

BYLAWS

Of

OF INTERMOUNTAIN INTERCLUB ASSOCIATION

A UTAH NONPROFIT CORPORATION

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BYLAWS  
OF  
INTERMOUNTAIN INTERCLUB  
ASSOCIATION

These amended and restated bylaws (the "*Bylaws*") are adopted for the governance of Intermountain Interclub Association a Utah nonprofit Corporation (herein referred to as the "Corporation" or "IIA").

**ARTICLE I**  
**OFFICES; PURPOSE**

***Section 1.1. Registered Office & Address:*** The registered office of the Corporation required by Title 16, Chapter 6a Utah Code Annotated 1953, as amended (the "Act") shall be Cottonwood Heights Recreation Center - 7500 South 2700 East, Salt Lake City, Utah 84121. Mailing address is c/o: Cottonwood Heights Figure Skating Club, PO Box 712468, Salt Lake City, UT 84171. The registered office is subject to change by the Board of Directors, by the officers of the Corporation, or as otherwise provided by the Act.

***Section 1.2. Purpose:*** The IIA has been formed to be recognized by the United States Figure Skating Association (USFSA), to exist for the purposes of promoting activities for the mutual benefit of the member clubs of IIA. As such, the IIA and its members shall be subject to and abide by the Bylaws and Official Rules of the USFSA, as in existence and amended by USFSA.

***Section 1.3. Mission:*** As an interclub association, IIA's mission is to provide programs to encourage participation and achievement in the sport of figure skating on ice and particularly:

- a. to cooperate with and assist member clubs in holding, staging, and/or conducting test sessions, exhibitions and competitions;
- b. to coordinate the annual calendar;
- c. to establish standardized procedures for testing sessions within the IIA;
- d. to organize and host officials/judges schools in accordance with USFSA;
- e. to participate as a group for the attainment of the objects and purposes of USFSA in accordance with the provisions of the USFSA Bylaws and Official Rules, and
- f. to collaborate in the organization of hosting USFSA sanctioned ice skating competitions on local, regional, sectional, national and international levels.

## ARTICLE II

### MEMBERS

**Section 2.1. Members:** The membership of IIA shall be open to all USFSA Member Clubs (each a "Member," "Member Club" or "IIA Member") located in the intermountain area which shall pay a specified fee per year and agree to abide by the rules and regulations of Intermountain Interclub Association, as determined by the Board of Directors. Members shall be required to abide by, and to conduct themselves in a manner consistent with the bylaws, official rules, policies, procedures, code of conduct, and code of ethics and principals of ethical behavior of USFSA.

**Section 2.2. Dues & Assessments:** Membership dues for the ensuing year shall be determined by the Board of Directors at the Fall Meeting, which is to be held in either September or October of any given year. New Member Clubs shall be required to pay an initiation fee before being entitled to the rights and privileges of a Member Club. Assessments against Member Clubs may be made as voted by a majority of the directors, provided notice of such assessments was in the notice of the meeting and provided to the Member Clubs not less than thirty (30) days prior to the meeting. Member Clubs declining participation in any specific assessment forfeit benefits related to the assessment.

**Section 2.3. Termination of Membership:** Membership may be terminated:

- a. By resignation, upon delivery of a letter of resignation to the IIA and the acceptance thereof by the Board, and upon payment of all dues then due and payable. The resigning Member Club shall forfeit all rights and claims of every nature whatsoever in or against the IIA, its property, funds and officers;
- b. For non-payment of dues or assessments within six (6) months of notice of indebtedness. A Member Club dropped from membership for non-payment of all dues or other indebtedness may upon payment of same within the current fiscal year, at the discretion of the Board, be reinstated to full membership;
- c. For loss of USFSA membership by the Member Club;

IIA Member Clubs granted inactive status by the USFSA Membership Committee will be designated as inactive members of IIA until such time as they again become USFSA regular Member Clubs or until they lose USFSA membership. Inactive members of IIA shall have no voting or other rights in IIA.

## ARTICLE III

### BOARD OF DIRECTORS

**Section 3.1. General Powers:** The business and affairs of the Corporation shall be managed by its Board of Directors, except as otherwise provided in the Act, the Articles of Incorporation or these bylaws.

