

BYLAWS

of

The New England Skating Club

Article I

NAME; EXISTENCE; OFFICES

Section 1:1 Name. The name of this organization is The New England Skating Club (“NESC”).

Section 1:2 Incorporation. NESC is incorporated as a non-profit corporation under the laws of the Commonwealth of Massachusetts and shall be operated pursuant to Internal Revenue Code Section 501(c)(3) and M.G.L. Chapter 180. The purpose of NESC shall be as set forth in the Articles of Organization.

Section 1.3 Membership in U.S. Figure Skating. NESC has been formed to be a member of U.S. Figure Skating, to exist for the purposes set forth in Article II of these Bylaws. As such, NESC and its members shall be subject to and abide by the Bylaws and Official Rules of U.S. Figure Skating, as in existence and amended from time-to-time by U.S. Figure Skating.

Section 1.4 Offices. The principal office of NESC shall be located at Norfolk Ice Arena, 1 Dean Street, Norfolk, Massachusetts 02056. The registered office of NESC required by the Commonwealth of Massachusetts may be, but need not be, the same as the principal office/headquarters of NESC and the address of the registered office may be changed from time to time by the Board of Directors.

Article II

PURPOSES

New England Skating Club (NESC) exists to meet the needs of amateur figure skaters of all ages and abilities by offering opportunities for instruction, practice and advancement in figure skating through private lessons, group lessons, synchronized skating, Theater on Ice and all other disciplines of figures skating, and to support its

members in the realization of their individual skating goals in an atmosphere of camaraderie and good sportsmanship. NESC functions as a member of U.S. figure skating and exists to carry out the goals and objectives of U.S. Figure Skating by holding, conducting and or sponsoring test sessions, competitions, ice shows, etc. NESC will endorse the objectives of US Figure Skating and will function in accordance with US Figure Skating and will function in accordance with US Figure skating rules, procedures and general policies, all while promoting a positive and supportive environment.

Article III MEMBERS

Section 3.1 Members. NESC shall have members who shall be registered with U.S. Figure Skating, with voting rights, and other legal rights and privileges in connection with the governance of NESC as set forth herein in accordance with such provisions and criteria pertaining to qualifications, classification, privileges, application and acceptance of Members of NESC, shall be required to abide by and to conduct themselves in a manner consistent with the of the Bylaws, Official Rules, policies, procedures, code of conduct, code of ethics and principals of ethical behavior of U.S. Figure Skating.

3.1(a) Membership Term. NESC Annual Membership shall run concurrent with U.S. Figure Skating and from July 1 through June 30.

3.1(b) New Membership. New members shall complete an application to the Membership Chair who in turn shall present the application to the Board of Directors at the next scheduled board meeting. The Board shall vote on each individual for membership and, upon a majority, vote to accept the individual applicant. Upon acceptance, the Membership Chair shall issue a letter of acceptance and collect the applicable fee. The applicable fee may be pro-rated if the application is accepted after January 30th of any given year.

3.1(c) Renewal. Applications for renewal shall be sent to all members at least thirty (30) days before renewal deadline. The deadline for renewals shall be submitted to the Membership Chair, on or before June 15th. Members in good standing who have submitted an application shall be automatically renewed on July 1st. To retain seniority (as defined in section 3.1(d)) and all membership privileges, applications for renewal may be made no later than July 31st, unless granted an extension by a majority of Board members for good cause.

3.1(d) Seniority. Any member who contracts freestyle ice time and who designates NESC as their Home Club, and who is a current member in good standing, shall accrue seniority on an annual basis.

3.1(e) Voting Member A member in good standing who has been granted voting privileges shall be considered a voting member. A member must designate NESC as their Home Club in order to be granted voting privileges. Each member is entitled to one vote at a Special Meeting or at the Annual Meeting of the Membership. Voting members include, Full Member, all levels of Family Memberships, as defined below.

3.1(f) Good Standing. To be a member in “good standing”, said member shall be current on all financial obligations to NESC and U.S. Figure Skating; and shall be in compliance with the Bylaws, Codes of Conduct of NESC, Norfolk Ice Arena, and U.S. Figure Skating.

