

AMENDED AND RESTATED BYLAWS
Of
COLONIAL FIGURE SKATING CLUB, INC.

July 1, 2010

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PREAMBLE - MISSION STATEMENT AND CODE OF ETHICS

Mission Statement

The purposes of the Colonial Figure Skating Club, Inc. (“CFSC”) are to support, promote, facilitate, advance and improve the sport of amateur figure skating, specifically figure skating in all its forms; to encourage, cultivate and set as an expectation, a spirit of harmony, collegiality and sportsmanship among ice skaters, to foster an environment hallmarked by cooperation, mutual respect, and an appreciation for individual and team achievements. CFSC is dedicated to the development and advancement of amateur figure skaters and to that end will hold, sponsor, conduct and/or participate in test sessions, ice shows, competitions, exhibitions, either individually or in concert with other associations, organizations, and clubs. CFSC will perform other responsible acts deemed necessary, advisable, proper, or incidental in keeping with its mission. CFSC exists as a participating member of U.S. Figure Skating and therefore endorses and carries out the goals and objectives of U.S. Figure Skating, and functions in accordance with U.S. Figure Skating general policies, procedures and rules.

Code of Ethics

All members of CFSC are required to be thoroughly familiar and comply with the Mission Statement, bylaws, rules and codes of conduct of CFSC and U.S. Figure Skating (and of the Professional Skaters Association for Professional Members). All members are expected to exemplify, by words and actions, the highest standards of conduct, ethical behavior and sportsmanship in all of their interactions and dealings with other CFSC members, as well as with members of other skating clubs and the general public, both on and off the ice. All CFSC members are expected to represent CFSC in a manner which properly represents CFSC goals, values and standards, and to abide by these Amended and Restated Bylaws (hereinafter referred to as these “Bylaws”) and all other rules, policies, procedures, codes of conduct, codes of ethics and principals of ethical behavior promulgated by CFSC or U.S. Figure Skating.

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 the laws of the Commonwealth of Massachusetts. CFSC shall be operated and governed as a non-profit corporation pursuant to Section 501(c)(3) of the Internal Revenue Code, Chapter 180 of the Massachusetts General Laws, and 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, to exist for the purposes specified in these Bylaws. 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 MEMBERSHIP

Section 2.1 Members. CFSC shall have members who support the mission and purposes of CFSC. All members shall be registered with U.S. Figure Skating, and shall have voting rights and any other rights or privileges in connection with the governance of CFSC as set forth herein, in accordance with criteria pertaining to qualifications, classification, privileges, application and acceptance of members established by the Board of Directors. Members of CFSC shall be required to abide by, and to conduct themselves in a manner consistent with, these Bylaws and any other rules, policies, procedures, codes of conduct, codes of ethics and principals of ethical behavior promulgated by CFSC and U.S. Figure Skating.

Section 2.2 Qualification for Club Membership.

2.2.1 New Membership. Individuals may apply for membership in CFSC by submitting an application to the Membership Committee. The Membership Committee shall present all applications 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 and payment of the applicable fee may be prorated for the remainder of the season.

2.2.2 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.

2.2.3 Membership Renewals. Applications for membership renewal shall be submitted to the Membership Committee. Renewals must be submitted on or before a date established by said Committee and published to the general membership at least thirty (30) days in advance of the deadline. Said renewals 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.

2.2.4 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.

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

Section 2.3 Dues, Costs and Expenses. The Board may establish, as it shall deem necessary and appropriate, such periodic membership dues, costs, expenses, and assessments (collectively “financial accounts”), and procedures for the manner of payment and collection thereof. Dues shall include U.S. Figure Skating dues (except for non-Home Club Members who are already members of U.S. Figure Skating), which shall be forwarded by CFSC to U.S. Figure Skating on a periodic basis, or as otherwise required by U.S. Figure Skating. The amount of dues, and the payment schedule therefor, shall be fixed by the Board, with 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 2.3.1 Special Assessments. If, in any fiscal year, there is a deficit or anticipated deficit in the CFSC operating budget, the Board may institute special dues assessments to all members, on a pro rata basis, to ensure that CFSC has a balanced budget for that fiscal year. Such special assessment shall be required to be paid by all members within such time as may be set by the Board, and shall be required of all members to remain in Good Standing with CFSC.

Section 2.4 Categories of Membership; Voting and Other Rights. Table 1 describes the categories of membership in CFSC and the voting, seniority and other rights that will be held with each category of membership. Membership classification may be upgraded at any time during the membership term upon application to and approval by the Board, and payment of the applicable fee. Fees for upgraded memberships may be prorated for the remainder of the season, if approved after January 1st. Membership fees for any member who designates CFSC as his/her Home Club shall include membership fees in U.S. Figure Skating.

