

**AMENDED AND RESTATED
BYLAWS
OF
McCALL FIGURE SKATING CLUB, INC.**

ARTICLE I. NAME AND STATUS

SECTION 1.1: NAME. The organization shall be known as the McCall Figure Skating Club, Inc. (hereinafter referred to by name or as “MFSC” or “Club” or “Corporation”).

SECTION 1.2: NONPROFIT STATUS. The Corporation shall be operated as an Idaho non-profit corporation in compliance with tax exempt status under IRC Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II. PURPOSE

SECTION 2.1: PURPOSE. The purposes for which this corporation is organized are as follows:

- A. To encourage the instruction, practice, and advancement of the members in the compulsory figures, free skating, pairs skating, dancing, and other disciplines of figure skating;
- B. To promote respect and goodwill amongst skaters, parents, coaches, and staff;
- C. To provide financial assistance to competitive skaters in appropriate cases;
- D. To sponsor, produce, or cooperate in the production of amateur ice shows and competitions;
- E. To carry out the general policies and objections of the U.S. Figure Skating Association
- F. To undertake charitable activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3);
- G. To exercise all powers granted by law necessary and property to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value.

Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business of profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

ARTICLE III. OFFICES

SECTION 3.1: PRINCIPAL OFFICE. The principal office of The McCall Figure Skating, an Idaho non-profit corporation, shall be located at 200 E. Lake Street, McCall, Idaho, 83638. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

SECTION 3.2: REGISTERED OFFICE. The registered office of the Corporation required by the Idaho Nonprofit Corporation Act, to be maintained in the State of Idaho, shall be located at 200 E. Lake Street, P.O. Box 808, McCall, Idaho, 83638, and may be changed from time to time by the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 4.1: GENERAL POWERS AND STANDARD OF CARE. All corporate powers and business affairs of the Corporation shall be exercised by or under the authority of the Board of Directors.

Directors shall perform their duties in good faith, in a manner representing the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. Directors shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data prepared or presented by:

- A. Other Directors, officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- B. Counsel, public accountants or other person as to matters that the Director reasonably believes to be within such person's professional or expert competence; or
- C. A committee of the Board which the Director reasonably believes to merit confidence.

Directors shall not be considered to be acting in good faith if they withhold knowledge concerning any matter in question which might influence a Board action on that matter.

SECTION 4.2: PRESUMPTION OF ASSENT. A Director of the Corporation who is present at a meeting of its Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified or registered mail to the Secretary of the Corporation within three (3) days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 4.3: NUMBER AND ELECTION OF DIRECTORS. The number of directors on the Board of Directors shall consist of not less than five nor more than nine positions. The number of directors serving on the Board of Directors may be increased from time to time by adopted resolution of the Board of Directors. Any directorship to be filled by reason of an increase in the number of Directors shall serve only until the next regular election of Directors. Elections for Directors will be held in accordance with Article VIII below. There is no term limit for Directors.

SECTION 4.4: QUALIFICATION OF DIRECTORS.

- A. Any candidate for the Board of Directors must be member of the Club in good standing.
- B. Any member with a substantial conflict of interest is ineligible to serve on the Board.
- C. Only one member of a co-inhabiting partnership (husband or wife; or other partnership Arrangement) may serve on the Board at the same time.

SECTION 4.5: VACANCIES. In the event of a vacancy on the Board of Directors, the position shall be filled by the affirmative vote of a majority of the remaining directors. Such appointed Director shall fill the remainder of the term of the vacated director position.

SECTION 4.6: REMOVAL OF DIRECTORS. At a meeting of the Board of Directors called expressly for that purpose, any director may be removed for behavior that is injurious to the Corporation or substantially thwarts the corporation from achieving its affairs by a vote of two-thirds of the directors then in office. Also, a director shall be ipso facto removed for the following:

- A. If s/he is found to be mentally incapacitated;
- B. If s/he is convicted of a felony; and/or
- C. If by notice in writing to the Corporation s/he resigns the office.

SECTION 4.7: COMMITTEES. The Board of Directors or President may designate committees, and appoint committee members, to conduct affairs of the Corporation to the full extent permitted under Idaho Law and these bylaws. Committee members need not be members of the Board of Directors.