3.2 Suspension and/or Termination of Membership. No member may be expelled or suspended from the Club, and no membership may be terminated except for Cause (as stated in section 3.2(a) by the Board. Except as provided in this section, no membership shall be suspended for more than thirty (30) days or terminated, without first providing the member with an opportunity for a hearing before the Board, including an opportunity to demonstrate (orally or in writing) why the member should not be suspended or terminated. The member shall be given not less than ten (10) days prior written notice of the hearing, and the notice shall specify the reasons for the proposed suspension or termination. The President or Board Appointed Designee in the case of unavailability by the President shall preside at such hearing. Written notice must be given and either delivered in person or mailed to the last known home mailing address of the member as recorded in the NESC Membership by the Membership Chair. At the conclusion of the hearing, the Board shall meet in Executive Session, to discuss and vote on the proposed suspension or termination. The decision by a majority of Board members in attendance for such vote shall be final.

3.2(a) Definition of Cause. for purposes of these Bylaws, “cause” shall be defined as nonpayment of dues, except as determined on a case by case basis by the Board of Directors, and is defined as fraud or any other violation of law; or a threat verbally or physically to any member; or threat to or intentional destruction of property of NESC or Norfolk Ice Arena; or any other conduct that may be determined by the Board to be detrimental to the

reputation or financial well-being of NESC and its members; violation of any U.S Figure Skating or NESC Code of Conduct.

3.2(b) Immediate Suspension. A member may be immediately suspended without a hearing by the Board on a temporary basis, not to exceed thirty (30) days, until such time as a full hearing may be held, upon a determination by a majority vote of the Board that the member poses a threat to the health, safety, well-being, reputation or ability to compete of any member, or the operations, finances welfare or reputation of NESC or Norfolk Ice Arena. A member who has had their membership suspended or terminated is not entitled to a refund or abatement off dues and does not relieve the suspended or terminated member from any obligations for charges incurred, services or benefits actually received dues, assessments, or fees arising from contract or otherwise. Upon suspension or termination of a member the President will immediately notify U.S. Figure skating of suspension or termination.

Section 3.3 Dues. The Board of Directors may establish, as it shall deem necessary and appropriate, such periodic membership dues, other assessments and procedures for the manner of payment and collection thereof. Dues shall include U.S. Figure Skating dues which will be sent to U.S. Figure Skating by NESC as required by U.S. Figure Skating. The amount of dues shall be set by the Board and any changes to the amount shall be communicated by the Board to the membership no less than thirty (30) days before the implementation of the change. Failure to pay dues on a timely basis may result in negative action by the Board of Directors including loss of Good Standing status, suspension or termination of membership.

Section 3.3(a) Types of Membership.

- (1) Full Member: includes membership in U.S Figure Skating, has voting privileges, and accrues seniority.
- (2) Family Memberships:
 - (a) First Family Member: one parent and one skater, includes membership in U.S. Figure Skating, has voting privileges, and accrues seniority.
 - (b) Second Family Member: includes membership in U.S. Figure Skating, one parent and two skaters or two parent and one skater; or two related skaters living in the same household; has voting privileges and accrues seniority.

- (c) Third Family Member plus all Additional Family Members; includes membership in U.S. Figure Skating, has voting privileges, and accrues seniority.
- (3) Coaches Membership: does not have voting privileges and does not accrue seniority.
- (4) Synchronized Skating Membership: Home Club other than NESC, has no voting privileges and does not accrue seniority; and
- (5) Theater on Ice: Home Club other than NESC, has no voting privileges, and does not accrue seniority.

Section 3.4 Annual Meeting. In July of each year, NESC shall hold an annual meeting of its members for the for the purpose of electing Directors and for the transaction of other business as may come before the meeting at a time, date and place stated in or fixed in accordance with the resolution of the Board of Directors. Only members who have been granted voting privileges under Bylaws section 3.1(e) may have a voice at the meeting or vote. The voting rights of a member skater under the age of 18 shall be exercised by that skater/member's parent or legal guardian. Notwithstanding the foregoing, votes for election to the Board of Directors may be cast by written ballot at a time and location as designated by the Board and shall be counted as if cast in person at an annual or special meeting.