Section 2.4.1 Membership Rights. The following subsections define the rights and privileges of CFSC members:

Section 2.4.1.1 Accrual of Seniority. Members with seniority accrual rights indicated in Table 1 accrue seniority on an annual basis provided the member is in Good Standing.

Section 2.4.1.2 Maintenance of Seniority. Members with seniority maintenance rights indicated in Table 1 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.

Section 2.4.1.3 Participation in Club Activities. All members in Good Standing may participate in club activities. Certain membership categories, as designated in Table 1, are able to participate in club activities (such as Club-sponsored test sessions and walk-on ice sessions) at member rates.

Section 2.4.1.4 Voting Rights at Membership Meetings. A member in Good Standing who has designated CFSC as his/her “Home Club” and belongs to a category of membership designated in Table 1 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.

Section 2.4.1.5 Ice Reservation. Members in Good Standing with ice reservation privileges indicated in Table 1 may reserve ice from CFSC at member rates.

Table 1 – Membership Categories – Effective July 1, 2010

Membership Category	Membership Sub-Category	Accrue Seniority?	Participate in club activities at Member Rates?	Voting Rights at membership meetings?	Reserve Ice?	Work Assessment(1)
Full Skating	Home Club	Yes	Yes	Yes	Yes	Yes
	Non-Home Club	Yes	Yes	No	Yes	Yes
Parent	Parent	No	Yes	Yes	No	Yes
Adult	Adult	No	Yes	Yes(3)	Yes on adult and dance sessions only. May also join adult synchronized team	Yes
Dance	Dance	No	Yes	Yes(3)	Yes on dance sessions only	Yes
Synchronized	Synchronized	No	Yes	Yes(3)	No	Yes
Professional	Full Professional	No	Yes	Yes(3)	No	Yes
	Basic Skills Professional	No	Yes	Yes(3)	No	Yes
Honorary	Honorary	No	Yes	Yes(3)	No	No
Officials	Officials	No	Yes	Yes(3)	Yes on adult and dance sessions only	No
Restricted	Bridge/No Test	No	Yes(3)	No	Yes on Bridge and "No test" sessions only	Yes
	Introductory Skating	No	Yes(3)	No	No	Yes
	Associate	No(2)	Yes(2) (3)	No	No	Yes
	Off-Ice	No	Yes (4)	No	No	Yes
Theater on Ice	Theater on Ice	No	Yes	Yes(3)	No	Yes

- (1) Work hours are charged to skater at \$10.00/Hour if not completed in full (currently work all or bill all, not prorated).
- (2) Associate Members will not accrue seniority, but will maintain their current seniority as long as they remain a member in Good Standing.
- (3) Only if the member has designated CFSC as his/her Home Club.
- (4) Off-Ice Memberships are required for individuals of any age who will only be participating in off-ice training or classes offered by CFSC coaches or staff in areas governed by CFSC Rules and Policies. Off-Ice Membership permits individuals to participate in all off-ice activities offered by CFSC. All professionals, coaches and staff of CFSC who train individuals in CFSC off-ice facilities shall be responsible for ensuring that each participant holds a current CFSC Off-Ice Membership. Notwithstanding the foregoing, NVO ISI members are exempt from the requirement to hold an Off-Ice Membership to participate in such activities.

Section 2.5 Suspension or Termination of Membership. A membership may be suspended or terminated for Cause 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 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 if the President is unavailable or has a conflict of interest, a designee appointed by the Board) 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 shown on CFSC's records. At the conclusion of the hearing, the Board shall meet in Executive Session to discuss and vote upon the proposed suspension or termination. The decision by a majority of Board members in attendance for such vote 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. Notwithstanding the foregoing, 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 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.

Section 2.6 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 III

MEMBERSHIP MEETINGS

Section 3.1 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, and for the transaction of such other business 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 work a forfeiture or dissolution of CFSC, or invalidate any action taken by the Board or Officers of CFSC.

Section 3.2 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 in reasonable detail the purpose or purposes for calling the meeting signed and dated by at least fifteen (15) Home Club members designated in these Bylaws as Voting Members, subject to the notice provisions of these Bylaws. If a special meeting is called by written demand of the members, the Board shall set a 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 person signing the demand may set the time and place of the meeting and give notice as provided in these Bylaws. If no place is stated, special meetings shall be held at CFSC'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.