IIA is based on the principle of the sovereignty of all its Member Clubs and nothing in these bylaws shall be interpreted so as to:

- a. Authorize the IIA to intervene in matters pertaining to the internal affairs of its Member Clubs;
- b. Subrogate the rights of Member Clubs as set forth in the USFSA Official Rulebook;
- c. Reject a request by a Member Club to be specifically identified either in favor or in opposition to any request for Action to ISFSA originated by IIA.

***Section 3.2. Number, Election, Tenure and Qualifications:***

- a. The number of directors of the Board of Directors will equal the number of Member Clubs in IIA. Each Member Club will designate one director to the IIA Board of Directors, in accordance with the bylaws of that Member Club or as otherwise determined by such Member Club.
- b. Directors shall be selected for terms to be determined by each Member Club, no less than one (1) year nor more than three (3) years, to succeed those whose terms expire. No director may be elected or appointed to serve on the Board more than seven (7) consecutive years, but may become eligible again after one skating season. Despite the expiration of a director's term, the director shall continue to serve until the designation and qualification of a successor or until there is a decrease in the number of directors, or until such director's earlier death, resignation or removal from office.
- c. Any director may be removed at any time, with or without cause, by the Member Club that appointed such director.

***Section 3.3. Resignation:*** Any director may resign at any time by giving written notice to the president or the secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

***Section 3.4. Vacancies:*** Any vacancy occurring in the Board of Directors will be filled by an appointment from the Member Club creating the vacancy. A director appointed to fill a vacancy shall serve for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors by virtue of the addition of a new Member Club shall be filled by an appointment by the additional member club. A director so chosen shall hold office until the end of the term designated for the position so created and thereafter until the director's successor shall have been designated, or until the director's earlier death, resignation or removal.

***Section 3.5. Standards of Conduct:*** A director (or an officer) shall discharge his or her duties as director (or officer):

- a. In good faith;
- b. With the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and
- c. In a manner the director (or officer) reasonably believes to be in the best interest of the Corporation.

***Section 3.6. Regular Meetings:*** Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Board of Directors, for the purpose of transaction of such business as may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or outside the State of Utah, for the holding of regular meetings. No additional notice of meetings held pursuant to a resolution of the Board of Directors, other than the resolution itself, is required.

***Section 3.7. Special Meetings:*** Special meetings of the Board of Directors may be called by or at the request of the chairman of the board or any two directors. The individual or individuals authorized to call special meetings of the Board of Directors may fix any place as the place, either within or outside Utah, for holding any special meeting of the Board of Directors called by them.

***Section 3.8. Annual Meetings:*** One of the regular meetings of the Board of Directors described above in Section 3.6 shall be designated as the Annual Meeting for the purposes of organization, election of officers and the transaction of other business.

**Section 3.9. Notice:** Notice of each meeting of the Board of Directors (other than regular meetings held pursuant to a resolution of the Board of Directors under Section 3.6 above) stating the place, day and hour of the meeting, shall be given to each director at the director's business address at least ten days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least five business days prior thereto by personal delivery of written notice or by telephonic, electronic or facsimile notice (and the method of notice need not be the same as to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If transmitted electronically or by facsimile, such notice shall be deemed to be given when the transmission is completed. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, unless the director, at the beginning of the meeting or promptly upon later arrival, objects to holding the meeting because of lack of notice or defective notice, and after objecting, the director does not vote for or assent to action taken at the meeting with respect to the purpose. If special notice was required for a particular purpose, the director must object to the purpose for which the special notice was required, and after objecting, refrain from voting for or assenting to the action taken at the meeting with respect to the purpose, or the director's attendance will constitute a waiver of notice.

**Section 3.10. Quorum and Voting:** A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

**Section 3.11. Proxies:** For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be considered to be present at a meeting and to vote if the director has granted a signed written proxy;

- a. to another director who is present at the meeting and authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy; or
- b. to a person who is not a director if the proxy authorizes such person to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy.