Section 3.5 Special Meetings. Special meetings of the members may be called at any time by the Board of Directors, the President or by written demand by no less than ten (10) voting members. In the case of voting members calling for a special meeting said demand must be in writing, contain the purpose or purposes for calling the meeting, and be signed and dated by the voting member demanding the meeting. In any case the Board shall set the place date and time for the meeting, and if the Board fails to do so within ten (10) days of the written demand, then any voting member signing the demand may set the time and place of the meeting and give notice as provided in the Bylaws. If no place is state, special meetings shall be held at NESC's principal office. Only business pertaining to the purpose in the demand notice shall be conducted at the special meeting of members. Only members who have been granted voting privileges under Bylaws section 3.1(e) may have a voice at the meeting or vote.

Section 3.6 Notice of Meetings. Notice of any annual or special meeting of the members shall be given to each member entitled to vote at a meeting in a fair and reasonable manner. Said notice must state the place, date and time of the meeting, and including the agenda for the meeting, shall be given to all members not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice of Special Meeting must additionally state the purpose of the meeting. Notice of annual meeting need not

include a description of the purpose or purposes of the meeting except when the purpose or purposes shall be stated with respect to (i) an amendment to the Articles of Incorporation or the Bylaws of NESC; (ii) a merger with another organization; (iii) a sale, lease, exchange, or other disposition, other than in the usual and regular course of business, of all or substantially all of the property of NESC; or (iv) the dissolution or liquidation of NESC. Any member who wishes to raise an issue at an annual or special meeting must give written notice to the President or Secretary of NESC at least seven (7) days before NESC gives notice to the members of the meeting, and request that the matter be placed on the agenda for such meeting. The Board in its sole discretion shall decide if any matter shall be placed on the agenda for the annual or a special meeting.

Section 3.7 Methods of Notice. Notice may be given by but is not limited to: first class or registered mail to the last known mailing address, or email mail to the last known email address as kept in the membership records by the NESC Secretary. In addition, said notice shall also be posted on the NESC bulletin board and on the NESC website.

Section 3.8 Waiver of Notice. A member may waive notice of an annual or special meeting either by written notice delivered to the Board before or after the time and date of the meeting, or by attendance at such meeting. Further by attending a meeting, a member waives objection to lack of notice or defective notice of the meeting unless the member objects at the meeting to the holding of the meeting or the transaction of business at the meeting because of lack of notice or defective notice.

Section 3.9 Voting List. After a record date is fixed for a membership meeting or for determining the members entitled to vote by written ballot, the Secretary shall make, at the earlier of ten (10) days before such meeting or two (2) business days after notice of the meeting has been given, a complete list of the members entitled to be given notice of such meeting or any adjournment thereof. The list shall be arranged in alphabetical order and shall show the name and address of each member and the number of votes to which each member is entitled. For the period beginning the earlier of ten (10) days prior to the meeting or two (2) business days after notice of the meeting is given and continuing through the meeting and any adjournment thereof

Section 3.10 Quorum and Manner of Voting. Sixty percent (60%) of the votes entitled to be cast by the members on a matter shall constitute a quorum for action on the matter. If a quorum exists, action on a matter by the members is approved if the majority of votes cast favor the action, unless otherwise required by law, these Bylaws or NESC's Articles of Organization. In the case of a tie the matter shall be considered defeated.

Section 3.11 Conduct of Meeting. The President or President's designee shall preside at any NESC annual or special meeting Administration of an NESC annual or special meeting shall be in accordance with Robert's Rules of Order as amended. To the extent any procedure is not addressed in Robert's Rules of Order the President shall be authorized to establish and rule upon such procedure in his or her sole discretion. The Secretary of the Board shall keep full and accurate records and minutes all annual and special membership meetings.

Section 3.12 Adjournment of Meeting. When a meeting is adjourned to another date, time, or place, notice need not be given of the new date, time or place if the new date, time or place of such meeting is announced prior to the adjournment of the meeting. Any business which may have been transacted at the original meeting may be transacted at the subsequent, adjournment meeting.

Section 3.13 Meeting by Telecommunications. Any 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 including, but not limited to telephone, Webcast, videoconference or similar communications equipment by which all persons participating it in the meeting can communicate, discuss and vote (or abstain from voting) on a matter. Such request must be sent in writing via email at least forty-eight (48) hours prior to the meeting or vote, except in emergency circumstances which shall be determined in the sole discretion of the President.

