



Colonial Figure Skating Club

Amended and Restated Bylaws Effective July 1, 2021

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PREAMBLE

MISSION, VISION, VALUES AND CODE OF ETHICS

The Mission of Colonial Figure Skating Club (CFSC, Colonial or Corporation) is to create and cultivate opportunities for participation and achievement in figure skating for ice skaters at all ages and levels.

As a U.S. Figure Skating member, Colonial follows the mission set forth by United States Figure Skating (USFS), and functions in accordance with their general policies, procedures and rules.

Colonial's Vision is to be a community that celebrates and shares a lifelong love of figure skating.

Colonial's Values reflect who we are and what we stand for as a Club. These values are Camaraderie, Community, Excellence, Inclusiveness, Respect, Sportsmanship and Wellness

Code of Ethics. All members of CFSC are expected to support the Mission, Vision and Values of CFSC, and comply with all Bylaws, rules and codes of conduct of CFSC, U.S. Figure Skating and the Professional Skaters Association, as applicable. All members shall exemplify, by words and actions, the highest standards of conduct, ethical behavior and sportsmanship, and represent CFSC in a manner that exemplifies the CFSC mission, vision and values.

ARTICLE I

NAME, EXISTENCE, OFFICES

Section 1.1 Name.

The name of this organization is Colonial Figure Skating Club, Inc.

Section 1.2 Incorporation.

CFSC is organized as a non-profit corporation under Massachusetts General Laws Chapter 180 (M.G.L. c. 180). CFSC shall be operated and governed as a non-profit corporation pursuant to Section 501(c)(3) of the Internal Revenue Code (Code), M.G.L. c. 180, and any other applicable laws, as amended. The purpose of CFSC shall be as set forth in its Articles of Organization, as amended. To the extent there are any inconsistencies between the Articles of Organization and these Bylaws, the Articles of Organization shall control.

Section 1.3 Membership in U.S. Figure Skating.

CFSC is a member of U.S. Figure Skating. As such, CFSC and its members shall be subject to and abide by the Bylaws and Official Rules of U.S. Figure Skating, in existence and amended from time to time by U.S. Figure Skating. To the extent there is a direct conflict between these Bylaws and the Bylaws and Official Rules of U.S. Figure Skating, the Bylaws and Official Rules of U.S. Figure Skating shall govern.

Section 1.4 Offices.

The principal office/headquarters of CFSC shall be located at Nashoba Valley Olympia, 34 Massachusetts Avenue, Boxborough, Massachusetts 01719. The registered office of CFSC required by the Commonwealth of Massachusetts may be, but need not be, the same as the principal office/headquarters of CFSC. The address of the principal office/headquarters or registered office may be changed from time to time by the Board of Directors.

ARTICLE II

CORPORATE MISSION AND GOALS

Section 2.1 Corporate Mission.

The corporation is and shall at all times be operated exclusively within the meaning of Section 501(c)(3) of the Code as amended, and within the meaning of M.G.L. c. 180, Section 4, as amended.

Specifically, CFSC's mission is to encourage and foster national and international amateur figure skating competition in compulsory figures, free skating, pair skating, dancing, precision and other type of figure skating; to encourage the instruction, practice, and advancement of members in national and international figure skating competition of all types and kind; to carry out the general policies of the United States Figure Skating Association; to do everything necessary, suitable, proper or desirable to carry out the purposes of the corporation; and to conduct and carry on any other type of business authorized for corporations organized under M.G.L. c. 180.

CFSC is formed solely for the above charitable and educational purposes, provided that it may have such other non-profit purposes as are permissible for a corporation organized under M.G.L. c. 180 and exempt from federal income taxation pursuant to Section 501(c)(3) of the Code, or corresponding to provisions of any subsequent federal tax laws, and for corporation contributions which are deductible under Section 170(c)(2) of the Code, or corresponding provision of any subsequent federal tax law.

In connection therewith, CFSC may engage in other charitable and educational activities and programs, including grant making, in furtherance of the foregoing purposes as may be carried out by a corporation organized under M.G.L. c. 180 and described in Section 501(c)(3) of the Code.

ARTICLE III

MEMBERSHIP

Section 3.1 Members.

Members are those persons approved for membership by the Board of Directors or by a process approved by the Board of Directors. All members shall be registered with U.S. Figure Skating or Learn-to-Skate USA, and shall have voting rights and privileges as set forth herein.

