The Associate Skating Membership does not include the dues for a U.S. Figure Skating membership or a membership in U.S. Figure Skating. The Associate Skating Membership Member shall be solely and exclusively obligated to timely pay his or her U.S. Figure Skating dues separate and apart from the Club Dues.

(g) Social Skating Membership. Individuals who desire to participate in Club social functions, but are not an Individual Member of U.S. Figure Skating nor a member of another Figure Skating Club. Individuals applying for a Social Membership that are under the age of 18 are required to have an additional parent/guardian representative who is also a Social Member. Social Membership Members shall pay the Dues attendant to the Social Membership, and shall be entitled to limited Club rights and privileges. Social Membership Members have the right to receive the monthly newsletter and attend select club social functions at reduced or Member prices, which will be identified in advance of the event. The Social Membership does not provide the right for recognition during Club send-offs and similar celebrations, though the Board reserves the right to provide recognition for Social Members on a case by case basis. The Social Membership does not provide for the right to vote, the right to hold elected office (Director and Officer), the right to apply for the competition team, the right to receive annual Club awards, or the right to apply for scholarships distributed pursuant to the Club's guidelines for scholarships. The Social Membership does not include the dues for a U.S. Figure Skating membership or a membership in U.S. Figure Skating.

3.08 3.06 Annual Meeting of Members.

3.09 The Club shall hold an annual meeting of its Members within sixty (60) days of the end of the Skating Year for the purpose of electing Directors, and for the transaction of such other business as may come before the meeting at a time, date and place stated in or fixed in accordance with a resolution of the Board of Directors, and as set forth in the notice to the Members. If no place is stated in the notice for the location of the meeting, the meeting shall be held at the Club's Principal Training Facility, the address of which is set forth in Section 2.02 of these Bylaws.

3.10 Special Meetings of the Members.

3.11 Special meetings of the Members may be called at any time, by the Secretary (i) at the direction of the President; (ii) at the direction of not less than three (3) Directors; or (iii) upon the written request of not less than one tenth ($1/10^{th}$) of the Members, each of whom are in good standing with the Club. If no place is stated in the notice for the location of the meeting, the meeting shall be held at the Club's Principal Training Facility, the address of which is set forth in Section 2.02 of these Bylaws. Except as otherwise provided by Law or these Bylaws, any and all business may be transacted at a special meeting.

3.12 Notice of Meetings.

3.13 Notice shall be given to each Member entitled to vote at a meeting in a fair and reasonable manner. Notice may be provided to each Member (i) by first class or registered mail to the last known address of the Member as reflected in the Club records, not less than thirty (30) days prior to the annual meeting and not less ten (10) Business Days prior to a special meeting; or (ii) by electronic mail to the last known email address of the Member as reflected in the Club records, not less than thirty (30) days prior to the annual meeting and not less than ten (10) Business Days prior to a special meeting; and (iii) by the posting of the notice at the Principal Training Facility not less than thirty (30) days prior to an annual meeting or not less than ten (10) Business Days prior to a special meeting. A written notice included within or delivered as part of a newsletter or other publication regularly mailed to Members shall constitute a written notice if delivered pursuant to (i) of the immediately preceding sentence. The time, date, place of each annual meeting, and the time, date, place and purpose of any special meeting must be set forth within the written notice to the Members. The notice for an annual meeting only needs to include a statement of purpose if the annual meeting will include (i) an amendment to the Articles of Incorporation, Certificate or Bylaws of the Club; (ii) a merger; (iii) a sale, lease, exchange or other disposition other than in the usual and ordinary course of business or all or substantially all of the property or assets of the Club; or (vi) the dissolution, termination, winding up or liquidation of the Club. If a meeting is adjourned to another date, time or place, no new notice is required, if the time, date and place of the meeting is announced prior to the adjournment.

3.14 Proxies.

3.15 At all meetings of Members, a Member with voting rights may vote by proxy by executing an appointment form or a similar writing, either personally or by the Member's duly authorized attorney-in-fact. A Member with voting rights may also appoint a proxy by transmitting or authorizing the transmission of an electronic communication providing a written statement of appointment to the proxy or other person duly authorized by the proxy to receive appointments as agent for the proxy or to the Club. Such proxy appointment form, similar writing or electronic communication shall be delivered to the

Secretary prior to the time of the meeting. The appointment of a proxy is effective for the current vote for which it is filed, and shall automatically terminate thereafter, without the need of further documentation.

3.16 Quorum and Manner of Voting.

3.17 All Members over eighteen (18) years of age as of the first day of the Skating Year, including, but not limited to Members, Member Parents and Member Guardians, with voting rights, in attendance at a duly called and noticed meeting shall constitute a quorum. Action on a matter by the Members is approved by a Majority Vote.

3.18 Meetings by Telecommunications.

3.19 Any or all of the Members may participate in an annual or special membership meeting by, or the meeting may be conducted through the use of any means of communication by which all Members participating in the meeting can hear each other during the meeting. A Member participating in a meeting in this manner is deemed to be present in person at the meeting.

3.20 Consent Actions.

3.21 Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent, in writing, that sets forth the action so taken, shall be executed and returned to the Secretary by a Majority Vote of the Members with voting rights with respect to the subject matter thereof. Such consent action shall have the same force and effect as a unanimous vote of the Members. Unless an "effective date" is set forth in such consent action, the effective date of the consent action shall be the date the last signature needed to make the consent action effective is returned to the Secretary. All executed consent actions shall be filed within the minutes of the meetings of the Members.

3.22 Delegates to the U.S. Figure Skating Governing Council.

3.23 Delegates to the U.S. Figure Skating Governing Council must be registered Members of the Club and must meet the qualifications set forth in Article VII, Section 1 of the U.S. Figure Skating Bylaws. The Club's Board of Directors shall appoint, from among the Club's Members, the requisite number of delegates to the Governing Council as determined in accordance with Article VII, Section 2 of the U.S. Figure Skating Bylaws. The Club's delegates shall be representatives of the Club 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 Club 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 Club.

3.24 Liability to Third Parties.

The Members shall not be liable for the debts, obligations or liabilities of the Club, including under a judgment decree or order of a court.

3.25 Capital Contributions.

The Members may, but are not required to, make capital contributions to the Club at such times and in such amounts as determined by the Member or Members in their sole and absolute discretion.

3.26 Distributions.

As set forth in Section 2.05, the Club may make cash distributions to the Member(s) at such times and in such amounts as may be determined by the Board of Directors, and only in the instance that such

distributions are in furtherance of the Club's purpose in the form of scholarships distributed pursuant to the Club's guidelines for scholarships, Scrips distributions or as otherwise expressly established by written resolutions of the Board or the written policies of the Club. The Club may make non-cash distributions (for example, items of property) to the Member at such times and in such forms as may be determined by the Board of Directors. Notwithstanding any other provision of these Bylaws, neither the Club, nor the Board of Directors on behalf of the Club, shall make a distribution to the Member if such distribution would violate the TBOC or other applicable Law.