Section 3.14 Member Delegates to the U.S. Figure Skating Governing Counsel. Delegates to the U.S. Figure Skating Governing Council must be registered members of NESC and must meet the qualifications as set forth in Article VII Section 1 of the U.S. Figure Skating Bylaws. NESC's Board of Directors shall appoint from among the NESC's registered 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. NESC's delegates shall be representatives of NESC at the Governing Council meeting for which they are appointed as delegates and shall attend said meeting, either in person or represented by proxy. NESC will file a certificate of appointment of its delegates with the Secretary of U.S. Figure Skating, duly signed by an authorized Officer of NESC.

Article VI

BOARD OF DIRECTORS

Section 4.1 **General Powers and Qualifications.**

4.1(a) Powers. The business and affairs of NESC including all of its day-to-day operations, shall be determined and managed by its Board of Directors ("Board"), except as otherwise provided in NESC's Articles of Organization these Bylaws or applicable state or federal law.

4.1(b) Qualifications. Directors must be (i) at least eighteen (18) years of age, (ii) registered with U.S. Figure Skating and (iii) Home Club members of NESC in accordance with the provisions of applicable rules of U.S. Figure Skating and (iv) voting members of NESC. In addition, Directors of NESC must be eligible persons, as defined in the eligibility rules of U.S. Figure Skating; provided, however, that one restricted person, one ineligible person and coaches with eligible status may serve as Directors of the Club so long as they do not collectively constitute a majority of the Board of Directors and, further provided, that 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 (See, U.S. Figure Skating Membership Rule 4.00).

Section 4.2 **Number, Term and Election of Directors.**

4.2(a) Number of Directors. The number of Directors of NESC shall be no less than (7) and no greater than (11) depending on the needs of NESC and all effort shall be made to maintain an odd number of Directors on the Board.

4.2(b) Change in the Number of Directors. Any action of the Board of Directors to increase or decrease the number of Directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these Bylaws effecting such increase or decrease and, therefore, shall require approval of the members as referred to in Article XI, Section 11.8 of these Bylaws.

4.2(c) Term of Directors. Directors shall serve a term of three (3) years. At the first annual meeting following the adoption of these Bylaws, classification of the Directors may be made by dividing them into three classes. The term of office of the Directors constituting the first class shall expire at the

first annual meeting of the Board of Directors held after such classification; the term of office of the second class shall expire at the second annual meeting thereafter; the term of office of the third class shall expire one year from the date of the first annual meeting. Each Director shall hold office until such Director's term expire and thereafter until such Director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. No Director may be elected to serve more than two (2) consecutive terms. A Director may be elected to serve two additional full consecutive terms after being appointed to fill a vacancy in a directorship.

4.2(d) Nomination and Election of Directors. At a time reasonably in advance of each annual meeting no less than thirty (30) days and no more than sixty (60) days in advance, the President shall appoint a nominating committee consisting of no less than three (3) of the Director's whose terms are not scheduled to expire at the upcoming annual meeting. The nominating committee shall determine and present to the members via email as well as posting on the website and the NESC bulletin board, at a time reasonably in advance of the annual meeting, a list of nominees to stand for election as Directors to fill the positions of those directors whose terms shall expire.

4.3 Resignation. A Director may resign at any time by giving written notice of resignation of the Board. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date.

4.4 Removal. Directors may be removed either with or without cause by a vote of two-thirds of the Voting Members present and voting at any Annual or Special Meeting of the members, or by two-thirds of the then-existing Board.

4.5 Vacancies. Any vacancy occurring among the Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

4.6 Regular Meetings. The Board shall meet immediately following the election of Directors at the Annual Meeting. Regular monthly meetings of the Board shall be held at such time and place as the Board may determine. The Board shall post and/or publicize to the general membership at least forty-eight (48) hours prior to each regular meeting notice of the time and place, and the agenda for such meeting. The Board shall keep full and accurate records of all regular meetings and

actions. In each case, one (1) copy shall be available to the membership in the NESC office, and one (1) copy kept in the official NESC records. The monthly meeting prior to the annual meeting shall include a review of the proposed fiscal budget for the following fiscal year including sources of revenue and anticipated expenditures as presented by the Treasurer. A vote to accept the budget shall be taken at the conclusion of discussion on the matter.