Section 3.2 Qualification for Club Membership.

3.2.1 New Membership.

Individuals may apply for membership in CFSC by registering through club operational procedures. Candidates for membership shall be presented monthly to the Board of Directors with a recommendation as to whether the membership should be approved. The Board shall vote on each individual membership application, and if a majority of Board members present vote to accept the applicant, the membership shall be accepted.

3.2.2 Membership Renewals.

Individuals may apply to renew their membership in CFSC by registering through club operational procedures, on or before June 20 for the membership year that begins July 1. If the member is in good standing the application will then be presented to the Board for approval. The Board shall vote on each individual membership application, and if a majority of Board members present vote to accept the applicant, the membership shall be accepted. Late applications for renewals will be accepted up until 30 days after the deadline (grace period), without loss of seniority and membership privileges upon approval. Renewals received after the grace period shall not retain current seniority ranking. Members may reapply at any time; however the member will establish a new seniority based on the date the application is received by CFSC and subject to Board approval.

3.2.3 Membership Term.

Annual membership in CFSC shall coincide with the membership year of U.S. Figure Skating, which is currently July 1 through June 30.

3.2.4 Good Standing.

A Member shall be in "Good Standing" with CFSC if he/she (i) is current on all financial obligations to CFSC and U.S. Figure Skating, or has made alternative arrangements with the Treasurer of CFSC for payment of financial obligations; and (ii) is in compliance with all Bylaws, Rules and Codes of Conduct of CFSC and U.S. Figure Skating.

3.2.5 Voting Members.

A "Voting Member" shall be a member in Good Standing who has been granted voting privileges in accordance with these Bylaws.

Section 3.3 Dues, Costs and Expenses.

The Board may establish, as it shall deem necessary and appropriate, a dues structure, other assessments and procedures for the manner of payment and collection thereof. Members who designate CFSC as their Home Club shall be registered by CFSC in U.S. Figure Skating or LTS USA as described in the annual membership handbook. The annual membership handbook, describing dues, benefits and procedures, shall be updated annually, providing at least thirty (30) days' notice to the membership before any dues rate change becomes effective. Non-payment of financial accounts within prescribed schedules may result in penalties as the Board shall deem appropriate, including revocation of Good Standing status, suspension or termination of membership.

Section 3.4 Categories of Membership; Voting and Other Rights.

A membership handbook shall be published annually, describing categories of membership in CFSC, voting, seniority and other rights held within each membership category. Members may upgrade their membership category at any time during the membership term upon application to and approval by the Board, and payment of the applicable fee.

3.4.1 Membership Rights.

The following subsections define the rights and privileges of CFSC members:

3.4.1.1 Accrual of Seniority.

Members with seniority accrual rights indicated in the Membership Handbook will accrue seniority on an annual basis provided the member is in Good Standing.

3.4.1.2 Maintenance of Seniority.

Members with seniority maintenance rights indicated in the Membership Handbook will not accrue seniority, but will maintain their current seniority as long as they remain a member in Good Standing in any Membership Category with seniority maintenance rights.

3.4.1.3 Participation in Club Activities.

All members in Good Standing may participate in Club activities. Certain membership categories, as designated in the Membership Handbook, are able to participate in Club activities (such as Club sponsored test sessions and walk-on ice sessions) at member rates.

3.4.1.4 Voting Rights at Membership Meetings.

A member in Good Standing, who is age 18 or older, who has designated CFSC as his/her "Home Club" and belongs to a category of membership designated in the Membership Handbook to have voting rights ("Voting Member") is entitled to one vote at any Annual or Special Meeting of the members. The voting rights of a skater member under the age of 18 shall be exercised by that skater member's parent or legal guardian.

3.4.1.5 Ice Reservation.

Members in Good Standing with ice-booking privileges indicated in the Membership Handbook may reserve ice from CFSC at member rates.

3.4.1.6 Nominating.

Any member may nominate an individual for election to the Board of Directors, consistent with the provisions of these bylaws.

3.4.1.7 Meeting Agendas and Open Forum.

A member may request to add an agenda item to the Annual Meeting by submitting a request in writing to the President or Secretary a minimum of seven days prior to the meeting date. Each Annual Meeting shall also include an open forum as a space for Members to make inquiries, express concerns and provide input and guidance for the work of the Board.

3.4.1.8 Committees.

Members may, in the Board's discretion, serve on standing committees and ad hoc committees of the Board.