Article 4
MANAGEMENT

4.01 Management by Board of Directors.

(a) Subject to the provisions of the TBOC, non-profit law and any limitations in these Bylaws as to action to be authorized or approved by the Members, including Section 4.01(b), all management powers over the business and affairs of the Club shall be exclusively vested in a board of directors (the "Board of Directors"). Collectively, the members of the Board of Directors (each, a "Director") shall constitute "directors" of the Club within the meaning of the TBOC. The Board of Directors may delegate certain of its powers to officers (the "Officers"), who shall be agents of the Club. The Members, by virtue of their status as a Member of the Club, shall not have any management power over the business and affairs of the Club or actual or apparent authority to enter into contracts on behalf of, or to otherwise bind, the Club. Except as otherwise specifically provided in these Bylaws, the authority and functions of the Board of Directors and of the Officers shall be identical to the authority and functions of the board of directors and officers, respectively, of a corporation organized under the TBOC. In addition to the powers that now or hereafter can be granted to directors under the TBOC and to all other powers granted under any other provision of these Bylaws, the Board of Directors (subject to Section 4.02 of these Bylaws) and the Officers (subject to Section 4.04 of these Bylaws and the direction of the Board of Directors) shall have full power and authority (subject to any approval of the Members required by these Bylaws or the TBOC) to do all things on such terms as they, in their sole discretion, may deem necessary or appropriate to conduct, or cause to be conducted, the business and affairs of the Club. Such powers include, but are not limited to:

(i) prescribing such reasonable rules as the Board of Directors deems proper for the governance of the Board of Directors and the attendant Club committees;

(ii) making such reasonable rules as the Board of Directors deems proper with respect to the Club's property and assets;

(iii) making reasonable appropriations from the monetary funds of the Club, subject to the terms and provisions of these Bylaws;

(iv) verifying the records of the Officers and the Club committees, to ensure that each Officer has a book of duties which is maintained during the Officer's term and handed over, along with any tools of the office, to the incoming Officer;

(v) prescribing such reasonable rules as the Board of Directors deems proper for the admission of candidates as Members, and taking such actions to admit candidates to the membership of the Club;

(vi) taking such actions to limit the indebtedness of a Member of the Club to the Club;

(vii) fixing reasonable penalties for offenses against the policies, procedures, rules of the Club, and the Club code of conduct pursuant to the terms and provisions of these Bylaws, and taking such action to suspend, expel or terminate the membership of a Member of the Club, pursuant to the terms of these Bylaws, for offenses against the policies, procedures, rules of the Club, and the Club code of conduct. The Board of Directors may not suspend a Member for a period of more than thirty (30) days without (x) having provided at least two (2) written warnings to the Member by first class or certified mail to the last known address of the Member as reflected in the Club records, (y) having had provided an opportunity to cure pursuant to applicable notice and cure periods; and (z) having also followed the hearing procedures made applicable to a termination of Membership set forth in Section 3.03(c). Notwithstanding the foregoing, if a Member has been barred, banned or is otherwise ineligible for membership by or from U.S. Figure Skating or by the U.S. Center for SafeSport, the Board of Directors may terminate the membership of said Member without the requirements set forth in 2(x), (y), or (z) above;.

(viii) taking such reasonable actions to reinstate the membership of Members that have been suspended, terminated or have otherwise resigned from Club membership, pursuant to the terms of these Bylaws;

(ix) establishing, annually, the Dues of the Members at each membership level, and any Additional Assessments, if any;

(x) appointing any and all standing committees, and such other committees as the Board of Directors shall deem to be reasonably appropriate;

(xi) preparing and adopting an annual operating budget for the Club for presentation to the Members at the annual meeting of the Members, such operating budget to reflect anticipated expenditures and to be accompanied by proposed sources of revenue; and

(xii) all bills payable, notes, checks, drafts, warrants or other negotiable instruments of the Club shall be made in the name of the Club, and when exceeding One Thousand and No/100 Dollars ($1,000.00), shall approved in writing or via Club email by at least two (2) of the following: the President, the Vice-President, the Treasurer, or such other officers as may be authorized by an appropriate written resolution of the Board of Directors.

(b) Without the prior approval by a two-thirds of the Members (which such approval may be by electronic means), the Club shall not:

(i) Take any action inconsistent with the purposes of the Club as set forth in Section 2.04 or in the Certificate;

(ii) Impose Additional Assessments upon the Members which are equal to or in excess of, in the aggregate per Skating Year, One Hundred Fifty and No/100 Dollars ($150.00);

(iii) Except for short-term accounts payable related to the Club's test sessions, U.S. Figure Skating membership dues, purchase of ice time from the Ice and Golf Center at Northwoods, the annual Club banquet, payments associated with the Scrip program gift card sale, and Alamo Skate expenses, have aggregate indebtedness outstanding at any time in excess of Two Thousand Five Hundred and No/100 Dollars ($2,500.00);

(iv) Approve any annual budget authorizing expenditures by the Club in excess of the lesser of Fifty Thousand and No/100 Dollars ($50,000.00) or eighty seven percent (87%) of the projected revenue in any Skating Year (at no time shall the cash balance be less than Ten Thousand and No/100 Dollars ($10,000.00));

(v) Enter into any lease, contract, or agreement obligating the Club to make aggregate payments thereunder in excess of Three Thousand and No/100 Dollars ($3,000.00), save and except for leases, contracts or agreements relating to the Club's test sessions, U.S. Figure Skating membership dues, purchase of ice time from the Ice and Golf Center at Northwoods, the annual Club banquet, payments associated with the Scrip program gift card sale, and Alamo Skate expenses;

(vi) Enter into any lease, contract, or agreement which purports to bind the Members or obligate the Members to take on any obligation or expend any sum;

(vii) Assume or guarantee or become obligated for the debts of any other Person;

(viii) Make any loan to any Person; or

(ix) Amend these Bylaws or any part thereof.

4.02 Board of Directors.

(a) Number; Term; Election.

(i) The Board of Directors shall consist of a number of Directors determined by the Board of Directors from time-to-time; provided, that the Board of Directors may not consist of less than (x) four (4) Directors elected by the Members by a Majority Vote of the Members with voting rights as set forth herein, and (y) not more than seven (7) Directors. The Board of Directors shall initially consist of up to seven (7) Directors with a staggered election, being comprised of four (4) Directors, elected by the Members on even numbered years, three (3) Directors, elected by the Members on odd numbered years. Any action of the Board of Directors to increase or decrease the number of Directors provided for herein shall constitute an amendment of these Bylaws and, therefore, shall require the approval of the Members as set forth in Section 4.01(b).

(ii) The Board of Directors may, from time-to-time, elect additional Members as Directors by an affirmative Majority Vote in accordance with Section 4.02(d). Notwithstanding the foregoing, the total number of Directors shall not exceed the maximum number of Directors set forth in Section 4.02(a)(i) above.