4.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. Notice stating the place, day and hour of every special meeting of the Board of Directors shall be given to each Director at least forty-eight (48) hours in advance, except under emergency circumstances as may be determined in the sole discretion of the President.

4.8 Executive Sessions of the Board. Executive sessions of the Board shall be limited to personal, personnel, legal, ethical, financial and other sensitive matters as may be determined by the Board in its sole discretion, in accordance with applicable law.

4.9 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, and the vote of a majority of the Directors present in person at a meeting which a quorum is present shall be the act of the Board of Directors. No Director may vote or act by proxy at any meeting of Directors. Notwithstanding a Director attending a meeting via video or telephone is considered to be in attendance and as such may vote as if they were physically present.

4.10 Meetings by Telephone or Electronic Communications. The President or any three (3) Directors, under circumstances where an in-person meeting and or vote on a matter is not practical, may call for and schedule a meeting of the Board by sending an email request to all Board members requesting that a meeting and/or vote be held by means of email, telephone, Webcast, videoconference or similar communications equipment by which all persons participating it in the meeting can communicate, discuss and vote (or abstain from voting) on a matter. Such request must be sent at least forty-eight (48) hours prior to the email meeting or vote, except in emergency circumstances which shall be determined in the sole discretion of the President. A majority of Board members must reply to the email in favor of holding a meeting and/or vote in order for the meeting or vote to be valid. If a Board member does not reply to the request, then a reasonable attempt shall be made by the person(s) requesting the vote to notify that Board member of the scheduled meeting

or vote. Under such videoconference or similar communications equipment and shall have the same force and effect as a meeting held in person provided that all other rules and procedures of the Board shall apply. A Board member's participation in any meeting or vote by electronic communication shall constitute consent to holding the meeting or vote by means of electronic communication and presence in person at the meeting.

4.11 Presumption of Assent. A Director who is present at a meeting of the Board of Directors is deemed to have assented to all action taken unless:

(1) the Director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken;

(2) the Director contemporaneously requests that the Director's action taken to be entered into the minutes;

(3) the Director causes written notice of the Director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment or by NESC promptly after adjournment. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

4.12 Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of Directors may be taken without a meeting if every member of the Board in writing either (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that action not be taken without a meeting.

4.13 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors of attendance at Board meetings may be paid or reimbursed by NESC, Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of NESC in any other capacity.

4.14 Executive Committees. The Board may designate from among the Directors and Officers an Executive Committee of the board, which shall have and may exercise the authority delegated by the Board of Directors, except as prohibited by the Articles of Organization, these Bylaws or applicable law, Rules governing meetings of any executive committee shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

4.15 Other Committees. By one or more resolutions adopted by the Board of Directors, the Board may designate one or more committees of NESC, each of which to the extent provided in the resolution establishing such committee, shall have and may exercise the authority delegated by the Board of Directors, except as prohibited by the Nonprofit Law, Rules governing meetings of any committee shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

ARTICLE V OFFICERS

Section 5.1 Number and Qualifications. The elected officers of NESC shall be a President, (who shall also serve as the Chairman of the Board), one or more Vice-Presidents, a Secretary/Clerk, and a Treasurer. The Board of Directors may also appoint such other officers, assistant officers, and agents, and may delegate such powers and authority to such officers, as it may consider necessary, so long as not inconsistent with these Bylaws or applicable law. No person may hold more than one office at a time. Officers must meet the qualifications of Directors as set forth in Section 4.1(b) of these Bylaws.

Section 5.2 Election and Term of Office. The elected officers of NESC shall be elected by the Board of Directors at each regular Annual Meeting of the Club. 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 serve a term of one (1) year and 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 5.3 Compensation. Officers shall not receive compensation for their services as such, although the reasonable expenses of officers may be paid or reimbursed by NESC. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of NESC in any other capacity, subject to the Conflict-of-Interest provisions of Article VIII of these Bylaws.

Section 5.4 Resignation. An officer may resign at any time by giving written notice of resignation to the Board of Directors. The resignation is effective when the notice is reviewed by the Board of Directors unless the notice specifies a later effective date.

Section 5.5 Removal. Any officer may be removed by a majority vote of the Board of Directors whenever in its judgment, the best interests of NESC will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not in itself create contract rights.