**Section 3.12. Presumption of Assent:** A director who is present at a meeting of the Board of Directors when corporate action is taken is considered to have assented to all action taken at the meeting unless:

- a. (i) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting; and (ii) after objecting, the director does not vote for or assent to any action taken at the meeting; and
- b. the director contemporaneously requests that the director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or
- c. the director causes written notice of the director's dissent or abstention as to any specific action to be received by: (i) the presiding officer of the meeting before adjournment of the meeting; or (ii) the Corporation promptly after adjournment of the meeting.

The right of dissent or abstention as set forth above as to a specific action is not available to a director who votes in favor of the action taken.

**Section 3.13. Compensation:** Directors of the Corporation may receive reimbursement for pre-approved reasonable expenses, but shall otherwise not be compensated.



**Section 3.14. Executive and Other Committees:** By one or more resolutions adopted by a majority of the directors then in office, the Board of Directors may designate from among its members an Executive Committee and one or more other committees, each of which shall have and may exercise all of the authority of the Board of Directors granted to such committee by the resolution establishing such committee. Each committee shall be comprised of at least two directors appointed by the Board of Directors. The Chairman of the Board shall be a member of and shall chair the Executive Committee, if any. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the Board of Directors from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board of Directors shall be as established by the Board of Directors or, in the absence thereof, by the committee itself.

**Section 3.15. Meetings by Telecommunication:** Members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or committee by any means of communications so long as all individuals participating in the meeting can hear one another. Such participation shall constitute presence in person at the meeting.

**Section 3.16. Action Without a Meeting:** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board of Directors in writing either (a) votes for the action or (b) waives the right to demand that action not be taken without a meeting and (i) votes against the action or (ii) abstains from voting. Action is taken under this section only if the affirmative vote for the action equals or exceeds the minimum number of votes that would be necessary to take the action at a meeting at which all of the directors then in office were present and voted. An action taken pursuant to this section will not be effective unless the Corporation receives writings describing the action taken, satisfying the above requirements, signed by all of the directors, and not revoked by any director.

**Section 3.17. Advisory Board:** The Board of Directors may appoint such advisory commission or board as it may deem appropriate, consisting of directors or persons who are not directors, but such board shall not be deemed a committee of the Board and shall not exercise any powers of the Board. The Board shall select a chairman and such other officers of the advisory board as it may determine. Notice of, and procedures for, meetings of any advisory board shall be as prescribed by the chairman of such board and meetings of any advisory board may be called by the President, the Board of Directors or the chairman of the advisory board.

**Section 3.18. Chairman of the Board:** The president shall act as the chairman of the Board of Directors and shall (i) preside at all meetings of the Board of Directors; (ii) see that all orders and resolutions of the Board of Directors are carried into effect; (iii) supervise and manage the activities of the Executive Committee of the Board, if any; and (iv) perform all other duties incident to the office of chairman of the Board of Directors and as may be assigned to the chairman by the Board of Directors.

## ARTICLE IV

### OFFICERS AND AGENTS

**Section 4.1. Number and Qualifications:** The elected officers of the Corporation shall be a president, a vice-president, a secretary and a treasurer. The Board of Directors may also elect or appoint such other officers, assistant officers and agents, including additional vice presidents, assistant secretaries and assistant treasurers, as it may consider necessary.

**Section 4.2. Power/Duties:** The Board of Directors may delegate to any officer of the Corporation or any committee of the Board of Directors the power to appoint, remove and prescribe the duties of other officers, assistant officers, agents and employees.

**Section 4.3. Resignation:** An officer may resign at any time by giving written notice of resignation to the Corporation. An officer's resignation shall take effect at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4.4. Election and Term of Office:** The elected officers of the Corporation shall be elected by the Board of Directors from a list of candidates selected by the Nominating Committee at each Annual Meeting as set forth in Section 4.5 below, or, if the term of office exceeds one (1) year, at the meeting which coincides with the conclusion of the given term. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified, or until the officer's earlier death, resignation or removal.

**Section 4.5 Nominating Committee:**

- a. A Nominating Committee of not less than three (3) directors shall be named by the President at least sixty (60) days prior to the Annual Meeting and their report made to the Board not less than thirty (30) days prior to the Annual Meeting.
- b. The report of the Nominating Committee and the notice of the Annual Meeting shall be mailed to the Member Clubs not less than ten (10) days prior to the election. Candidates may also be nominated from the floor at the Annual Meeting and the combined list will then be voted on by the Board of Directors.
- c. The candidates receiving a majority vote shall each serve for one (1) year.
- d. Tellers for the counting of the votes shall be three (3) in number and shall be appointed by the Nominating Committee from the directors present at the time of the election.