(iii) Each Director shall serve for a term of two (2) years. Each Director shall serve until the earlier of (w) their resignation, (x) death, (y) removal by the Members, or (z) the expiration of their term. No Person may serve more than three (3) successive full terms as a Director unless serving an additional term is essential to the effective operation of the Club, which such essential need for an additional term shall be determined by a Majority Vote of the Members.

(iv) Nominations for the election of a Director shall be solicited by the Board of Directors by means of a nominating committee in advance of the annual meeting of the Members, or may be made from the floor by any Member during the annual meeting. A nominating committee shall consist of one (1) Director and two (2) Members. The notice for the annual meeting shall identify the Members nominated by the nominating committee pursuant to this Section 4.02(iv).

(v) Except as otherwise provided herein, each to be vacated position of the Director with a term expiring in such year shall be elected at an annual meeting of the Members, and the individuals receiving the Majority Vote of the Members at such meeting shall be elected to fill the vacancy. Voting for the nominees shall be in accordance with these Bylaws, and shall be by means of written ballot.

(b) Qualifications.

(c) Directors must be (i) not less than eighteen (18) years of age as of the first day of the Skating Year; (ii) registered and in good standing in accordance with the provisions of the applicable Rules of U.S. Figure Skating; (iii) a Member of the Club for not less than three (3) months, and in good standing in accordance with the policies, procedures, rules of the Club, and the Club code of conduct. In addition, Directors of the Club must be eligible persons, as defined in the eligibility rules of U.S. Figure Skating; provided, however, that (i) one (1) restricted person, one (1) ineligible person and coaches with eligible status may serve as Directors of the Club so long as they do not constitute a majority of the total number of Directors of the Club pursuant to the rules of U.S. Figure Skating (*See, U.S. Figure Skating Membership Rule 4.00,* as may be amended from time-to-time); (ii) eligible coaches may serve as Directors of the Club so long as, collectively, they do not constitute a majority of the total number of Directors of the Club pursuant to the rules of U.S. Figure Skating; and (iii) all eligible Members of one (1) family may serve as Directors of the Club so long as, collectively, they do not constitute a majority of the total number of Directors of the Club.

(c) Quorum and Manner of Action.

At all meetings of the Board of Directors, a majority of the total number of Directors shall constitute a quorum for the transaction of business; and the Majority Vote of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as otherwise provided by Law or these Bylaws. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time-to-time until a quorum is obtained, and no further notice thereof need be given other than by announcement at such adjourned meeting. Attendance by 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, at the beginning of the meeting, to the transaction of any business on the ground that the meeting is not lawfully called or convened. For the avoidance of any doubt, each Director shall have one (1) Board of Directors voting right of equal weight without regard to the number of Officer positions held.

(d) Vacancies.

Except as otherwise provided by Law or these Bylaws, in the case of any increase in the authorized number of Directors or of any vacancy in the Board of Directors, the additional Directors may be elected by a Majority Vote of the Members if the Director position had previously been elected by the Members or, as the case may be for a Director appointed by the Board of Directors, the vacancy or vacancies may be filled by Majority Vote of the Directors remaining on the whole Board of Directors although less than a quorum, or by a sole remaining Director (or if there is no remaining Director, then by the Members). Notwithstanding the foregoing, and for the avoidance of any doubt, a vacancy of a Member elected Director shall be filled by election of the Members; provided, that the failure or delay of the Members to elect a new Member elected Director shall not restrict or create any impediment to the Board of Directors continuing to conduct the business of the Club with such vacancy, subject to the other terms and provisions hereof. Any Director elected or appointed as provided herein shall serve until the first to occur of (i) the expiration of the term to which such Director is elected or appointed; or (ii) the Director's death, resignation or removal.

(e) Resignations.

A Director may resign at any time upon the provision of written notice of resignation to the Club. Any resignation shall be effective immediately unless a certain effective date is specified therein, in which event it will be effective upon such date. Acceptance by the Club of any resignation shall not be necessary to make it effective.

(f) Removals.

(d) Each Director serves at the pleasure of the Members and may be removed and replaced by the Members with or without cause, by a vote of the Members that, in number of Member votes, would be sufficient to elect the Director at a meeting to elect Directors. A Member vote for the removal of Director must take place at a special meeting called for the purpose of removing that Director, or at the annual Member meeting. The meeting notice must state that the purpose, or one (1) of the purposes of the meeting is the removal of the Director.

(g) Annual Meetings.

The annual meeting of the Board of Directors shall be held not later than two (2) weeks after the close of the Annual Member Meeting, if a quorum be present, for the purpose of the transaction of any business that might be transacted at a regular meeting thereof, and no notice of such meeting shall be necessary. If a quorum is not present, such annual meeting may be held at any other time or place that may be specified in a notice given in the manner provided in Section 4.02(i) for special meetings of the Board of Directors or in a waiver of notice thereof.

(h) Regular Meetings.

Regular meetings of the Board of Directors may be held without notice at such places and times as shall be determined from time-to-time by resolution of the Board of Directors. Except as otherwise provided by Law or these Bylaws, any business may be transacted at any regular meeting of the Board of Directors. There shall be no less than four (4) regular meetings of the Board of Directors during the Skating Year. Notwithstanding the foregoing, the Annual Meeting shall count as one of the four (4) regular meetings required herein.

(i) Special Meetings.

Special meetings of the Board of Directors may be called by the President or shall be called by the Secretary on the written request of any two (2) Directors stating the purpose or purposes of such meeting. Notices of special meetings shall be given to each Director not later than three (3) Business Days before the day the meeting is to be held. No notice of any meeting need be given to any Director who files a written waiver of notice thereof with the Secretary either before or after the meeting. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in any notice or written waiver of notice, unless so required by these Bylaws. Except as otherwise provided by Law or these Bylaws, any and all business may be transacted at a special meeting.

(j) Organization of Meetings.

At any meeting of the Board of Directors, business shall be transacted in such order and manner as the President may from time-to-time determine.

(k) Place of Meetings.

The Board of Directors may hold their meetings at any office or offices of the Club, at the Principal Training Facility, or at any other place as they may determine from time-to-time.

(l) Compensation of Directors; Reimbursement of Expenses.

The Directors shall not receive any compensation for their services. Directors may be reimbursed by the Club for their reasonable expenses incurred exclusively for Club purposes, if such expenses have been approved by the Board of Directors, and evidence of such expenses in the form of a receipt or

substantially similar documentation is provided to the Board of Directors, and in accordance with policies approved from time-to-time by the Board of Directors.

(m) Consent Action.

Unless otherwise restricted by Law or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the required number of such Directors consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Board of Directors. If any action is taken by written consent to which less than all of the Directors have consented, the consenting Directors shall promptly provide notice of such action to the other Directors. Unless an "effective date" is set forth in such consent action, the effective date of the consent action shall be the date the last signature needed to make the consent action effective is returned to the Secretary.

(n) Participation in Meetings by Telecommunications.

The Directors may participate in a meeting of the Board of Directors by the use of any means of communication by which all Directors participating in the meeting can hear each other during the meeting. A Director participating in a meeting in this manner is deemed to be present in person at the meeting.