Section 5.6 Vacancies. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.7 Authority and Duties of Officers. The officers of NESC shall have the authority and shall exercise the powers and perform the duties specified herein and as may be additionally specified by the Board of Directors these Bylaws, or as may be required by law.

Section 5.7(a): President. It shall be the duty of the President to preside at all meetings of the Club and the Board of Governors. The President shall be responsible for the entire supervision and management of the Club and its property subject, however, to the control of the Board of Governors. They shall have the power to suspend any member for violating the rules and regulations of the Club, pending the approval of the Board of Governors, and the power to call special Board Meetings and Member Meetings.

Section 5.7(b): Vice President. It shall be the duty of the Vice President to assist the President in the discharge of their duties and, in the President's absence, officiate in their stead.

Section 5.7(c): Secretary The Secretary shall keep and distribute the minutes of all meetings of the Board of Directors and NESC, and conduct the correspondence of the NESC, giving notice to the members of annual and special meetings as required under these bylaws.

Section 5.7(d): Treasurer; Funds Authorization. The Treasurer shall (i) be the principal financial officer of NESC and have 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) receive and give receipts and acquaintances for moneys paid in on account of NESC, and pay out of the funds on hand all bills, payrolls and other just debts of NESC of whatever nature upon Maturity; (iii) be the principal accounting officer of NESC and as such prescribe and maintain the methods

and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and Board of Directors statements of account showing the financial position of the Club and the results of its operations; (iv) upon request of the Board, 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 from time to time may be assigned to the Treasurer by the President of the Board of Directors.

All NESC funds shall be deposited in the name of NESC in a bank approved by the Board of Directors. All disbursements by check in an amount of one thousand (\$1,000.00) or more shall be signed by the President and the Treasurer. The Treasurer shall pay annually the dues of the Club to U. S. Figure Skating. If at any time there is a vacancy in the position of Treasurer, and NESC cannot find a qualified and suitable person willing to serve as Treasurer, the Board shall have the authority to hire a paid professional, who need not be a member of NESC, to serve in such capacity until a suitable member may be elected or appointed. Such Acting Treasurer or Assistant Treasurer shall be entitled to the same indemnification and other protections as the Treasurer in accordance with these Bylaws.

Section 5.8 Surety Bonds. The Board of Directors may require any officer or agent of NESC to execute to NESC a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to NESC of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the NESC.

ARTICLE VI COMMITTEES

6.1 Establishment of Committees. The Board has the authority to establish and maintain the existence of such Standing Committees from time to time as it deems appropriate. The Board shall appoint a Chair of each committee, who shall select the members of the committee, subject to the approval of the Board. The Board shall assess such duties, responsibilities and reporting requirements to each committee as it deems appropriate. The term of each committee shall be set by the Board. The establishment and existence of all committees, and members of

each committee, shall be posted in the NESC bulletin board and on the website. Only members who have designated NESC their home Club may serve on committees. The Board may remove a member of any committee, or disband a committee, at any time in its sole discretion.

6.2 Committee Procedures and Recordkeeping. The Chair of each committee shall establish rules of procedure for the committee. All committees shall keep minutes of their meetings and shall maintain other appropriate records of committee activities. All records of the committees shall be maintained in the NESC office. Only members who have designated NESC as their Home club may review such minutes and records in the NESC office during regular office hours.

ARTICLE VII STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 7.1 General. Each Director and Officer shall perform their duties as a director or officer, including without limitation their duties as a member of any committee of the Board, (i) in good faith, (ii) in a manner the Director or officer reasonably believes to be in the best interests of NESC and (iii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A Director or Officer, regardless of title, shall not be deemed to be a trustee, with respect to NESC or with respect to any property held or administered by NESC including, without limitation property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 7.2 Reliance on Certain Information and Other Matters. In the performance of their duties a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director or Officer shall not be considered to be acting in good faith if the Director or Officer has knowledge concerning the matter in a question that would cause such reliance to be unwarranted. The designated persons on whom a Director or Officer are entitled to rely are: (i) one or more officers or employees of NESC whom the Director or officer reasonably believes to be reliable and competent in the matters resented; (ii) legal counsel, a public accountant, or other person as to matters which the Director or officer reasonably believes to be within such person's professional or expert competence; and (iii) a committee of the

Board of Directors on which the Director or Officer does not serve if the Director or Officer reasonably believes the committee merits confidence.