3.2.1 Finance and Budget Meeting. At least once per fiscal year, the Board shall call for and hold a Special Budget Meeting to present and vote upon a proposed fiscal budget of CFSC for the following fiscal year. The proposed budget shall be prepared and presented at such meeting by the Treasurer.

Section 3.3 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 3.4 Notice of Meetings. Written notice of any annual or special meeting of the members stating the place, date and time of the meeting, and the agenda for said meeting, shall be given to all members not less than ten (10) nor more than sixty (60) days before the date of the meeting. Said notice shall be posted on the CFSC bulletin board, and also shall be sent by either first class mail, registered mail, electronic mail or facsimile to the last known mailing or email address or facsimile number as it appears in CFSC's current record of members. 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 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 3.5 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 3.6 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 3.7 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 3.8 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 IV BOARD OF DIRECTORS

Section 4.1 General Powers and Qualifications.

4.1.1 Powers. The business and affairs of CFSC, including all of its day-to-day operations, shall be determined and managed by its Board of Directors (“Board”), except as otherwise provided in CFSC’s Articles of Organization, these Bylaws, or applicable state or federal law.

4.1.2 Appropriations and Finances. Without limiting the powers or authority of the Board set forth in Section 4.1.1 above, the Board shall have full power and authority over all appropriations, expenditures and finances of CFSC, including but not limited to the budget and membership dues. The Board shall be responsible for oversight of the Treasurer and all committees. The Board shall submit to the membership at the Annual Meeting a financial summary report of the prior fiscal year and a proposed preliminary budget for the next fiscal year. The Board shall be responsible for the timely filing of all federal and state income tax returns, the conduct of audits and all other compliance of CFSC with applicable law.

4.1.3 Qualifications. Directors must be (i) at least eighteen (18) years old, (ii) registered with U.S. Figure Skating and (iii) Home Club members of CFSC in accordance with provisions of applicable rules of U.S. Figure Skating and (iv) Voting Members of CFSC. In addition, Directors of CFSC 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 (as defined by U.S. Figure Skating Bylaws and Rules) may serve as Directors of CFSC 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 CFSC so long as collectively they do not constitute a majority of the total number of Directors of CFSC.

Section 4.2 Number, Term, and Election of Directors.

4.2.1 Number of Directors. There shall be a Board of nine (9) elected Directors.

4.2.2 Term of Directors. Directors shall serve a term of three (3) years. At the first annual meeting of the Board of Directors after 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 Directors constituting the second class, shall expire at the second annual meeting thereafter; and the term of office of the Directors, constituting the third class, shall expire at the third annual meeting thereafter, and so on. At each annual meeting after such classification, the number of Directors equal to the number of the class whose term expires at the time of such meeting shall be elected, in accordance with the procedures set forth. 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. 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.

4.2.3 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, and to ensure that the Board also includes at least one past President of CFSC. 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 4.3 Resignation. A Director may resign at anytime by giving written notice of resignation to the Board. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date.

Section 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.

Section 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.

Section 4.6 Regular Meetings. The Board shall meet immediately following the election of Directors at the Annual Meeting. 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 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. The notice of a special meeting shall specify the purpose of the meeting.

Section 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.

Section 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. 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 4.10 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 4.11 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 electronic mail (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 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 electronic mail 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 circumstances, a meeting or vote of the Board may be held by means of email, telephone, Webcast, 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 (e.g., quorum, Executive Session, recording of minutes) 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.

Section 4.12 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 4.13 Executive Committees. The Board may designate from among the Directors 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.

Section 4.14 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 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 V OFFICERS

Section 5.1 Number and Qualifications. The elected officers of CFSC 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 4.1.3 of these Bylaws.

Section 5.2 Election and Term of Office. The elected officers of CFSC shall be elected by the Board of Directors at the next meeting of the Board following the Annual Meeting of members of CFSC. 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, 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 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 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 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 received 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 CFSC 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 CFSC 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.

5.7.1 President. The President shall be the Chairman of the Board and chief executive officer of CFSC, shall preside at all meetings of the Board of Directors, and shall perform all other duties incident to the office of the president and chairperson. The President shall have charge of the general affairs of CFSC, subject to the supervision and direction of the Board of Directors.

5.7.2 Vice Presidents. 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 or the President. 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 President, 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.

5.7.3 Secretary/Clerk. The Secretary/Clerk shall (i) 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 assigned to the Secretary by the President or by the Board of Directors.