(o) Voting by Mail, Electronic Communication or Facsimile.

The Board of Directors may vote by mail, facsimile, or electronic communication on any matter that may be voted on by the Board of Directors, pursuant to the terms of these Bylaws; provided, that the vote is sent by mail, facsimile or electronic communication directly to the President of the Board of Directors (or such other person as may be designated by the President) and said vote is received by the President of the Board of Directors (or such other person as may be designated by the President) prior to the time that the applicable meeting convenes.

(p) No Loans.

No loans shall be made by the Club to its Directors. Any Director who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until the full repayment thereof.

(q) Standard of Conduct of Directors.

Each Director shall perform his or her duties as a Director, including, without limitation, their duties as a member of any committee of the Board of Directors (i) in good faith; (ii) in a manner the Director reasonably believes to be in the best interests of the Club; and (iii) with the care an ordinary prudent person in a like position would exercise under similar circumstances. A Director, regardless of title, shall not be deemed to be a trustee with respect to the Club or with respect to any property or assets held or administered by the Club, including, without limitation, property or assets that may be subject to restrictions imposed by the donor or transferor of such property or asset.

(r) No Contract.

The election or appointment of a Director shall not in and of itself create contract rights.

4.03 Committees.

(a) Formation.

Except as required herein, the Board of Directors may appoint standing or ad hoc committees of the Board of Directors as needed, and pursuant to the terms set forth in Section 4.03(d). Nothing herein shall operate to prohibit the Board of Directors from forming such additional committees as the Board of Directors deems necessary for the effective operation of the Club. The Executive Committee, Membership Committee, Testing Committee, SkateSafe Committee, Alamo Skate Committee, the Junior Board, and the Technology Committee shall each be served by a board-appointed chairperson (or as it related to the Junior Board, the Junior Board representative) that also serves the Club as a Director. Officers, Directors and/or Members may serve as the chairperson of more than one (1) committee.

(b) Formed Committees.

(i) Executive Committee. The Board of Directors shall establish an Executive Committee. The Executive Committee of the Board of Directors shall be comprised of the Officers and such other Directors as resolved by the Board of Directors, and shall be served by a board-appointed chairperson that serves the Club as a Director.

(ii) Membership Committee. The Board of Directors shall establish a Membership Committee. The Membership Committee shall consist of a board-appointed chairperson that serves the Club as a Director, and as many Members as the Board of Directors deems necessary. The chairperson shall (v) receive Membership Applications from candidates for Club membership; (w) investigate the qualifications of the candidates for membership; (x) maintain and update the Club roster internally and with U.S. Figure Skating vis-à-vis the U.S. Figure Skating website or by any additional means as provided by U.S. Figure Skating; (y) ensure that a current membership form is available vis-à-vis the Club website; and (z) direct all Dues to the Treasurer.

(iii) Testing Committee. The Board of Directors shall establish a Testing Committee. The Testing Committee shall consist of a board-appointed chairperson that serves the Club as a Director, and as many Members as the Board of Directors deems necessary. The chairperson shall (w) conduct all U.S. Figure Skating tests; (x) arrange for or otherwise obtain approved U.S. Figure Skating judges; (y) set deadlines to receive applications for testing; and (z) establish the time schedule and order of skating for testing, as well as any priorities to be followed by the testing candidates. It shall be the duty of the chairperson to fulfill each of the requirements of the chairperson as set forth in the current U.S. Figure Skating Rulebook.

(iv) Junior Board Representative. One Director shall be appointed by the Board of Directors to act as a mentor to the Members of the junior board (the "Junior Board Representative"). The Junior Board Representative shall (y) guide and assist the junior board in their meetings, activities, and fundraising; and (z) speak on behalf of the junior board Members and represent their interests at meetings of the Executive Committee or Board of Directors.

(v) Alamo Skate Committee. The Alamo Skate Committee shall consist of a board-appointed chairperson that serves the Club as a Director, and as many Members as the Board of Directors deems necessary. The chairperson shall (y) oversee all aspects of the planning, organization and execution of the Alamo Skate competition in accordance with U.S. Figure Skating rules and regulations; and (z) work closely with the Executive Committee, the Volunteer Committee and the Hospitality Committee to organize and coordinate each of the various components of the Alamo Skate competition.

(vi) SkateSafe Compliance Committee. The Board of Directors shall establish a SkateSafe Committee. The SkateSafe Compliance Committee shall consist of a chairperson who shall be one of the Directors of the Board of Directors, pursuant to the rules of U.S. Figure Skating, and as many Members as the Board of Directors deems necessary. The chairperson shall (x) be responsible for the Club's implementation and coordination of the U.S. Figure Skating SkateSafe Program; (y) serve as the liaison for the U.S. Figure Skating SkateSafe Program; and (z) work with the Club to facilitate and implement all aspects of the U.S. Figure Skating SkateSafe Program.

(vii) Technology Committee. The Club may, but shall not be required to, form a Technology Committee during any given Skating Year. To the extent the Technology Committee is active during the Skating Year, the Technology Committee shall consist of a chairperson who shall be one of the Directors of the Board of Directors, and as many Members as the Board of Directors deems necessary. The chairperson shall (x) create and maintain the Club website; (y) advise the Board of Directors on the adoption of new technologies and services for the use in managing Club business; and (z) maintain or otherwise monitor the social media accounts run by the chairperson, or a Member as designated by the Board of Directors. At all times, not less than two (2) Directors shall have knowledge of the current user names and passwords for the website, social media accounts, and any other account that requires a username and password.

(viii) Volunteer Committee. The Club may, but shall not be required to, form a Volunteer Committee during any given Skating Year. To the extent the Volunteer Committee is active during the Skating Year, the Volunteer Committee shall consist of the chairperson, and as many Members as the Board of Directors deems necessary. The chairperson shall (y) keep and maintain record of mandatory volunteer logs from the Members; and (z) work with the Alamo Skate Committee to develop and execute the volunteer schedule for the Alamo Skate competition.

(ix) Hospitality and Social Committee. The Club may, but shall not be required to, form a Hospitality and Social Committee during any given Skating Year. To the extent the Hospitality and Social Committee is active during the Skating Year, the Hospitality and Social Committee shall consist of a chairperson, and as many Members as the Board of Directors deems necessary. The chairperson shall (y) provide and take charge of all necessary hospitality services for attending judges and officials for both competitions and testing; and (z) plan and execute all Club social events.

(x) Fundraising Committee. The Club may, but shall not be required to, form a Fundraising Committee during any given Skating Year. To the extent the Fundraising Committee is active during the Skating Year, the Fundraising Committee shall consist of a chairperson, and as many Members as the Board of Directors deems necessary. The chairperson shall (x) prepare and present a fundraising project plan to the Board of Directors for approval; (y) supervise, organize and execute all Club fundraising projects; and (z) cooperate with Treasurer and promptly transfer the funds derived from Club fundraising projects to the Treasurer for deposit into the Club banking, savings or other account. The Treasurer shall serve as a member of the Fundraising Committee.