Section 3.5 Suspension, Termination, Resignation or Disputes of Membership.

3.5.1 Suspension.

A member may be suspended or removed by an affirmative vote of two-thirds of the Directors then in office at a meeting called for such purpose, provided; that such Member shall be given at least seven days' notice of the proposed suspension or removal and the reasons therefor, addressed to the Member's contact information as it appears in the records of the club; that notice of the proposed suspension or removal is given in the notice of the meeting; and that the Member is given the opportunity to be heard at the meeting. The decision of the Board shall be final.

"Cause" shall be defined as nonpayment of dues or assessments; violation of any U.S. Figure Skating or CFSC Rule, Code of Conduct or Code of Ethics; dishonesty; fraud; act or threat of violence, vandalism, theft or destruction of property; violation of law; or any other conduct which, in the determination of the Board, has an adverse impact on the health, safety, well-being, reputation or ability to compete of any member, or the operations, finances, welfare or reputation of CFSC.

A member may be immediately suspended on a temporary basis, pending further investigation and a Board vote, if there is the appearance of an immediate threat to the safety, operations, finances, welfare or reputation of CFSC.

Suspension or termination of membership does not entitle the suspended or terminated member to a refund or abatement of dues, or 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 shall immediately notify U.S. Figure Skating of the suspension or termination.

3.5.2 Resignation.

Any Member may resign at any time by giving written notice of such resignation to the President, Clerk or Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board.

3.5.3 Dispute over Membership.

Any dispute over Membership, including, but not limited to, admission, selection, removal, powers, voting rights, dues, and/or procedures, shall be referred to the Board of Directors for review. All disputes regarding membership shall be decided by the Board of Directors in their sole discretion.

Section 3.6 Member Delegates to the U.S. Figure Skating Governing Council.

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

ARTICLE IV

MEMBERSHIP MEETINGS

Section 4.1 Annual Meeting.

CFSC shall hold an annual meeting of its members during the month of June, or at such other time as the Board of Directors may decide in its discretion, for the purpose of electing Directors, approving the annual budget and for the transaction of such other matters as may come before the meeting. The time, date and place shall be set by the Board. If no place is stated, the meeting shall be held at CFSC's principal office. Failure to hold an annual meeting shall not indicate a forfeiture or dissolution of CFSC, or invalidate any action taken by the Board or Officers of CFSC.

Section 4.2 Special Meetings.

Special meetings of the members may be called at any time by the Board of Directors, the President or by written demand of the members stating the purpose or purposes for calling the meeting signed and dated by members holding at least ten percent (10%) of all votes entitled to be cast on any issue proposed to be considered at the meeting.

The record date for determining the members entitled to demand a special meeting is the date of the earliest of any of the demands pursuant to which the meeting is called or the date that is sixty (60) days before the date the first of such demands is received by the Club, whichever is later. If notice is not given within thirty (30) days after the date of the written demand or demands are delivered to a Club Officer, a person signing the demand may set the time and place of the meeting and give notice as provided in these Bylaws. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. If no place is stated, special meetings shall be held at the Club's principal office. The purpose of any special meeting of the members shall be stated in such notice. Only business within the purpose described in the notice may be conducted at a special meeting of members.

Section 4.3 Attendance and Voting.

Only members who have designated CFSC as their Home Club may attend and have a voice at any annual or special meeting. Only Voting Members shall be entitled to vote at any annual or special meeting. Except as provided in this section, all votes must be cast in person, with one vote per member except that the vote of any member under the age of eighteen (18) years may be cast by his/her parent or legal guardian on record with CFSC.. 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, pursuant to procedures set by the Board, and shall be counted as if cast in person at an annual or special meeting.

Section 4.4 Notice of Meetings.

All Members shall be entitled to notice of all meetings of the Membership. Not less than fourteen (14) days' written notice, by mail, email, or other electronic means , addressed to the Member as his or her contact information appears in the records of the Corporation, shall be given of all meetings stating the date, purpose, time and place of such meeting.

Notice of a special meeting shall include a brief general description of the purpose or purposes of the meeting. Notice of an annual meeting need not include a description of the purpose or purposes, except the purpose or purposes shall be stated with respect to (i) an amendment to the Articles of Organization or Bylaws of CFSC; (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 CFSC; or (vi) the dissolution or liquidation of CFSC. Any member who wishes to raise an issue at an annual or special meeting must give written notice to the President or Secretary of CFSC at least seven (7) days before CFSC gives notice to the members of the meeting, and request that the matter be placed on the agenda for such a meeting. The Board, in its sole discretion, shall decide if any matter shall be placed on the agenda for an annual meeting or special meeting called by the Board.