5.7.4 Treasurer; Assistant Treasurer; Funds Authorization. The Treasurer shall (i) be the principal financial officer of CFSC and have the care and custody of all its funds, securities, investments, 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 for moneys paid in on account of CFSC, and pay out of the funds on hand all bills, payrolls and other just debts of CFSC of whatever nature upon maturity; (iii) be the principal accounting officer of CFSC 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 (or hire and oversee professionals to 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 the Board of Directors statements of account showing the financial position of CFSC and the results of its operations; (iv) upon request of the Board, make such reports to it as may be required at any time; (v) prepare an annual financial summary report and proposed preliminary budget for the next fiscal year to be presented at the Annual Meeting of members; and (vi) 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 or the Board of Directors. All CFSC funds (except for nominal sums maintained in the office as petty cash) shall be maintained in bank accounts or other investments as approved by the Board. Any payment expended on behalf of CFSC in excess of \$1,000 shall be by check or wire transfer authorization signed by two authorized signatories as designated by the Board and placed on file with CFSC's bank. The Board may, in its discretion, appoint an Assistant Treasurer either in a temporary or permanent capacity to assist the Treasurer with his/her duties set forth above.

If at any time there is a vacancy in the position of Treasurer or Assistant Treasurer, and CFSC cannot find a qualified and suitable person to serve as Treasurer or Assistant 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 or Assistant Treasurer shall be entitled to the same indemnification and other protections as the Treasurer and Assistant Treasurer in accordance with these Bylaws.

ARTICLE VI COMMITTEES

Section 6.1 Establishment of Committees. The Board shall establish and maintain the existence of such Standing Committees as set forth herein, and may establish such other 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 assign 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 CFSC office and on the “Members” section of the CFSC Web site. Only members who have designated CFSC as 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.

6.1.1 Standing Committees. The Board shall establish, and CFSC shall maintain the existence of, the following Standing Committees:

- Competitions Committee
- Exhibitions and Sanctions Committee
- Finance Committee
- Ice Committee
- Membership Committee
- Nominating Committee
- Professional Oversight Committee
- Tests Committee

6.1.2 Other Committees. The Board may also in its discretion establish, and CFSC may maintain, such other committees as the Board deems appropriate from time to time, including but not limited to the following:

- Adult Committee
- Basic Skills Committee
- Dance Program Committee
- Rules Committee
- Synchronized Skating Management Committee

Section 6.2 Committee Procedures, Minutes 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 such minutes and records shall be maintained in the CFSC office. All members who have designated CFSC as their Home Club may review such minutes and records in the CFSC 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 CFSC 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 CFSC or with respect to any property held or administered by CFSC 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 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 CFSC whom the Director or officer reasonably believes to be reliable and competent in the matters presented; (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 CFSC 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 CFSC 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 Section 8.2 of these Bylaws: (i) "conflicting interest transactions" means a contract, transaction, or other financial relationship between CFSC and a Director of CFSC, or between CFSC and a party related to a Director, or between CFSC and an entity in which a Director of CFSC 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, the spouse or descendent of 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 CFSC, solely because the conflicting interest transaction involves a Director of CFSC or a party related to a Director or an entity in which a Director of CFSC is a director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of CFSC'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, approves, 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 conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or (iii) the conflicting interest transaction is fair as to CFSC. 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 CFSC to its Directors or officers. Any Director or officer who participates in the making of any such loan shall be personally liable to CFSC for the amount of such loan until the repayment thereof, and shall not be subject to indemnification as provided in these Bylaws in connection with matters arising from such loan.

ARTICLE IX CONFLICT RESOLUTION

Section 9.1 Procedure. Any Member or Members having a complaint against another Member or Members for the infraction of any law, rule (other than skating rules), code of ethics violation, or for conduct potentially injurious to the welfare of CFSC or any Member, may report the same in writing to the Board of Directors by filing a formal complaint (the "Complaint"). Such Complaint shall set forth the facts upon which the Complaint is based, together with the names of witnesses, if any. The Board shall hold a hearing as soon as practicable to allow all parties to provide testimony in support of their case. The complainant(s) and the Member(s) complained of shall receive not less than ten (10) days prior written notice of such hearing, except in emergencies (as determined in the sole discretion of the Board), and the notice shall specify the facts of the Complaint, including, without limitation, the name(s) of the complainant(s), the conduct complained of and the potential consequences for the wrongful conduct. Written notice must be given by regular U.S. mail or certified mail sent to the last address of the member shown on CFSC's records. The parties to the Complaint, together with any witnesses, may present their respective cases to the Board either orally or in writing. The President (or if the President is unavailable or has a conflict of interest, a designee appointed by the Board) shall preside at the hearing. At the conclusion of the hearing, the Board shall meet in Executive Session to discuss and vote upon the appropriate penalty for wrongful conduct. The decision by a majority of Board members in attendance for such vote shall be final. If the Board of Directors receives a Complaint involving a member of the Board, said Board member shall recuse him or herself from all meetings relating to such Complaint (other than as a party to the hearing related to such Complaint). If a grievance has the potential to result in the termination or suspension of a member, the grievance procedures shall be conducted in accordance with Section 2.5.

