

BY-LAWS OF THE CHRISTMAS BROOK FIGURE SKATING CLUB, INC.

Member of the United States Figure Skating Association

Original: 1964

Revision #1: January 30, 1969

Revision #2: January 30, 1972

Revision #3: March 2, 1980

Revision #4: March 12, 1980

Revision #5: February 12, 1985

Revision #6: May 1988

Revision #7: May 17, 1991

Revision #8: March 24, 2000

Revision #9: May 5, 2019

Article I

Name: The organization shall be known as the Christmas Brook Figure Skating Club, Inc. (referred to in these bylaws as the "Club").

Founding: The Club was founded in January, 1964 in Williamstown, MA and granted membership in the USFSA in 1969.

Incorporation: The Club is incorporated as a nonprofit corporation under the laws of the Commonwealth of Massachusetts and shall be governed by the nonprofit corporation law of the Commonwealth.

Membership in U.S. Figure Skating: The Club has been formed to be a member of The United States Figure Skating Association ("U.S. Figure Skating"), to exist for the purposes specified in Article II of these Bylaws. As such, the Club 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.

Headquarters: The principal office of the corporation shall be in the residence address of one of the Officers (President, Vice President, Secretary, or Treasurer) who resides in the Commonwealth of Massachusetts, with the designation for the following year to be made at the time of election of Officers. The Secretary of the Commonwealth shall be promptly notified of any change of address. A post office box shall be maintained for routine correspondence, including financial, for the purpose of continuity. The organization shall have as its principal skating facilities, the Lansing Chapman Rink in Williamstown, MA and the Vietnam Veterans Skating Rink in North Adams, MA.

Article II

Purpose: A non-profit, charitable educational institution, to provide, promote, and encourage instruction in various athletic endeavors including, but not limited to: school figures, free skating, moves in the field, ice dance, and ice hockey. To encourage, cultivate, and promote the physical, mental and character development of youth by providing training, recreation, education, and guidance and to educate the public accordingly; to conduct classes in skating, ballet, physical exercises, with professional instruction, open to all individuals in the community of all ages and skill levels; to sponsor, produce or to cooperate in the production of ice carnivals and shows; to hold ice skating exhibitions and competitions, and to implement all of the charitable and educational purposes therein before and hereafter set forth strictly for the benefit of individuals of all ages.

To award scholarships to skaters on the basis of need and merit as funds are available.

To raise through solicitation, or otherwise collect and receive funds and bequests and administer such funds and bequests for the purposes of this corporation.

To acquire and hold, sell, convey, lease and mortgage real estate and personal estate and to use the same in any manner which will be necessary or convenient to purposes of the corporation, and to do such other things as are permissible under the laws of this Commonwealth, and particularly to exercise all powers granted to charitable, educational and scientific corporations by the laws of this Commonwealth.

Generally, to do and perform such other acts as may be necessary, advisable proper or incidental to the carrying out of the purposes of this corporation not inconsistent with the laws of the Commonwealth.

To operate exclusively for educational, charitable and scientific purposes, as those terms are used in Sec. 501(c) (3) of the Internal Revenue Code of 1954 and corresponding provisions of subsequent Revenue Acts.

To otherwise engage only in those pursuits which are within the scope of Sec. 501(c) (3) of the Internal Revenue Code of 1954 and corresponding provisions of subsequent Revenue Acts and which are not inconsistent with the laws under which this corporation is organized.

In limitation of general powers conferred by laws of the Commonwealth of Massachusetts, it is expressly provided that the corporation shall not have the following powers:

- a) To carry on propaganda or otherwise attempt to influence legislation;
- b) To participate or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for office;
- c) In general, to do any act or thing, to engage in any way which would disqualify the corporation from exemption under Sec.501 (c) (3) of the Internal Revenue code of 1954, or amendments thereto, or which would prevent contributions or gifts to or for the use of the corporation from, qualifying as “charitable; contributions” under Sec. 170 (c) of the Internal Revenue Code 1954, or amendments thereof.

The corporation is not organized for pecuniary profit and shall not have any capital stock; no part of its net earnings or its principal shall inure to the benefit of any member, or officer of the corporation, or any other individual, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

Article III

Property: On dissolution, all property of the corporation, from whatever source arising, shall be distributed to such organizations as are then exempt from tax by virtue of Sec. 501(c)(3) of the Internal Revenue Code of 1954, or amendments thereof, and are of the type which are qualified to receive charitable contributions as defined in Sec.710 (c) of the Internal Revenue Code of 1954, or amendments thereof, as the Board of Directors of the corporation shall determine.

Article IV

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

Dues: The Board of Directors shall establish, as it shall deem necessary and appropriate, periodic membership dues, other assessments, and procedures for the manner of payment and collection thereof.