(xi) Scholarship Committee. The Scholarship Committee shall consist of a chairperson, and at least three (3) or more Members as determined by the Board of Directors. The Scholarship Committee shall (w) oversee the Club scholarship program; (x) develop and distribute guidelines and applications for Club scholarships; (y) arrange for or otherwise obtain non-partisan judges to review and make determinations with regard to all scholarship applications, such determinations to be subject to the final approval of the Board of Directors; and (z) organize and execute fundraising activities for scholarship fundraising.

(xii) Coaches' Representative. One (1) Coach Membership Member shall speak on behalf of the coaches at meetings of the Executive Committee and/or Board of Directors, and act

as a liaison between the Board of Directors and the coaches (the "Coaches' Representative"). The Coaches' Representative must be a full member of the Club.

(c) Meetings.

Each committee appointed by the Board of Directors shall determine the dates, times, and places of its meetings. Except as otherwise provided by Law, the Certificate, or these Bylaws, written or verbal notice of the time and place of meetings shall be given to committee members prior to the meeting.

(d) Appointment.

The Board of Directors shall, by Majority Vote, appoint the Directors, Officers, or eligible Members to serve in the capacity as a committee chairperson or a committee member for each respective committee. The election or appointment of a committee chairperson or a committee member shall not in and of itself create contract rights.

(e) Removal.

A committee chairperson or committee member may be removed from a committee when his or her conduct is deemed to be detrimental to the welfare and stated purpose of the Club by an affirmative Majority Vote of the Board of Directors.

(f) Non-Voting.

For the avoidance of any doubt, designation as a committee chairperson or committee member does itself create any rights of the committee chairperson or the committee member to vote as a Director in connection with Club matters to be voted on by the Board of Directors. If a Director is serving in the capacity of a committee chairperson, the Director's vote in connection with Club matters shall not be given any greater weight as result of the Director's position as a committee chairperson.

4.04 Officers.

(a) Designation of Officers.

The Board of Directors, not later than the annual meeting of the Board of Directors, shall elect the Directors to be Officers of the Club. Such election shall be by a Majority Vote of the Board of Directors. Election of an Officer shall not of itself create contract rights, and any vacancy occurring in any office of the Club may be filled by the Board of Directors. Any Officer given an office described in these Bylaws shall have such authority and perform such duties described for that office and shall have such other authority and perform such other duties that the Board of Directors may delegate to such Officer. Each Officer shall hold office until the earlier of (i) the expiration of a period of one (1) year from the date such Officer took such position, and until his successor shall be duly designated and qualified; (ii) until his death; or (iii) until he shall resign or shall have been removed in the manner hereinafter provided. One (1) person may hold more than one (1) office at a time, except that no person may simultaneously hold the offices of President and Secretary. All eligible Members of one (1) family that serve as Directors of the Club, may serve as an Officer of the Club so long as, collectively, they do not constitute a majority of the total number of Officers of the Club. No Officer may serve in a role as Officer of the Club in excess of four (4) successive terms, without taking a one (1) year gap year between serving in an Officer role, unless it is determined by a Majority Vote of the Board of Directors that serving an additional term is essential to the effective operation of the Club and such Officer has been re-elected as a Director by the Members. Officers must be Directors of the Club and, therefore, must meet the qualifications of a Director as set forth in Section 4.02(b). To the extent an Officer has been elected pursuant to the provisions of any previous Club bylaws,

and such Officer is currently serving a term that is, under the previous bylaws, not more than two (2) years, such Officer shall continue to serve the remainder of the Officer's term. At the expiration of such Officer's term, the office shall be filled pursuant to this Section 4.04(a).

(b) Removal and Resignation of Officers.

Any Officer may be removed, either with or without cause, by the Majority Vote of the Board of Directors at any regular or special meeting of the Board of Directors. Any Officer may resign at any time by giving written notice to the Club. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Club under any contract to which the Officer is a party.

(c) Required Officers.

The Club shall have the following Officers, who shall have the authority, exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event, each Officer shall exercise such powers and perform such duties as may be required by Law:

(i) President. The President shall (a) serve as the chairperson of the Board of Directors; (b) preside at all meetings of the Board of Directors; (c) perform all duties incident to the office of the President and the chairperson of the Board of Directors; (d) preside at all meetings of the Club; (e) be responsible for the entire supervision and management of the Club and its property and assets (subject to the control of the Board of Directors); (f) have the power to call meetings of the Board of Directors and the Club; (g) have the power and authority to sign all agreements and contracts made by the Club upon the approval of the Board of Directors; and (h) shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

(ii) Vice-President. The Vice-President shall (a) assist the President in the discharge of the President's duties; (b) officiate in the absence of the President; (x) ensure that appropriate U.S. Figure Skating sanctions are obtained; (c) ensure that liability insurance requirements are met prior to Club events, shows, exhibitions or competitions; and (d) shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

(iii) Secretary. The Secretary (a) shall keep or cause to be kept, at the Principal Executive Office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Member with respect to the Club and the Board of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names the Directors present or represented at such meetings, and the proceedings thereof; (b) give, or cause to be given, notice of all meetings of the Members or Board of Directors required by these Bylaws or by Law to be given; (c) keep the seal of the Club, if one be adopted, in safe custody; (d) conduct the correspondence of the Club; (e) maintain a current roster of all Members; (f) provide all new Members with the rules and regulations of the Club; (g) work with the Membership Committee chairperson; and (z) shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

(iv) Treasurer. The Treasurer shall (a) keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Club, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses; (b) deposit all cash and other valuables in the name and to the credit of the Club with such depositories as may be designated by the Board of Directors; (c) timely prepare the annual Club's annual budget for approval of the Members; (d) disburse the funds of the Club as may be ordered by the Board of

Directors; (e) render to the President, the Members, and any Directors, whenever they request it, an account of all of the treasurer's transactions as the treasurer and of the financial condition of the Club; (f) collect and receive all Dues and other monies paid to the Club; (g) prepare a written report of accounts when requested by the President or the Board of Directors; (h) provide a monthly statement of revenue and expenses, cash balance, as well as the balance sheet on a monthly basis to the Board of Directors; (x) pay annually the dues of the Club to U.S. Figure Skating; (i) prepare the tax returns as set forth in Article 8; and (j) shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws. The books of account shall at all reasonable times be open to inspection by the Members and any Director. The Treasurer shall serve on the Fundraising Committee.

(d) Powers of Execution.

(i) Checks and Notes.

All checks and other demands for money and notes and other instrument for the payment of money, in excess of One Thousand and No/100 Dollars ($1,000.00) shall be signed by at least two (2) of the following: the President, the Vice-President, the Treasurer, or such other officers as may be authorized by an appropriate written resolution of the Board of Directors, such authorization may be completed by separate written document which may be by electronic means, save and except for text messaging.

(ii) Contracts and Deeds.

All contracts, deeds and instruments shall be signed on behalf of the Club by the President or by such other Person or Persons as the Board of Directors may from time-to-time designate.

(iii) Interests in Other Entities.