SECTION 4.8: DIRECTORS' AND COMMITTEE MEETINGS.

The Board shall meet a least twice in every year. The date of such meetings will be established by the President of the Board. The Board Secretary will give notice of the time and place of such meetings at least seventy-two (72) hours in advance thereof either personally, by email, by phone call or ordinary course of mail.

Special meetings may be called at the discretion of any Director. The Board Secretary or the person(s) calling the meeting will give notice of the time and place of such meeting at least three days in advance thereof either personally, by email, by phone call or ordinary course of mail. The notice will state the date of the meeting and the purpose for which the meeting is called.

Members of the Board or any committee designated by the board to participate in a meeting of the board or committee may do so by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner will constitute presence in person.

The attendance at or participation of a Director or committee member in any meeting shall constitute a waiver of notice of such meeting, except where a Director or committee member attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

SECTION 4.9: WAIVER OF NOTICE. Whenever any notice is required to be given to any Director or committee member under these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

SECTION 4.10: QUORUM AND VOTING REQUIREMENTS. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at a meeting. A majority of the number of committee members appointed by the Board of Directors or the President shall constitute a quorum.

SECTION 4.11: ACTION WITHOUT A MEETING. Any action that may be taken at a meeting of the Board of Directors or a committee, may be taken without a meeting if verbal or written consent, setting forth the actions so taken, shall be given by all of the Directors, or all of the committee members, as the case may be. Such consent shall have the same effect as a unanimous vote. Such actions must be documented and incorporated into the minutes of the corporation.

SECTION 4.12: COMPENSATION. No Director or committee member shall receive a salary or other compensation for service in that capacity but may be reimbursed for actual expenses incurred in the performance of such service. This provision shall not preclude any Director from serving the Corporation in any other capacity and receiving additional compensation therefore.

SECTION 4.13: DIRECTOR CONFLICTS OF INTEREST. Directors may not influence or obligate the Corporation, or be a party of any action so doing, if they or any entity they represent or have an interest in, can gain materially from any action or obligation being considered. Conflict of interest may be avoided if the material facts of such relationship or interest are fully disclosed or known to the Board of Directors or committee that approves the contract or action by a quorum without counting the vote or consent of the interested Director(s).

SECTION 4.14: LOANS TO DIRECTORS. The Corporation shall not lend money to or use its credit to assist its Directors or Officers.

SECTION 4.15: LIABILITY OF DIRECTORS FOR WRONGFUL DISTRIBUTION OF ASSETS. Under the circumstances that the Corporation dissolves or becomes insolvent, Directors who knowingly assent to any distribution of assets, other than in payment of corporate debts, may be liable for the amount of the distributed assets.

A Director shall not be liable under this section if, in the exercise of ordinary care, such Director relied and acted in good faith upon written financial statements of the Corporation or acted in good faith following the competent advise of an informed legal or financial professional.

ARTICLE V. OFFICERS

SECTION 5.1: NUMBER. The Officers of the Corporation shall, at a minimum, consist of a President, Secretary, and Treasurer, each of whom shall be elected as set forth in Article VIII of these bylaws. Such other officers as may be deemed necessary may be elected in accordance with Article VIII, or appointed by the Board of Directors during their elected year. Any two or more offices may be held by the same person, except the offices of President and Secretary. Officers must be Directors of the club, and therefore must meet the qualifications of Directors as set forth in Section 4.4 of these Bylaws.

SECTION 5.2: ELECTION AND TERM OF OFFICE. The Officers and Directors of the Corporation shall serve a term of one year. If an Officer or Director fills a position vacated, he or she will serve for the remaining tenure of that position.

SECTION 5.3: REMOVAL. Any Officer or Director may be removed by the Board of Directors by two thirds vote whenever in its judgment the best interests of the Corporation will be served thereby. The Board of Directors must call a special meeting for this purpose and the Director/Officer under consideration for removal may not vote.

SECTION 5.4: VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by majority vote of the Board of Directors for the unexpired portion of the term.