Annual Meeting: The Club shall hold an annual meeting of its members for the purpose of electing Directors and for the transaction of such other business as may come before the meeting at a time, date and place stated in or fixed in accordance with a resolution of the Board of Directors. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club.

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. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. 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.

Notice of Meetings: Notice of the annual meeting and all special meetings of the members shall be given in any manner reasonably likely to make sure members are aware of the date, time and place of the meeting and of any significant actions proposed to be considered at the meeting. Such notice may be given in person, by telephone, by electronic mail, by facsimile transmission (FAX), by mail, by delivery of written notices to each member, or by any other appropriate means. Notice of the annual meeting shall be given at least seven days before the meeting date. Notice of any special meeting shall be given at least twenty-four hours before the meeting.

Article V

Officers: The officers shall be President, Vice-President, Secretary and Treasurer, and all shall be members of the Board of Directors. There can be Co-Presidents and /or Co- Treasurers, which will then increase the Board of Directors by two (2).

Duties of President: It shall be the duty of the President to take charge of the Club; to preside at all meetings of the Club, and of the Board of Directors. He/she shall have the entire supervision and management of the Club and its property pending the action of the Board of Directors; the power to suspend any member for violating the by-laws or regulations of the Club, pending the approval of the Board; to call special Board meetings and Club meetings.

The President shall sign all agreements and contracts made by the Club, upon the approval of the Board of Directors.

Duties of Vice-President: It shall be the duty of the Vice-President to assist the President in the discharge of his/her duties and in his/her absence to assume his/her duties and officiate in his/her stead.

Duties of Treasurer: The Treasurer shall have charge of the funds of the Club and shall keep a record of all receipts and disbursements and shall render a written report when requested by the President or Board of Directors. The Board of Directors shall have the power whenever deemed necessary to appoint an Acting Treasurer. The funds shall be deposited in the name of the Club in any bank approved by the Board of Directors. Signatories to the account shall be the Treasurer and the President. All disbursements by check shall be signed by the Treasurer or the President. The Treasurer or the President may, at their discretion, assign another designated officer or member of the Board of Directors to make electronic payments from the account in pre-specified amounts.

Duties of Secretary: It shall be the duty of the Secretary to keep the minutes of the meetings of the Club and of the Board of Directors and to supervise all reports and documents connected with business of the Club; to supervise keeping of a roll of membership together with the dates of their election, and a record of all members elected, deceased, suspended, or expelled.

He/she shall supervise the correspondence of the Club, prepare, and issue notices of all meetings of the Club and Board of Directors.

A Communications Officer may be appointed by the Board of Directors to communicate with Club members and to maintain the Club's social media.

All members of the Board of Directors and officers shall serve without compensation.

Article VI

Board of Directors: The Club shall be governed by a Board of Directors consisting of the duly elected officers, plus no more than eight members at large, qualified to vote. No more than two Directors may be Professionals teaching in the Club.

Meetings: The Board of Directors shall meet as required during the skating season. The date of such meetings shall be stated by the President or in his/her absence by the Vice President. Any four (4) members of the Board may call a Board meeting upon written notice to all the members of the Board of Directors at least three (3) days prior to the meeting. Such notice may be given by electronic mail, by mail, or by delivery of written notices to each member. The notice shall state the date of the meeting, purpose

for which the meeting is called, and the names of the four members requesting the meeting.

Quorum: Five Directors shall constitute a quorum, unless there are Co-officers, at which time six Directors shall constitute a quorum.

Action by Consent: Any action by the Board may be taken without a meeting if a written consent thereto, is signed by all the directors and filed with the records of the meetings of the Directors. Such consent may be obtained by electronic means and shall be treated for all purposes as a vote at a meeting.

Authority: The Board of Directors shall have entire authority in the management of affairs and finances of the Club and shall have general control of all its property. All rights and powers connected therein shall be vested in them.

Rules: The Board of Directors shall make rules as they deem proper, respecting the use of the Club's property; prescribe rules for the admission of strangers; fix penalties for offenses against the rules, and make rules for their own government and for the government of the Committees appointed by them.

Appropriations: All appropriations from the funds of the Club shall be made by the Board of Directors.

Audits: The Board of Directors shall audit records of the Secretary, Treasurer, and any Committees on an annual basis.

Indebtedness: The Board of Directors shall have the power to limit the indebtedness to the Club of any member. They may also choose to extend club privileges to any member based on extenuating circumstances, as determined by the Board of Directors.

Voting: Each member of the club in good standing shall have the right to vote, with an adult representative, i.e., parent or legal guardian, casting the vote in the name of any skating member under the age of eighteen.

Suspension or Expulsion: The Board of Directors shall have the power to suspend or expel any member for violations of the constitution and by-laws or for conduct which they have deemed improper.