All shares of stock, partnership interests, limited liability company interests or other interests owned by the Club in other Entities shall be voted or represented, as the case may be, on behalf of the Club by the President or such other Person or Persons as shall be prescribed by the Board of Directors.

(i) (iv) Contributions; Gifts.

The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for the general purpose of or for any special purpose of the Club.

(e) Compensation of Officers.

(e) The Officers shall not receive any compensation for their services. Officers may be reimbursed by the Club for their reasonable expenses incurred exclusively for Club purposes, if such expenses have been approved by the Board of Directors, and evidence of such expenses in the form of a receipt or substantially similar documentation is provided to the Board of Directors, and in accordance with policies approved from time-to-time by the Board of Directors.

(f) No Loans.

No loans shall be made by the Club to its Officers. Any Officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until the full repayment thereof.

(g) Standard of Conduct for Officers.

Each Officer shall perform his or her duties as an Officer, including, without limitation, their duties as a member of any committee of the Board of Directors (i) in good faith; (ii) in a manner the Officer reasonably believes to be in the best interests of the Club; and (iii) with the care an ordinary prudent person in a like position would exercise under similar circumstances. An Officer, regardless of title, shall not be deemed to be a trustee with respect to the Club or with respect to any property or assets held or administered by the Club, including, without limitation, property or assets that may be subject to restrictions imposed by the donor or transferor of such property or asset.

Article 5
EXCULPATION AND INDEMNIFICATION

5.01 Exculpation.

NEITHER THE MEMBERS, NOR ANY DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CLUB, SHALL BE LIABLE, RESPONSIBLE OR ACCOUNTABLE IN DAMAGES OR OTHERWISE TO THE CLUB OR THE MEMBER FOR ANY ACTION TAKEN OR FAILURE TO ACT (EVEN IF SUCH ACTION OR FAILURE TO ACT CONSTITUTED THE NEGLIGENCE OF A PERSON, INCLUDING THE PERSON FOR WHOM EXCULPATION IS SOUGHT HEREUNDER) ON BEHALF OF THE CLUB WITHIN THE SCOPE OF THE AUTHORITY CONFERRED ON THE PERSON DESCRIBED IN THESE BYLAWS OR BY LAW UNLESS SUCH ACT OR OMISSION WAS PERFORMED OR OMITTED FRAUDULENTLY OR CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT. TO THE EXTENT THAT, AT LAW OR IN EQUITY, THE MEMBERS, OR ANY DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CLUB HAS DUTIES (INCLUDING FIDUCIARY DUTIES) AND LIABILITIES RELATING TO THE CLUB, SUCH MEMBER, DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CLUB ACTING UNDER THESE BYLAWS SHALL NOT BE LIABLE TO THE CLUB OR THE MEMBERS FOR HIS OR HER RELIANCE ON THE PROVISIONS OF THESE BYLAWS. THE PROVISIONS OF THESE BYLAWS, TO THE EXTENT THAT THEY EXPAND OR RESTRICT THE DUTIES AND LIABILITIES OF THE MEMBERS, DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS OF THE CLUB OTHERWISE EXISTING AT LAW OR IN EQUITY, REPLACE SUCH OTHER DUTIES AND LIABILITIES OF THE MEMBERS, DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS OF THE CLUB.

5.02 Indemnification.

(a) Right to Indemnification.

Subject to the limitations and conditions provided in this Article 5, each Person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative (hereinafter a "Proceeding"), or any appeal in such a Proceeding or any inquiry or investigation that could lead to such a Proceeding, by reason of the fact that he, or a Person of whom he is the legal representative, is or was a Member, Director, Officer, employee or agent of the Club or while a Member, Director, Officer, employee or agent of the Club is or was serving at the request of the Club as a member, manager, director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic limited liability company, corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise shall be indemnified by the Club to the fullest extent permitted by the TBOC, 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 said Law permitted the Club to provide prior to such amendment) against judgments, penalties (including excise and similar taxes and punitive damages), fines, settlements and reasonable expenses (including attorneys' fees) actually incurred by such Person in connection with such Proceeding, and indemnification under this Section 5.02(a) shall continue as to a Person who has ceased to serve in the capacity which initially entitled such Person to indemnity hereunder. The rights granted pursuant to this Section 5.02(a) shall be deemed contract rights, and no amendment, modification, or repeal of this Section 5.02(a) shall have the effect of limiting or denying any such rights with respect to actions taken or Proceedings arising prior to any such amendment,

modification or repeal. It is expressly acknowledged that the indemnification provided in this Section 5.02(a) could involve indemnification for negligence or under theories of strict liability. Notwithstanding the foregoing, such indemnification is available to the extent such funds are available to the Club, in excess of the cash balance required to be maintained by the Club pursuant to these Bylaws, or are otherwise available vis-à-vis Club insurance coverages, to satisfy such indemnification.

(b) Advance Payment.

The right to indemnification conferred in Section 5.02(a) shall include the right to be paid or reimbursed by the Club the reasonable expenses incurred by a Person of the type entitled to be indemnified under Section 5.02(a) who was, is or is threatened to be made a named defendant or respondent in a Proceeding in advance of the final disposition of the Proceeding and without any determination as to the Person's ultimate entitlement to indemnification; provided, however, the payment of such expenses incurred by any such Person in advance of the final disposition of a Proceeding, shall be made only upon delivery to the Club of a written affirmation by such Person of his good faith belief that he has met the standard of conduct necessary for indemnification under Section 5.02(a) and a written undertaking, by or on behalf of such Person, to repay all amounts so advanced if it shall ultimately be determined that such indemnified Person is not entitled to be indemnified under Section 5.02(a) or otherwise, and only to the extent such funds are available to the Club, in excess of the cash balance required to be maintained by the Club pursuant to these Bylaws, or are otherwise available vis-à-vis Club insurance coverages, to satisfy such indemnification.

5.03 Nonexclusivity of Rights.

The right to indemnification and the advancement and payment of expenses conferred in Section 5.02(a) shall not be exclusive of any other right a Person indemnified pursuant to Section 5.02 may have or hereafter acquire under any Law, provision of the Certificate or these Bylaws or otherwise.

5.04 Insurance.

The Club shall purchase and maintain General Liability insurance (with at least minimum levels as required by U.S. Figure Skating), as well as Directors and Officers (D&O) insurance coverage, as may purchase other and such additional policies of insurance as determined and confirmed by the Board of Directors), at its expense, to protect itself and any Person who is or was serving as a Member, Director, Officer, employee or agent of the Club or is or was serving at the request of the Club as a member, manager, director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic limited liability company, corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Club would have the power to indemnify such Person against such expense, liability or loss under Section 5.02.

Article 6
TAX MATTERS

6.01 Tax Returns.

The Treasurer of the Club shall prepare (with the review of and confirmation by the Board of Directors) and timely file (including extensions) all federal, state and local tax returns required to be filed by the Club, if any. The Club shall bear the costs of the preparation and filing of its tax returns, if any.