SECTION 5.5: PRESIDENT. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, and shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the membership and of the Board of Director. The President shall also have the authority to suspend any member for violating the bylaws or ethics of the Corporation, pending approval of the Board. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any promissory notes, leases, contracts, or other instruments that the Board of Directors has authorized. The President shall co-sign all checks or other account withdrawals in excess of \$300 dollars or designate an alternate officer to co-sign such checks or withdrawals. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 5.6: SECRETARY. The Secretary shall attend all officer and Board of Directors meetings and shall prepare and maintain proper minutes of those meetings. The Secretary shall have the custody of and properly protect all executed deeds, leases, agreements and other legal documents and records to which the Corporation is a party or by which it is legally affected. The Secretary shall supervise all reports and documents connected with the business of the Corporation; and to issue notices of all meetings of the members and board, and officer. The Secretary shall keep a membership file containing names and addresses of each Club member, and the date upon which the membership expired. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

SECTION 5.7: TREASURER. The Treasurer shall be the principal financial officer of the Corporation and shall have charge and custody of and be responsible for all funds of the Corporation. The Treasurer shall sign all checks and promissory notes of the Corporation and shall receive and give receipts for moneys due the Corporation including banks or other depositories. The Treasurer shall keep or cause to be kept, adequate and correct accounts of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer shall submit to the Board of Directors and the President, when required, statements of the financial affairs of the Corporation. The Treasurer shall in general perform all of the financial duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors. If required by the Board

of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties as directed by the Board of Directors.

The Treasurer shall prepare a yearly financial report and budget for presentation at the Annual Meeting of the Membership and make an annual financial report to the accountant for preparation of all year-end filings for all government agencies, where required. An appointed Board member shall perform an annual audit at the end of each fiscal year, or the Board may hire an accountant or other professional to perform this service. An individual audit can be ordered at the discretion of the Board at any time. The Treasurer shall provide all information to the auditor deemed necessary.

SECTION 5.8: OFFICE AND SPECIAL MEETINGS. The President shall schedule as many meetings of the Officers as are deemed necessary in the daily operations of the Corporation. Special Meetings of the Officers may be called under the direction of the President or upon written request from any Corporation Officer in good standing. Notices of stated and special meetings shall be mailed, or emailed by the Secretary to every officer at least three (3) days in advance thereof. A majority vote of Officers present is needed to pass the transaction of business.

SECTION 5.9: AUTHORITIES. The Corporation Officers have the authority to appoint committee chairs as they see fit in operations and functions of the Corporation business, with the reservation that the appointment may be modified by the Board of Directors in their discretion. Such committees may include, but are not limited to, Membership Chair, Test Chair, Competition Chair, Show Chair, and Coach Liaison.

SECTION 5.10: DELEGATES TO THE UNITED STATES FIGURE SKATING ASSOCIATION DELEGATE. The Directors may appoint delegates to be liaisons with the United States Figure Skating Association who may attend the Association's Governing Council Meeting, in person or by proxy.

ARTICLE VI. CLUB MEMBERSHIPS

SECTION 6.1: ELIGIBILITY FOR MEMBERSHIP: Candidates for membership shall be individuals who have a stake in and clear and demonstrated interest in the purposes of the Club.

SECTION 6.2: ELIGIBILITY TO VOTE AT MEMBERSHIP MEETINGS: All Club members sixteen years of age and in good standing with the Club, to include having paid annual dues, if relevant, are eligible to cast one vote at membership meetings. All votes will have equal weight.

SECTION 6.3: MEMBERSHIP FEES: Membership fees shall be set by action of the Board of Directors and may vary for each instructional, recreation/intramural, competitive/travel program and/or any other program or activity organized, administered, operated, and/or sponsored by MFSC. MFSC may assess members additional dues and fees from time to time as the Board of Directors may determine is necessary.