Standing Committees: The Board of Directors shall appoint all standing committees with full authority over them, except as hereinafter provided, and shall appoint such other committees as shall to them seem necessary.

U.S.F.S.A Delegate: The Board of Directors shall appoint delegate(s) to the United States Figure Skating Association. The Club Secretary shall inform the Association's Secretary in writing of the name of the delegate(s). Said delegate(s) shall be the sole representative(s) between the Club and the Association and shall attend the Association's meetings either in person or by proxy.

Expenditures and Revenue: The Board of Directors shall prepare and submit to the members a program of anticipated expenditures for the year, together with proposals of sources of revenue to meet same.

Board Member Limitation: The office of a Board Member shall be ipso facto vacated if:

1. If by notice in writing to the Club he/she resigns his/her office.
2. If he/she is no longer a member of the Club.

Article VII

Grievances: Any member or members having a complaint against another member for an infraction of any bylaw, rule, policy, procedure, or behavioral misconduct may report in writing as outlined below. The complaint must be filed within 15 days of the incident, infraction or discovery of the alleged violation.

All complaints shall be submitted in writing to the club President and must contain the following information. If the club President has a conflict of interest in the matter, the complaint shall be submitted to another club officer.

1. Name, contact information, U.S. Figure Skating membership number and signature of the party/parties filing the complaint.
2. Name of the party/parties against whom the complaint is brought.
3. The specific bylaw, rule, policy, procedure, or guideline allegedly violated.
4. A statement of the facts surrounding the alleged violation. Include all necessary information such as date and time, location, specific facts, witnesses and testimony.
5. Description of actions taken to attempt to resolve this matter informally.
6. The desired action or outcome the grievant wishes to be taken to resolve the conflict by the Board.

The President or officer who has received the complaint will appoint a review panel of three unbiased people from within the Club Board or Club membership, not related or involved with the alleged incident/infraction. The President or officer will name one of the members of the review panel as chair of the review panel. The review panel will evaluate the complaint and determine what, if any, further action is necessary.

If accepted, a copy of the complaint will be sent to the person against whom the complaint has been filed. The parties to the matter will be notified in writing of the names of the members of the review panel. In the event any party believes that a

member of the review panel has a conflict of interest, an objection to that member shall be submitted in writing to the President or officer within three days of the notification in writing. The objection will indicate with specificity what is the basis of the conflict of interest. The President or officer shall determine if the review panel member will be replaced. The decision of the President or officer is final. The respondent will have 10 days to respond to the complaint in writing. The review panel will send a copy of the response to the person filing the complaint.

Unless the chair of the review panel determines otherwise, the chair of the review panel will then schedule a meeting with all parties involved within seven days for a full investigation in the matter and come to a decision to resolve the complaint.

The review panel will report the findings and recommendations to the club Board within seven days of the last meeting scheduled in the matter. The decision will be presented to the Board, which may adopt the recommendation, modify the recommendation, or return the matter to the review panel with directions for further investigation and or for further recommendations by the review panel. Once the decision is adopted or modified by the Board the outcome is considered final and will be communicated in writing to both parties within seven days of the action by the Board.

Article VIII

Standing Committees: The Standing Committees shall be the Nominating Committee (see Article IX), and such other committees as the Board of Directors may deem necessary. They shall be appointed annually by the Board of Directors at their regular meeting after the annual election.

Article IX

Elections: Election of Officers and Members of the Board of Directors shall be held each year at the annual meeting and shall be conducted by the Chair of the Nominating Committee. A voice vote shall be used; a secret ballot may be used, but will require a two-thirds vote of those present and entitled to vote at the meeting. Nominations can be made from the floor. The term of office shall be one year effective from the date of the annual meeting. The Officers will remain in office until the following year's annual meeting.

If there is a vacancy available, the Board may appoint an adult representative of any club member in good standing, or a skating member who has attained the age of 18 in good standing, as a replacement for the balance of the year for which said Officer or Director shall serve.

A Nominating Committee consisting of three voting members (or their parent/guardian representatives) who are not members of the Board of Directors, shall be appointed by the President and must be approved by a majority vote of the Board of Directors. The

Nominating Committee shall nominate candidates for President, Vice-President, Secretary, and Treasurer(s), plus no more than eight (8) members at large to constitute the Board of Directors and shall cause the names of such candidates to be posted at the skating headquarters of the Club and filed with the Club Secretary at least one week prior to the annual meeting.

Article X

Fiscal Year: The fiscal year of the corporation shall be from January 1st to December 31st of each year.

Article XI

Amendments of By-Laws: These by-laws may be amended at the annual meeting or at a special meeting called for the purpose of amending the By-Laws by a vote of two-thirds of the members. Notice of such proposed amendment, and the purpose of such amendment, shall be posted at one of the principal skating facilities and disseminated to the members at least two weeks before any such meeting.