**Section 4.6. Removal:** An officer, assistant, agent or employee may be removed, with or without cause, at any time: (i) in the case of an officer, assistant, agent or employee appointed by the Board of Directors, only by resolution of the Board of Directors; and (ii) in the case of any other officer, assistant, agent or employee, by any officer of the Corporation or committee of the Board of Directors upon whom or which such power of removal may be conferred by the Board of Directors; but such removal shall be without prejudice to the contract rights, if any, of the individual so removed.

**Section 4.7. Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

**Section 4.8. Compensation:** Officers of the cooperation may receive reimbursement for pre-approved reasonable expenses, but shall otherwise not be compensated.

**Section 4.9. Authority and Duties of Officers:** The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, 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.

- a. *President.* The president shall perform such duties as may be assigned to him/her by the Board of Directors and all duties normally performed by a chief executive officer or president of a corporation.
- b. *Vice-President.* In the absence of the president, or in the event of the president's death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as may be assigned to him or her by the president or by the Board of Directors.
- c. *Secretary.* The secretary shall: (i) keep the minutes of the proceedings of the Board of Directors and any committees of the Board of Directors; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the Corporation; and (iv) in general, perform all duties incident to the office of secretary and such other duties as may be assigned to the secretary by the president or by the Board of Directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

- d. *Treasurer.* The treasurer shall: (i) be the principal financial officer of the Corporation and oversee the care and custody of all its funds, securities, evidences of indebtedness and other personal property, and deposit the same in accordance with the instructions of the Board of Directors; (ii) supervise the process of receiving and giving receipts for moneys paid in on account of the Corporation; (iii) supervise the paying of all bills, payrolls and other just debts of the Corporation of whatever nature upon maturity out of available funds; (iii) prescribe and supervise the methods and systems of accounting to be followed, see that complete books and records of account are kept, and prepare and file all local, state and federal tax returns and related documents, prescribe and supervise an adequate system of internal audit, and oversee the preparation of and furnish to the chairman of the Board of Directors and the Board of Directors statements of account showing the financial position of the Corporation and the results of its operations; (iv) upon request of the Board of Directors, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as may be assigned to the treasurer by the chairman of the Board of Directors or the Board of Directors.

## ARTICLE V

### EXECUTION OF INSTRUMENTS

**Section 5.1. Checks, Drafts, etc.:** All checks, drafts and orders for payment of money, and notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents of the Corporation as established by the Board of Directors.

**Section 5.2. Deposits:** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 5.3. Contracts:** The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 5.4. Conflicts of Interest:** The directors of the Corporation may adopt by majority vote a conflicts of interest policy.

## ARTICLE VI

### INDEMNIFICATION

**Section 6.1. Indemnification:**

- a. Notwithstanding Section 6.1(b), and to the fullest extent allowed by relevant law, the Corporation shall indemnify any director or officer of the Corporation who is successful, on the merits or otherwise, in the defense of any proceeding or matter to which the director or officer was a party by reason of having served as a director or officer of the Corporation, or any claim, issue or matter in the proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation, against reasonable expenses incurred in the proceeding or matter, including reasonable attorney fees.
- b. The Corporation may in its discretion indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee, fiduciary or agent of the Corporation, or of any other corporation, at the request of the Corporation, or by reason of any action alleged to have been taken, omitted or neglected as such director, officer, employee, fiduciary or agent against reasonable expenses incurred in connection with the proceeding, if:

- i. the individual's conduct was in good faith;
  - ii. the individual reasonably believed that the individual's conduct was in, or not opposed to, the Corporation's best interests; and
  - iii. in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.
- c. The Corporation shall not indemnify a director, or officer, employee, fiduciary, or agent in connection with a proceeding in which such individual was adjudged liable to the Corporation, or in connection with any other proceeding charging that the individual derived an improper personal benefit, whether or not involving action in the individual's official capacity, in which proceeding the individual was adjudged liable on the basis that the individual derived an improper personal benefit.