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SECTION 6.4: SUSPENSION OR EXPULSION OF MEMBERS: Membership in MFSC shall be terminated for failure to pay membership fees, if any, as determined from time to time by the Board of Directors. The Board of Directors, by an affirmative vote of two-thirds (2/3) of all the members of the Board of Directors, may expel any member who falls to comply with any provision of the Articles of Incorporation, By-Laws, generally accepted principles of decorum, or acts in a manner injurious to MFSC, but only if such member is given written notice by the Board of Directors that such failure makes the member liable to expulsion. Any resignation or termination of membership shall not relieve the member of the obligation to pay any dues, fees, assessments, and/or other charges theretofore accrued and unpaid.

Any member being considered for termination will be presented with the reasons for such consideration, and be given timely and sufficient opportunity to refute those reasons.

Upon written request signed by a former member and filed with the Secretary of the MFSC, any expelled member may be reinstated by vote of the majority of the Board of Directors upon such terms and conditions as the Board of Directors shall deem appropriate.

ARTICLE VII. MEMBERSHIP MEETINGS

SECTION 7.1: TIME. There shall be at least one annual full membership meeting each year, as set by the Board of Directors. All meetings of the membership shall be open to the public and all interested individuals may participate; however, only members qualified to vote, as herein set forth, shall be entitled to vote on matters brought before the membership.

SECTION 7.2. SPECIAL MEMBERSHIP MEETINGS. The Secretary shall call special Membership meetings at the discretion of the President, or upon the written request of ten percent (10%) of the Corporation members in good standing. No business will be transacted at a special meeting of the members, except that for which the notice is given.

SECTION 7.3: QUORUM: Simple majority of members present in good standing shall constitute a quorum for the transaction of business.

SECTION 7.4: NOTICES. Notices of stated or special meetings of the members shall be mailed, emailed or given verbally by the Secretary to every member at least ten days in advance thereof, and shall be posted by the Secretary for the same length of time on the Corporation website or bulletin board if applicable.

SECTION 7.5: DISRUPTIVE CONDUCT. Any member who disrupts the proceeding or otherwise interferes with the lawful conduct on any membership meeting may be removed from that meeting by the President.

SECTION 7.6: ORDER OF BUSINESS. The order of business at the annual meeting of the members and, so far as possible at all other meetings of the members, shall be conducted under policies established by the Board and under an agenda essentially as follows, except as otherwise determined by the members at the meeting.

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- a. Roll call or report on the number of members present in person or by proxy to determine the existence of a quorum.
- b. Reading of the Notice of the Meeting and proof of timely publication or mailing thereof, or the waivers of the Notice of Meeting, as the case may be.
- c. Read and consider minutes of last meeting making additions and changes as necessary.
- d. Approval of corrected minutes.
- e. Reports: Financial and or auditors reports; Officers; Committee Chairpersons.
- f. Old business or referrals from previous meetings.
- g. Elections, resignations, removals (if any).
- h. New business.
- i. Appointments (if any).
- j. Set place, time, and date for next meeting.
- k. Adjournment.

ARTICLE VIII: ELECTIONS.

SECTION 8.1: TIME. Elections shall be held at least one month before the beginning of the skating fiscal year for which such officers and directors are chosen.

SECTION 8.2: NOMINATING COMMITTEE. Each year a nominating committee will be appointed by the Board of Directors at least thirty days in advance of the annual election. This committee shall consist of one member of the Board, and two members of the Club who are not Directors. Candidates may also be nominated from the floor at the annual membership meeting. Floor nominations must be seconded and accepted by the candidate to be valid.

SECTION 8.2: DESIGNATION OF CANDIDATES FOR OFFICER POSITIONS. The Nominating Committee, in putting forth a slate of new Directors, will designate which nominee will fill the positions of President, Treasurer, and Secretary. These three Board of Director positions, plus any additional officer position established by the newly elected Board of Directors for their tenure, constitute the officers of the club. The newly elected Board of Directors can select which other directors will fill the remaining officer positions on the Board.

SECTION 8.3: VOTING. Voting will be done by a show of hands unless any member requests that voting be by concealed ballots. Voting by proxy will be allowed. Proxy votes must be registered with the Secretary one day prior to the meeting during which elections are held. Vote tallies will be confirmed by the Secretary or nominating committee chair and one volunteer member who is not a director. In the event of a tie for any position, the meeting will be opened for discussion and a second vote conducted for that position. If a tie persists, a vote the outgoing Board of Directors will determine the tied position.