Section 4.5 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 beginning of 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 4.6 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 before adjournment of the meeting at which the adjournment is taken. At the adjourned meeting, CFSC may transact any business, which may have been transacted at the original meeting.

Section 4.7 Quorum and Voting.

Each Member shall have one vote at a meeting at which a quorum is present. On any matter presented to the Members, 10 Members shall constitute a quorum. When a quorum is present, voting shall be by majority vote, unless otherwise provided herein. An abstention shall not be counted as a vote.

Section 4.8 Manner of Voting.

Action on a matter by the members is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless otherwise required by law, these Bylaws or CFSC's Articles of Organization. A tie vote shall defeat the matter.

Section 4.9 Action Without a Meeting.

Any action (that is, any proposed vote) that is required or permitted to be taken, may be taken without a meeting, if all those entitled to vote consent in writing, and if the written consents are filed with the records of the Corporation. Consent may be given by facsimile transmission, electronic mail, or other means of written communication. Such consents shall be treated for all purposes as a vote at a meeting.

Section 4.10 Conduct of Meetings; Procedure.

The President, or his or her designee, shall preside at any CFSC annual or special meeting. Administration of any CFSC 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 Board shall keep full and accurate records and minutes of all annual and special membership meetings.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 General Powers and Obligations.

5.1.1 Powers.

The business and affairs of CFSC shall be governed by a Board of Directors ("Board"), which shall exercise all powers of the Club except as otherwise provided in CFSC's Articles of Organization, these Bylaws, or applicable state or federal law. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

5.1.2 Qualifications.

Directors must be at least eighteen (18) years old, registered with U.S. Figure Skating, Home Club members of CFSC in accordance with provisions of applicable rules of U.S. Figure Skating, and Voting Members of CFSC. In addition, Directors of CFSC must meet the eligibility criteria described in U.S. Figure Skating Membership Rule 4.00, as amended. Board members shall be chosen with a view toward maintaining a balanced Board of Directors having in aggregate the kinds of skills and experience which can contribute to the purposes and mission of CFSC. Each Director must be in a position to attend Board of Director meetings regularly, to serve on committees, to devote a substantial amount of time to the affairs of CFSC, and to become and remain acquainted with current developments. There shall be no more than one full-time professional member on the Board of Directors.

Section 5.2 Number, Term, and Election of Directors.

5.2.1 Number of Directors.

There shall be a Board of no fewer than nine (9) and no greater than eleven (11) elected Directors, and the Board shall make a reasonable effort to maintain an odd number of Directors.

5.2.2 Term of Directors.

Directors shall serve a term of three (3) years. Terms of Directors are to be staggered so that approximately one-third of the Directors are elected each year at the annual meeting. Each Director shall hold office until such Director's term expires and thereafter until such Director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. Each Director (other than the initial Directors) shall be elected for a term of three (3) years (or such other term as the Board shall determine at the time of his/her election) and shall hold office until a successor has been elected. No Director may serve for more than nine (9) consecutive years. A board member who serves three successive three-year terms, after a one year leave of absence, may again serve as a board member.

5.2.3 Nomination and Election of Directors.

At a time at least eight (8) weeks in advance of each Annual Meeting of CFSC, the President shall appoint a nominating committee consisting of five (5) members, two (2) of whom shall be Directors whose terms are not scheduled to expire at the upcoming Annual Meeting and three (3) of whom shall be individuals from the general membership who are not Directors. The nominating committee shall determine and present to the members, 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 at the Annual Meeting. The nominating committee shall post and/or publicize to the general membership at least four (4) weeks prior to the Annual Meeting its recommendations for nominations to the Board. The nominating committee shall use its best efforts to nominate members, and maintain a Board representing a balanced cross-section of CFSC membership categories. Additional nominations for Directors to be elected may be made by any seven (7) Voting Members by submitting said

nominations to the Board at least three (3) weeks prior to the Annual Meeting, and the Board shall post and/or publicize such additional nominations to the general membership at least two (2) weeks prior to the Annual Meeting.

Section 5.3 Vacancies.

Any vacancy occurring among the Directors may be filled by 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.

Section 5.4 Resignation.