Article 7
BOOKS, RECORDS, REPORTS, BANK ACCOUNTS AND LOANS

7.01 Books and Records.

The Club shall keep or cause to be kept at the Principal Executive Office of the Club complete and accurate books and records of the Club as required by the TBOC, with supporting documentation of the Club's transactions and the conduct of its business. The records shall include:

(a) complete and accurate information regarding the state of the business and financial condition of the Club;

(b) a copy of the Certificate and these Bylaws and all amendments thereto;

(c) a current list of the last known business, residence or mailing address of the Members, Directors and Officers;

(d) a Member roster in alphabetical order, by membership level, that reflects the number of votes each Member is entitled to cast;

(e) resolutions of the Board of Directors;

(f) a copy of the most current corporate report delivered to the State;

(g) copies of all written communications to Members for the past three (3) years;

(h) copies of all financial statements for the past three (3) years;

(i) the financial reports, accounting records, and statements of the Club, including copies of any review or audit prepared by an accounting firm pursuant to Section 9.02; and

(j) to the extent any filing is required or made by the Club, the Club's tax returns for the Club's six (6) most recent tax years.

7.02 Inspection and Copying of Records.

A Member is entitled to inspect and copy Club records, at the Member's sole cost and expense; provided, that the Member deliver a written request to the Secretary at least five (5) Business Days before the date upon which a Member wishes to inspect and copy Club records; provided, further, the Member (i) has been a Member of the Club for a period of not less than three (3) months immediately preceding the request; (ii) the request is made in good faith and for a proper purpose; (iii) the Member describes with reasonable detail the purpose of the inspection and the records the Member desires to inspect; and (iv) the records to be revised are directly connected to the detailed purpose. Such inspection must take place during regular business hours at the Club's Principal Executive Office. The rights set forth herein may not be removed or otherwise limited by the Certificate or these Bylaws.

7.03 Club Roster.

Unless the Board of Directors provides its written consent, the Club's roster or any part thereof may not be (i) obtained or used by any person for any purpose unrelated to a Member's interest as a Member; (ii) used to solicit money or property unless such money or property would be used solely to solicit the votes of the members in an election by the Club; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

7.04 Accounts.

The Club shall establish one or more separate bank and investment accounts to deposit its funds, which shall be maintained in the Club's name. The Club's funds may not be commingled with the funds of the Member or any other Person. All funds received by the Club shall be safeguarded and promptly deposited in one or more financial institutions approved by the Board of Directors, insured by the Federal Deposit Insurance Corporation, and in accounts held under the Club name. Any change in such institution shall be made only upon the approval of a Majority Vote of the Directors. Subject to the terms and provisions of these Bylaws, all arrangements necessary to open or close accounts of the Club or to manage activities associated with such accounts for the receipt, holding or disbursement of funds of the Club shall be the responsibility of the Treasurer. The Treasurer may delegate duties incident to implementing such arrangements to one or more persons upon the written approval of a Majority of the Directors.

Article 8
DISSOLUTION

8.01 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, distribute all of the assets of the Club to, at the discretion of the Board of Directors, another figure skating club or a local non-profit organization with a purpose similar to or otherwise compatible with the purpose set forth herein. Any decision by the Board of Directors to wind up, dissolve, or terminate the Club must be approved by a vote of two-thirds of the Members in order to become effective. The Members may at any time dissolve the Club without the approval of the Board of Directors.

8.02 Certificate of Termination.

On completion of the distribution of the Club's property as provided herein, the Board of Directors (or such other Person or Persons as the TBOC may require or permit) shall file a certificate of termination with the Secretary of State of the State of Texas and take such other actions as may be necessary to terminate the existence of the Club. Upon the filing of the certificate of termination with the Secretary of State of the State of Texas, the existence of the Club shall cease, except as may be otherwise provided by the TBOC or other applicable Law.

Article 9
GENERAL PROVISIONS

9.01 Notices.

Except as expressly set forth to the contrary in these Bylaws, all notices, requests or consents provided for or permitted to be given under these Bylaws must be in writing and must be delivered to the recipient in person, by courier or certified mail, return receipt requested, and a notice, request or consent given under these Bylaws is effective on receipt by the Person to receive it. Whenever any notice is required to be given by Law, the Certificate or these Bylaws, a written waiver thereof, signed by the Person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

9.02 Conflict Resolution.

(a) If any Member has a complaint against another Member for the infraction of any Bylaw, policy, procedure, rule of the Club, or the Club code of conduct, other than skating rules, then the Member may file a written complaint with the Board of Directors. The written complaint will be investigated and resolved pursuant to the Club's conflict resolution policy, adopted by the Club and in effect in accordance with the Bylaws of U.S. Figure Skating.

(b) Any Member having a complaint against another Member for the infraction of any Bylaw, policy, procedure, rule of the Club, or the Club code of conduct, other than skating rules, such a conduct injurious to the reputation or welfare of the Club, may file a written complaint with the Board of Directors. Such written complaint shall set forth the facts of the complaint, together with the names of witnesses, if any. After the receipt of such written complaint, the Board of Directors shall convene a meeting as soon as practicable to investigate the complaint. The complainant Member and the Member complained of shall receive not less than seven (7) Business Days' notice of such meeting and may be heard by the Board of Directors with their witnesses. The statements and evidence of the Member parties shall be reduced to writing and filed with the Secretary, who shall mail copies thereof to the complainant Member and the Member complained of. An appeal from a decision of the Board of Directors may be taken to the Club within seven (7) Business Days thereafter by delivering a written notice to the Secretary of such appeal. A special meeting shall thereupon be called for the consideration of the case and a two-thirds vote of the Members shall be necessary to reverse the decision of the Board of Directors.

(c) Subject to the terms and provisions of these Bylaws, the grounds for suspension and expulsion shall be (i) the failure or refusal to materially obey the Bylaws, policies, procedures, rules of the Club, or the Club code of conduct, or those Bylaws, rules and regulations of U.S. Figure Skating; (ii) conduct such as would tend to bring the Club or its Members into disrepute; or (iii) conduct materially inconsistent with the best interests or the Club or its Members.

(d) Subject to the terms and provisions of these Bylaws, a Member may be suspended or expelled by a resolution of the Board of Directors. Notice of suspension or expulsion must be delivered to the Member in writing by first class or certified mail, and must state the reason for the suspension, as well as the time period for which the Member is suspended pursuant to the applicable provisions of Section 4.01(a)(vii) and Section 3.03(c).

(e) Notwithstanding the foregoing, any alleged violation that falls within the jurisdiction or administration of the U.S. Center for SafeSport shall be governed by the policies and procedures set forth by the U.S. Center for SafeSport, as may be amended from time-to-time.

9.05 Fiscal Year – Skating Year.

The fiscal year of the Club shall be the same as the Skating Year, as of the date of these Bylaws commencing on July 1 of each year and ending on June 30. On or before the expiration of forty-five (45) days after the close of each fiscal year, the Club shall cause financial reports and statements for such fiscal year to be prepared and distributed to the Members.