Section 7.3 Limitation on Liability. A Director or Officer shall not be liable to NESC or its members for any action the Director or Officer takes or omits to take as a Director or Officer if, in connection with such action or omission, the Director or Officer performs their duties in compliance with this Article VII. Directors and Officers of NESC shall be entitled to indemnification as provided by Article X of these Bylaws.

ARTICLE VIII CONFLICTS OF INTEREST

Section 8.1 Definition. As used in this Section 8.1 of these Bylaws: (i) “conflicting interest transactions” means a contract transaction, or other financial relationship between NESC and a Director of NESC, or between NESC and a party related to a Director, or between NESC and an entity in which a Director of NESC is a director or officer or has a financial interest, and (ii) a “party related to a director” means a spouse, a descendent, an ancestor, a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a director, officer, or has a financial interest.

Section 8.2 Procedure; Action; Disclosure. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of NESC, solely because the conflicting interest transaction involves a Director of NESC or a party related to a Director or an entity in which a Director of is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of NESC’s Board of Directors or of a Committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director’s vote is counted for such purpose if: (i) the material facts as to the Director’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approve, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or (ii) the material facts as to the Director’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflict interest transaction is

specifically authorized, approve, or ratified in good faith by a vote of the members entitled to vote thereon; or (iii) the conflict in interest transaction is fair as to NESC, Interested Directors shall not vote when the Board of Directors considers or votes upon the conflicting interest transaction.

Section 8.3 Loans. No loans shall be made by NESC to its Directors or Committee Chairs, if any. Any Director who participates in making such a loan will be personally liable for the full repayment to NESC for the amount of such loan and shall not be indemnified under these Bylaws in connection with any matters arising from such a loan.

ARTICLE IX CONFLICT RESOLUTION

Any Member(s) having a complaint against another member(s) for the infraction of any law, rule (other than skating rules), code of conduct violation or for conduct potentially injurious to the welfare of NESC or any Member, may report the same by filing a Complaint in writing to the Board of Directors. The Complaint shall set forth the facts upon which the Complaint is based, together with the names of any witnesses. The Board shall hold a hearing as soon as practicable to allow all parties to provide testimony in support of their case. The member filing the complaint and the member(s) against whom the Complaint has shall receive not less than ten (10) days prior written notice of such hearing except in emergencies as determined by the Board. Such written notice shall specify the facts of the Complaint, including without limitation, the name(s) of those making the Complaint and those, the conduct of those being complained about, and the potential consequences for the wrongful conduct. Written notice of the Board Meeting must be given by first class mail sent to the last address of the member listed on NESC's membership records. A copy of the notice shall also be delivered via email to the last email address of the member listed in NESC's membership. The parties to the complaint and any witnesses may present their side of the conflict to the Board. A written statement may be used instead of oral argument if desired. The President, or a designee appointed by the Board if the President is unavailable, shall lead the hearing. Once both sides have presented the Board shall meet in Executive Session, to discuss and vote upon the appropriate action for wrongful conduct. The decision by a majority of Board members present at the hearing shall be final. If the Board receives a Complaint against a member or members of the Board, said Board member will only act to present their side at the hearing and shall not participate in any other meetings or discussions outside of the hearing regarding said complaint.

If the nature of the Complaint is such that the proceedings could result in suspension or termination of the member, the President or the President's appointee shall use the procedures set forth in Article III, Section 3.2.

ARTICLE X INDEMNIFICATION

NESC shall, to the greatest extent permitted by Massachusetts law applicable to non-profit corporations or any other applicable laws, indemnify each person who may serve or who has served at any time as a Director or officer of NESC and who has acted in good faith in the reasonable belief that his or her action was in the best interest of NESC against all expenses and liabilities (including attorney fees, judgments, fines, taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or together proceeding, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless the proceeding was authorized by NESC); provided however, that no indemnification shall be provided for any such person with respect to the matter as to which he or she (i) shall have been financially adjudicated as liable for fraud, misrepresentation, gross negligence or willful misconduct in the performance of the person's duties to NESC or (ii) is accused or charge by NESC or any governmental authority with receiving an improper personal benefit whichever or not involving action In the person's official capacity. Such indemnification shall include payment by NESC of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an agreement by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this Article, which agreement may be accepted without regard to the financial ability of such person to make repayment. Any indemnification under this Article (unless court-ordered) shall be made by NESC only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has the applicable standard of conduct set forth in this Article, and after an evaluation has been made as to the reasonableness of the expenses. Any majority vote of a quorum of the Board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