ARTICLE IX. MISCELLANEOUS

SECTION 9.1: INDEMNIFICATION. The Corporation will indemnify any Director, Officer, former Director or Officer, or employee of the Corporation against expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such person is made a party, or is threatened to be made a party, by reason of being or having been a Director or Officer, except in misconduct in the performance of such person's duties to the Corporation.

SECTION 9.2: BOOKS AND RECORDS. At its registered office or principal place of business, the Corporation shall keep: (1) correct and complete books and records of account; (2) minutes of the proceedings of its Board of Directors; and (3) such other books and records that the Corporation is required to maintain pursuant to the Idaho Law and these bylaws.

SECTION 9.3 LIMITATIONS ON DEBT. No debt will be incurred by the Corporation beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness will be issued in the name of the Corporation unless authorized by the President.

SECTION 9.4: LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued. The Corporation will not make or extend a loan to any Director, Officer, or employee thereof for any purpose whatsoever

SECTION 9.5: FINANCIAL ACCOUNTS. The Corporation may establish one or more checking accounts, savings accounts, or investment accounts with appropriate financial entities or institutions as determined been a director or officer, except in misconduct in the performance of such person's duties to the Corporation.

SECTION 9.6: ANNUAL FINANCIAL STATEMENTS. The Board of Directors shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on that date, to be prepared and presented at the Annual Meeting of the membership.

SECTION 9.7: FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August

SECTION 9.8: PROPERTY OF THE CORPORATION. The title to all property of the Corporation, both real and personal, will be vested in the Corporation.

SECTION 9.9: CONTRIBUTIONS. All contributions of any nature, unless designated for a specific purpose, will be used for such purposes as the Board of Directors may direct; and in the absence of any direction by the Board of Directors, such may be used for the general purposes of the Corporation. Contributions of any nature for specific purposes will be used only for the purposes and in the manner for which the contributions are made. At the discretion of the Board of Directors or Corporation Officers, the Corporation may raise revenues through fundraising activities and contributions.

SECTION 9.10: CONTRACTS. The President, except as in these Bylaws otherwise provided, may authorize any Officer or agent to enter into any contract or execute and deliver an instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the President, no Officer or agent, or employee will have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable peculiarly for any purpose or at any amount.

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SECTION 9.13: LIABILITIES OF MEMBERS AND DIRECTORS. No member or Director of the Corporation will be personally liable to the Corporation's creditors for any indebtedness or liability and any and all creditors will look only to the Corporation's assets for payment.

SECTION 9.14: PROPERTY/INTEREST UPON TERMINATION OF MEMBERSHIP. Members have no interest in the property, assets, or privileges of the Club. Cessation of membership will operate as a release and assignment to the Club of all right, title, and interest of any member, but will not affect any indebtedness of the Club to such member.

SECTION 9.14: DISTRIBUTION OF ASSETS UPON CORPORATION DISSOLUTION. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE X AMENDMENTS TO BY-LAWS

SECTION 10.1: ADOPTION. These bylaws may be amended by a 2/3 majority of the Board of Directors at any meeting for which three days prior notice has been given that a bylaws change is under consideration.

SECTION 10.2 INSPECTION OF BY-LAWS. Copies of these By-laws, as amended to date, will be made available to members upon request in a reasonable timely fashion.

CERTIFICATION

We, the undersigned, being the current members of the Board of Directors do certify that the foregoing Amended and Restated Bylaws were duly adopted as the official Bylaws of the Corporation December 20, 2008, by approval of at least two-thirds of the directors present at an open meeting directors and members on December 20, 2008.

By: _____	(Signature)	By: _____	(Signature)
Print Name: _____		Print Name: _____	
Title: Director _____		Title: Director _____	
Date: _____		Date: _____	

By: _____	(Signature)	By: _____	(Signature)
Print Name: _____		Print Name: _____	
Title: Director _____		Title: Director _____	
Date: _____		Date: _____	

By: _____ (Signature) _____

Print Name: _____

Title: Director _____

Date: _____