9.06 Annual Budget.

The Board of Directors shall approve of an annual operating budget for the Club, which such annual budget shall be presented to and voted upon at the annual meeting by the Members. The annual budget shall be passed by a Majority Vote of the Members.

9.07 Mergers and Exchanges.

Subject to the requirements of the TBOC, the Club may be a party to a merger, consolidation, conversion, share or interest exchange, or other transaction authorized by the TBOC.

9.08 Supersedure.

These Bylaws constitute the bylaws of the Club and supersede all prior bylaws with respect to the Club, whether oral or written.

9.09 Adoption; Amendment or Restatement.

(a) These Bylaws shall become effective upon the affirmative approval by the Members and the Board of Directors, pursuant to a two-thirds vote of the Members present at any meeting of the Members at which a quorum is present, and not otherwise.

(b) These Bylaws may be amended or restated only by a written instrument adopted by the Members and the Board of Directors, pursuant to a two-thirds vote of the Members present at any meeting of the Members at which a quorum is present, and not otherwise, except such changes that are required to be in compliance with U.S. Figure Skating, the U.S. Center for SafeSport, federal or state law, rule, regulation or policy, or any other regulatory body or organization that has jurisdiction over SAFSC may be adopted by the Board of Directors without action by the Members.

(c) The Certificate may be amended or restated only with the approval of the Members and the Board of Directors, pursuant to a two-thirds vote of the Members present at any meeting of the Members at which a quorum is present, and not otherwise.

9.10 Governing Law; Severability.

THESE BYLAWS ARE GOVERNED BY AND SHALL BE CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF TEXAS, EXCLUDING ANY CONFLICT-OF-LAWS RULE OR PRINCIPLE THAT MIGHT REFER THE GOVERNANCE OR THE CONSTRUCTION OF THESE BYLAWS TO THE LAW OF ANOTHER JURISDICTION. In the event of a direct conflict between the provisions of these Bylaws and (a) any provision of the Certificate, or (b) any mandatory, non-waivable provision of the TBOC, such provision of the Certificate or the TBOC shall control. If any provision of the TBOC provides that it may be varied or superseded in the bylaws (or otherwise by agreement of the members of a Texas non-profit corporation), such provision shall be deemed superseded and waived in its entirety if these Bylaws contain a provision addressing the same issue or subject matter. These Bylaws shall be liberally construed to effectuate the purposes set forth herein. If any provision of these Bylaws or the application thereof to any Person or circumstance is held invalid or unenforceable to any extent, the remainder of these Bylaws and the application of that provision to other Persons or circumstances is not affected thereby and that provision shall be enforced to the greatest extent permitted by Law.

Article 10
DEFINITIONS

10.01 Definitions.

As used in these Bylaws, the following capitalized terms shall have the meanings set forth below:

"Additional Assessment"—shall have the meaning given such term in Section 3.04(c).

"Associate Skating Membership"—shall have the meaning given such term in Section 3.05(f).

"Board of Directors" — shall have the meaning given such term in Section 4.01(a).

"Business Day" — means any day other than a Saturday, a Sunday or a holiday on which national banking associations in the State of Texas are closed.

"Bylaws" — shall have the meaning given such term in the preamble hereto.

"Certificate" — shall have the meaning given such term in the preamble hereto.

"Club" — shall have the meaning given such term in the preamble hereto.

"Coach Membership"—shall have the meaning given such term in Section 3.05(d).

"Coaches' Representative"—shall have the meaning given such term in Section 4.03(b)(xi).

"Code" — means the Internal Revenue Code of 1986, as amended from time-to-time.

"Collegiate Membership"—shall have the meaning given such term in Section 3.05(c).

"Director" — shall have the meaning given such term in Section 4.01(a).

"Dues"—shall have the meaning given such term in Section 3.04(a).

"Entity" — means any foreign or domestic general partnership, limited partnership, limited liability company, corporation, joint venture, sole proprietorship, trust, business trust, employee benefit plan, cooperative, association or any other entity.

"Principal Executive Office" — shall have the meaning given to such term in Section 2.02.

"Full Skating Membership"—shall have the meaning given such term in Section 3.05(a).

"Governmental Authority" — means any federal, state, local or foreign government or any provincial, departmental or other political subdivision thereof, or any Entity, body or authority exercising executive, legislative, judicial, regulatory, administrative or other governmental functions, including any court, department, commission, board, bureau, agency, instrumentality or administrative body.

"Introductory Full Skating Membership"—shall have the meaning given such term in Section 3.05(b).

"Junior Board Representative"—shall have the meaning given to such term in Section 4.03(b)(iv).

"Law" — means any applicable constitutional provision, statute, act, code (including the Code), law, regulation, rule, ordinance, order, decree, ruling, proclamation, resolution, judgment, decision, declaration, or interpretative or advisory opinion or letter of a Governmental Authority.

"Majority Vote"—means action on a matter by the Members or Board of Directors, respectively, as prescribed by these Bylaws, is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the void of a greater number of votes is required by law or the Certificate.

"Member" or "Members" — shall have the meaning given to such term in Section 3.01 hereof.

"Member Parent" or "Member Guardian"—shall have the meaning given to such term in Section 3.05(a).

"Membership Application"—shall have the meaning given to such term in Section 3.02 hereof.

"Minor Skater"—shall have the meaning given to such term in Section 3.05(a).

"Officers" or "Officer"— shall have the meaning given such term in Section 4.01(a).

"Officials Membership"—shall have the meaning given such term in Section 3.05(e).

"Past Due Notice"—shall have the meaning given such term in Section 3.04(d).

"Person" — means any natural person or Entity and any heir, executor, administrator, legal representative, successor or assign thereof where the context so admits.

"Principal Executive Office" — shall have the meaning given to such term in Section 2.02.

"Principal Training Facility" — shall have the meaning given to such term in Section 2.02.

"Proceeding" — shall have the meaning given such term in Section 5.02(a).

"Registered Agent" —shall have the meaning given to such term in Section 2.02.

"Registered Office" —shall have the meaning given to such term in Section 2.02.

"Rejection Notice"—shall have the meaning given to such term in Section 3.02(c).

"Skating Year"—shall have the meaning given to such term in Section 3.04(b).

"Tax Exempt Requirements" – shall have the meaning given such term in Section 2.05.

"TBOC" — means the Texas Business Organizations Code, as amended.

"U.S. Figure Skating"—Shall mean The United States Figure Skating Association.

10.02 Other capitalized terms defined elsewhere in these Bylaws shall have the meanings so given them

[END OF BYLAWS]

BYLAWS CERTIFICATE

The undersigned certifies that he/she is the President and Secretary of The San Antonio Figure Skating Club, and that he/she is authorized to execute this certificate on behalf of said Club and the foregoing is a complete and correct copy of the presently effective Amended and Restated Bylaws of the Club.

Dated: 6/17/26

Lara Saltsman, President

Dated: 6/17/26

Kara Hill, Secretary

ATTEST

By: Dana Buzzelli

Dated: 6/17/26

Signature