A Director may resign at any time by giving written notice of resignation to the CFSC office, President or Secretary. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date. Any Director, who fails to attend two consecutive meetings of the Board of Directors without adequate reason and approval of the President, shall be deemed to have delivered his or her resignation as a Director as of the close of business of the meeting of the Board at which such second consecutive failure to attend shall have occurred.

Section 5.5 Removal.

A Director may be removed from office with or without cause by a vote of two thirds of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors.

Section 5.6 Annual Meetings.

The Annual Meeting of the Board of Directors will be held in June of each year, at such time and place as the Board shall determine, directly following the annual meeting of CFSC. In addition to those prescribed by law, the Articles of Organization or these By-laws, further purposes for which an Annual Meeting is to be held may be specified by the Board of Directors or by the President. If an Annual Meeting is not held in accordance with the foregoing provisions, a special meeting may be held in place thereof with all the force and effect of an Annual Meeting.

Section 5.7 Regular meetings.

Regular 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 CFSC office, and one (1) copy kept in the official CFSC records. The results of executive sessions shall only be summarized in the minutes. ·

Section 5.8 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 by the Secretary or other person designated by the President, at least forty-eight (48) hours in advance, except under emergency circumstances as may be determined in the sole discretion of the President. Notice shall be given using the communication method approved by the Board. The notice of a special meeting shall specify the purpose of the meeting.

Section 5.9 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.

Section 5.10 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 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, then a majority of the Directors present may adjourn the

meeting without providing further notice other than an announcement at the meeting, until a quorum shall be present. No Director may vote or act by proxy at any meeting of Directors.

Section 5.11 Remote Participation.

Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation in a meeting pursuant to the foregoing sentence shall constitute presence in person at such meeting.

Section 5.12 Electronic Transmission.

Any vote, consent, waiver or other action by a Director shall be considered given in writing, dated and signed, if it consists of an electronic transmission that sets forth or is delivered with information from which the Corporation can determine (i) that the electronic transmission was transmitted by such Director; and (ii) the date on which such Director transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Corporation if it has been sent to any address specified by the Corporation for the purpose or if no address has been specified, to the principal office of the Corporation, addressed to the clerk or other officer or agent having custody of the records of proceedings of Directors. Any copy, facsimile or other reliable reproduction of a vote, consent, waiver or other action by a director may be substituted or used, but the copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

Section 5.13 Presumption of Assent.

A Director who is present at a meeting of the Board of Directors is deemed to have waived any objection to lack of notice or improper notice of the meeting, and shall be deemed to have assented to all action taken unless: (i) 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 or (ii) 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 CFSC promptly after adjournment. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 5.14. Action at Meeting.

At any meeting of the Board of Directors at which a quorum is present, a majority of those present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-laws.

Section 5.15 Action Without Meeting.

Any action by the Board of Directors may be taken without a meeting if a written or electronic consent thereto is submitted by all the Directors then in office and filed with the records of the meetings of the Board of Directors. Such consents shall be treated as a vote of the Board of Directors for all purposes.

Section 5.16. Honorary Directors.

The Board of Directors may designate persons and groups of persons as honorary Directors, sponsors, benefactors, contributors, advisors or friends of CFSC (or such other title as it deems appropriate). In such capacity these persons and groups shall have no right to notice of, or vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no fiduciary duties, other rights or responsibilities.

Section 5.17 Committees.

The Board of Directors may elect or appoint one or more committees as it sees fit and shall, by vote of a majority of the Directors then in office, elect or appoint as Standing Committees of the Board an Audit and Finance Committee, Executive Committee, Executive Compensation and Evaluation Committee (if necessary), and a Governance Committee. Unless otherwise specified below, the Chair of each committee shall be a Director. Each Committee shall have only such power and

authority as the Board, in its discretion, shall choose to delegate, provided, however, that the Board shall not delegate its powers to any committee not solely composed of Directors. Each Committee shall conduct its business as nearly as may be in the same manner as is provided by these By-laws for the Board of Directors.

Section 5.18. Duties.

A Director shall perform the duties of a Director, including duties as a member of any Board Committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of CFSC, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared under the supervision of, or presented by: (1) one or more officers or employees of ABC whom the Director believes to be reliable and competent as to the matters presented; (2) counsel, independent accountants, or other person as to matters which the Director believes to be within such person's professional or expert competence; or (3) a Committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director believes such committee merits confidence; so long as in each such case, the Director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in the Articles of Organization, a person who performs the duties of a Director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

Section 5.19. Inspection.