**Section 6.2. Advances of Costs and Expenses:** The Corporation may in its discretion pay for reasonable expenses incurred by a director, officer, employee or agent (in defending a civil or criminal action, suit or proceeding) who is a party to a proceeding in advance of final disposition of the proceeding if:

- a. the individual furnishes the Corporation a written affirmation of the individual's good faith belief that the individual has met the applicable standard of conduct described above in Section 6.1(b).
- b. the individual furnishes the Corporation a written undertaking, executed personally or on the individual's behalf, to repay the advance, if it is ultimately determined that the individual did not meet the standard of conduct; and
- c. a determination is made that the facts then known to those making the determination would not preclude indemnification.

**Section 6.3. Insurance:** By action of the Board of Directors, notwithstanding any interest of the directors in such action, the Corporation may, subject to Section 6.5, purchase and maintain insurance, in such amounts as the Board of Directors may deem appropriate, on behalf of any individual indemnified here under against any liability asserted against such individual and incurred by such individual in such individual's capacity of or arising out of such individual's status as an agent of the Corporation, whether or not the Corporation would have the power to indemnify such individual against such liability under applicable provisions of law. The Corporation may also purchase and maintain insurance, in such amounts as the Board of Directors may deem appropriate, to insure the Corporation against any liability, including without limitation, any liability for the indemnifications provided in this Article.

**Section 6.4. Right to Impose Conditions to Indemnification:** The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board of Directors may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the individual to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the individual to be indemnified and to the Corporation; (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the individual to be indemnified; and (c) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified individual's right of recovery, and that the individual to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Corporation.

**Section 6.5. Limitation on Indemnification:** Notwithstanding any other provision of these bylaws, and except as otherwise provided by law, the Corporation shall neither indemnify any individual nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code (the "IRC").

**Section 6.6. Limitation on Liability:** The directors and officers of the Corporation shall not be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director.

## ARTICLE VII

### LIMITATIONS

**Section 7.1. Prohibition against Sharing in Corporate Earnings:** No director, officer or employee of or individual connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such individual of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such individual or individuals shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All directors of the Corporation shall be deemed, to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, consistent with Article V of the Corporation's Articles of Incorporation.

**Section 7.2. Investments:** The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a nonprofit corporation is or may hereafter be permitted by law to make, or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of tax exemption under any section of the IRC.

**Section 7.3. Exempt Activities:** Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of this Corporation, shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under IRC § 501(c)(3).

## ARTICLE VIII

### MISCELLANEOUS

**Section 8.1. Account Books, Minutes, Etc.:** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees. All books and records of the Corporation may be inspected by any director, such director's authorized agent or attorney, for any proper purpose at any reasonable time.

**Section 8.2. Fiscal Year:** The fiscal year of the Corporation shall be as established by the Board of Directors and shall follow that of the United States Figure Skating Association, currently beginning on July first (1st) of each year and ending on June thirtieth (30th) of the following year.

**Section 8.3. Conveyances and Encumbrances:** Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Directors, and such authorized individuals shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

**Section 8.4. Designated Contributions:** The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so

limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

***Section 8.5. Loans Prohibited:*** No loans shall be made by the Corporation.

***Section 8.6. References to Internal Revenue Code:*** All references in these bylaws to provisions of the Internal Revenue Code or "IRC" are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

***Section 8.7. Amendment:*** The power to alter, amend, restate or repeal these bylaws and adopt new bylaws or to alter, amend or restate the Corporation's Articles of Incorporation shall be vested in the Board of Directors, provided that the text of any proposed amendment shall first be submitted to all Member Clubs in writing at least thirty (30) days before being taken to a vote by the Directors.

***Section 8.8. Severability:*** The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

**INTERMOUNTAIN INTERCLUB ASSOCIATION**

**BYLAWS CERTIFICATE**

The undersigned certifies that s/he is the Secretary of Intermountain Interclub Association,

A Utah nonprofit corporation, and that, as such, s/he is authorized to execute this certificate on behalf of said Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said Corporation.

Dated effective as of the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
Secretary