ARTICLE XI MISCELLANEOUS

Section 11.1 Records. NESC shall keep as permanent records minutes of all meetings of its member and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting and all actions taken by a committee appointed by the Board of Directors, and a record of all waivers of notices of meetings of members, Board or Directors or any committee appointed by the Board of Directors. NESC shall also maintain the following records:

- (1) Appropriate accounting records;
- (2) Articles of Organization and Bylaws;
- (3) Board resolutions relating to the characteristics, qualifications, rights, limitations, and obligations of its members or any class or category of members, if any;
- (4) A list of the names and business or home address of its current Directors and officers;
- (5) A copy of its most recent annual report delivered to the Office of Secretary of the Commonwealth;
- (6) A record of its members which permits preparation of a list of the name and address of all members in alphabetical order;
- (7) All written communications within the past three (3) years to members; and
- (8) All financial statements prepared for periods during the last three (3) years that a member of NESC could have requested under Massachusetts law.

Section 11.2 Inspection and Copying of Club Records. Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect and copy any or all of NESC's records set forth in Section 9.1 above, such member, their agent or attorney is entitled to inspect and copy such records during regular business hours at NESC's principal office, subject to these Bylaws and applicable laws protecting the confidentiality of certain records and information. NESC may impose a reasonable charge covering the costs of labor and material for copies of the documents provided. The charge may not exceed the estimate cost of production and reproduction of the records. A member may also inspect any other records at a reasonable time and location specified by NESC upon the same terms and conditions. Members entitled to inspect these other records must also meet the following requirements:

- (1) The member must have been a member at least three (3) months immediately preceding the demand;
- (2) The demand must be made in good faith and for a proper purpose;
- (3) The member must describe with reasonable particularity the purpose and the records the member desires to inspect; and
- (4) The records must be directly connected with the described purpose. The rights set forth herein may not be abolished or limited by the Articles of Incorporation.

Section 11.3 Limitations on Use of Membership List. Unless the Board of Directors gives its consent, the NESC's membership list 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 will be used solely to solicit the votes of the members in an election by the corporation; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

Section 11.4 Financial Statements. Upon the written request of any member, the President or Treasurer shall deliver its most recent annual financial statements, if any, and its most recent published financial statements, if any showing in reasonable detail its assets and liabilities and results of its operations. Said delivery to be made in-hand via first class mail postage prepaid, or via email to the last email address known to NESC as kept in the records of the Director of Membership.

Section 11.5 Conveyances and Encumbrances. Property of NESC may be assigned, conveyed or encumbered by such Directors of NESC as may be authorized to do so by the Board of Directors or applicable law and such authorized persons shall have the 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 NESC shall be authorized only in the manner prescribed by applicable law.

Section 11.6 Fiscal Year. The fiscal year of NESC shall correspond with the fiscal year of U.S Figure Skating, beginning on July 1 and ending on June 30.

Section 11.7 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.

Section 11.8 Amendments. These Bylaws may be amended, altered or repealed, in whole or in part, and new bylaws may be adopted by a majority vote of the members present at any meeting of the members, the notice of which shall contain a statement of the proposed amendment, and at which a quorum is present, and not otherwise. The Board may also amend, alter or repeal any Bylaw except those eliminating or altering the definition of classes of membership with voting rights. Such changes to membership must be approved by a majority of voting members present at an annual or special meeting of the membership, sufficient notice of which shall contain the proposed amendment language pertaining to such membership class(es).

BYLAWS CERTIFICATE

The undersigned hereby certifies that she is the Secretary of the New England Skating Club (NESC) and that she is authorized to execute this certificate on behalf of NESC and the foregoing is a complete and correct copy of the presently effective Bylaws of NESC.

Date: _____

, Secretary

Print Name