Every Director shall have the right upon reasonable notice and at any reasonable time to inspect all books, records, and documents, and to inspect the physical properties of CFSC.

Section 5.20 No Compensation.

Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors may be paid or reimbursed by CFSC. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of CFSC in any other capacity, subject to the Conflict of Interest provisions of Article VIII of these Bylaws.

Section 5.21 Attendance at Board Meetings by Members.

Any member who has declared CFSC as his or her Home Club may attend Board meetings without voice, unless recognized by the President or other presiding Board member, and given permission to address the Board. Any member may request that a matter be placed on the agenda for a Board meeting, or request to be heard on a matter, by submitting a written (hard copy or electronic) request to the President at least ten (10) days prior to the Board meeting. The Board may grant, deny, or defer such request in its sole discretion. General members shall be excluded from Executive Sessions of the Board.

ARTICLE VI

OFFICERS

Section 6.1 Number and Qualifications.

The elected officers of CFSC shall be a President, one or more Vice-Presidents, a Secretary/Clerk, and a Treasurer. The Board of Directors may also appoint such other officers and may designate such duties and powers from time to time 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 5.1.2 of these Bylaws.

Section 6.2 Election and Term of Office.

The President, Vice-President(s), Secretary/Clerk and Treasurer of CFSC shall be elected by the Board of Directors annually following the Annual Membership Meeting of CFSC. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Other Officers may be chosen at such meeting or at any other meeting. Each officer shall serve a term of one (1) year, provided that such 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 6.3 No Compensation.

Officers shall not receive compensation for their services as such, although the reasonable expenses of officers may be paid or reimbursed by CFSC. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of CFSC in any other capacity, subject to the CFSC Conflict of Interest Policy.

Section 6.4 Resignation.

An officer may resign at any time by giving written notice of resignation to the President or Secretary/Clerk. Such resignation is effective upon receipt unless the notice specifies a later effective date.

Section 6.5 Removal.

The Board of Directors may remove any Officer with or without cause, provided that an Officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of directors.

Section 6.6 Vacancies.

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

Section 6.7 Authority and Duties of Officers.

The officers of CFSC shall have the authority and shall exercise the powers and perform the duties specified herein and as may be further specified by the Board of Directors and these Bylaws, or required by law.

6.7.1 President.

The President shall preside at all meetings of the Board of Directors, except as the Board of Directors shall otherwise determine. The President shall have any such other powers and duties as may be determined by the Board of Directors. Unless otherwise determined by the directors, the President shall be the chief executive officer of the corporation and have general charge and supervision of the affairs of CFSC, subject to the supervision and direction of the Board of Directors. The President may serve as a voting member of any committee of the Board to which s/he may be appointed or elected and shall serve as an ex officio (without vote) member of all other committees of CFSC.

6.7.2 Vice President(s).

The Vice President or Vice Presidents shall assist the President and shall perform such duties as may be assigned to them by the Board of Directors. The Vice President (or if there is more than one, then the Vice President designated by the Board of Directors, or if there be no such designation, then the Vice Presidents in order of their election) shall, at the request of the Board of Directors, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the President.

6.7.3 Secretary/Clerk.

The Secretary/Clerk shall (i) attend and keep the minutes of the proceedings 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 CFSC records; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be designated by the Board of Directors.

6.7.4 Treasurer.

The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of CFSC and keep accurate books of account. The Treasurer shall chair the Finance Committee and shall have custody of all funds, securities, and valuable documents of CFSC, except as the Board of Directors may otherwise provide. If CFSC employs a CFO or other Senior Financial Manager, then the duties of the Treasurer shall be to work with such person in connection with the conduct and recording of the financial affairs of the corporation.

If at any time there is a vacancy in the position of Treasurer and CFSC cannot find a qualified and suitable person to serve as Treasurer within a reasonable time thereafter, the Board shall have the authority to hire a paid professional, who need not be a member of CFSC, to serve in such capacity until a suitable member may be elected or appointed. Such Acting Treasurer shall be entitled to the same indemnification and other protections as the Treasurer in accordance with these Bylaws.

6.7.5 Other Officers.

Each other Officer that may be chosen by the Board of Directors shall perform such duties and have such powers as may be designated from time to time by the Board of Directors.

6.7.6 Other Powers and Duties.

Each Officer shall, subject to these By-laws, and in addition to the duties and powers specifically set forth in these By-laws, have such duties and powers as are customarily incident to his or her office.

ARTICLE VII

CONFLICTS OF INTEREST

The Board of Directors shall adopt a Conflict of Interest policy and procedures consistent with the requirements of state and federal law and best practices governing 501(c)(3) nonprofit corporations operating in Massachusetts.

ARTICLE VIII

CONFLICT RESOLUTION

If any Member of CFSC has a complaint against another member of CFSC for an infraction of any By-law, rule, policy or procedure of CFSC, other than skating rules, they may file a complaint in writing to the Board of Directors. Such complaint shall be investigated and resolved according to CFSC's Conflict Resolution Policy. Such policy shall be in conformity with the Bylaws of U.S. Figure Skating.

ARTICLE IX

NO PERSONAL LIABILITY AND INDEMNIFICATION

Section 9.1 No Personal Liability.

The directors and officers of CFSC shall not be personally liable for any debt, liability, or other obligation of CFSC.

Section 9.2. Indemnification

9.2.1. CFSC shall, to the extent legally permissible, indemnify any director or officer, or former director or officer, of CFSC against all expenses and liabilities (including court costs, attorneys' fees, judgments, fines, excise taxes,

penalties, and the amount of any judgment or reasonable settlement) reasonably incurred by such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of serving or having served in such capacity.

9.2.2. This provision does not apply to a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized in advance by CFSC.

9.2.3. No indemnification shall be provided with respect to any matter in which such person is finally adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; or, with respect to a claim of willful misconduct, default, or gross negligence in the conduct of the office of such director or officer, unless there be an adjudication of freedom there from.

9.2.4. Indemnification and payment hereunder shall include payment 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 undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

9.2.5. Any payment hereunder in connection with a matter disposed of by a compromise payment (pursuant to a consent decree or otherwise) shall have been approved by ABC in advance, which approval shall not be unreasonably withheld, or by a court of competent jurisdiction.

9.2.6. The right of indemnification hereunder shall inure to the benefit of the heirs, executors or administrators of each such director or officer indemnified hereunder and shall be in addition to, and not exclusive of all, any other rights to which such persons might have. Nothing herein shall affect any other rights to indemnification which may be available by contract, or otherwise by law.

9.2.7. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the corporation, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation might indemnify him against such liability. No vote of the directors to purchase or maintain any such insurance shall be invalid solely because any director participating therein is or may be a person insured by any such insurance.

ARTICLE X

MISCELLANEOUS

Section 10.1 Fiscal Year.

The fiscal year of CFSC ends on June 30 in conformity with the fiscal year of U.S. Figure Skating.

Section 10.2 Corporate Record.

The original, or attested copies, of the Articles of Organization, these By-laws, and records of all meetings of the directors, which shall contain the names and the record address of all directors and Officers, and any other legally required records shall be kept in Massachusetts at the principal office of CFSC or at an office of its Secretary/Clerk, or Resident Agent. Said copies and records need not all be kept in the same office.

Section 10.3 Evidence of Authority.

A certificate by the Secretary/Clerk as to any action taken by the directors or any Officer or representative of CFSC shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

Section 10.4 Ratification.

Any action taken on behalf of CFSC by a director or any Officer or representative of CFSC, which requires authorization by the Board of directors, shall be deemed to have been duly authorized if subsequently ratified by the Board of Directors, if action by it was necessary for authorization.

Section 10.5 Execution of Instruments.

All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of CFSC in its behalf shall be signed by the President or the Treasurer except as the Board of Directors may generally, or in particular cases, otherwise determine.

Section 10.6 Notice and Written Communications.

All notices required to be given pursuant to these Bylaws shall be effective as of the date mailed as evidenced by the postmark on the registered, certified or first class mail, or as of the date sent by electronic means or otherwise. Unless otherwise expressly provided by these Bylaws, any provision of these Bylaws requiring a written notice or communication may be satisfied by an email communication to the email address currently on file with CFSC.

ARTICLE XI

AMENDMENTS

These Bylaws may be altered, amended or repealed in whole or in part by vote of a majority of the Directors then in office, except that the Board of Directors may not amend or repeal any Bylaw that has the effect of changing or eliminating the voting rights of any category of membership, which may only be done by the affirmative vote of a majority of the Voting Members present at a special or annual meeting of the members at which the amendment is proposed in the meeting notice.