ARTICLE X INDEMNIFICATION

CFSC shall, to the maximum 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 CFSC, and who has acted in good faith in the reasonable belief that his or her action was in the best interests of CFSC, against all expenses and liabilities (including counsel 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 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 (other than a proceeding voluntarily initiated by such person unless the proceeding was authorized by CFSC); *provided however*, that no indemnification shall be provided for any such person with respect to any matter as to which he or she (i) shall have been finally adjudicated as liable for fraud, misrepresentation, gross negligence or willful misconduct in the performance of the person's duty to CFSC or (ii) is accused or charged by CFSC or any governmental authority with receiving an improper personal benefit, whether or not involving action in the person's official capacity. Such indemnification shall include payment by CFSC 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.

If the proceedings described herein require the retention of legal counsel or other professionals, the Board shall retain the right to select or approve the legal counsel or other professional engaged to defend the indemnified party, and limit the amount paid for such legal or professional services to a reasonable amount that is customary under the circumstances.

The right of indemnification under this Article shall be a contract right inuring to the benefit of the Directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this Article shall adversely affect any right of such Director, officer or other person existing at the time of such amendment or repeal. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a Director, officer or other person entitled to indemnification hereunder.

The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which such Director, officer or other persons may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which CFSC employees or agents, other than Directors, officers and other persons entitled to indemnification hereunder, may be entitled by contract or otherwise by law, nor shall this Article limit the power of the Board of Directors to provide such indemnity, in its discretion, to any employee, agent or member as the Board may deem appropriate. Any decision or action of the Board of Directors under this Article shall be made by a majority vote of a quorum of the Board, which quorum shall consist of Directors not parties to the subject proceeding.

ARTICLE XI MISCELLANEOUS

Section 11.1 Records. CFSC shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting and of actions taken by a committee in place of the Board of Directors, and a record of all waivers of notices of meetings of members, the Board of Directors or any committee. CFSC shall also maintain the following records: (i) appropriate accounting records; (ii) its Articles of Organization and Bylaws; (iii) Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members, if any; (iv) a list of the names and business or home addresses of its current Directors and officers; (v) a copy of its most recent annual report delivered to the Commonwealth; (vi) a record of its members which permits preparation of a list of the name and address of all members in alphabetical order; (vii) all written communications within the past three (3) years to members; and (viii) all financial statements prepared for periods during the last three (3) years that a member of CFSC 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 who has designated CFSC as his or her Home Club wishes to inspect and copy any of CFSC records identified in Section 11.1 of this Article, such member, their agent or attorney is entitled to inspect and copy such records during regular business hours at CFSC's principal office, subject to these Bylaws and applicable laws protecting the confidentiality of certain records and information. CFSC may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A member may also inspect any other records at a reasonable time and location specified by CFSC upon the same terms and conditions. Members entitled to inspect these other records must also meet the following requirements: (i) the member must have been a member at least three (3) months immediately preceding the demand; (ii) the demand must be made in good faith and for a proper purpose; (iii) the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and (iv) 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 Organization.

Section 11.3 Limitations on Use of Membership List. Unless the Board of Directors gives its consent, CFSC's membership list or any part thereof (including but not limited to names, addresses, email addresses or phone numbers of members) 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 for the benefit of CFSC; (iii) used to solicit members to join any other organization; (iv) used for any commercial purpose unrelated to CFSC; or (v) sold to or purchased by any person.

Section 11.4 Conveyances and Encumbrances. Property of CFSC may be assigned, conveyed or encumbered by such officers of CFSC as may be authorized to do so by the Board of Directors or applicable law, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; *provided however*, that the sale, exchange, lease or other disposition of all or substantially all of the property and assets of CFSC shall be authorized only in the manner prescribed by applicable law.

Section 11.5 Fiscal Year. The fiscal year of CFSC should, but is not required to, correspond with the fiscal year of U.S. Figure Skating (i.e., beginning on July 1 and ending on June 30).

Section 11.6 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 11.7 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 XII AMENDMENTS

These Bylaws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the members present and voting at any meeting of the members, the notice of which contains a statement of the proposed alteration or amendment. The Board may also make, amend or repeal these Bylaws in whole or in part and shall give written notice of such action to the membership before the next meeting of members, *except* that the Board 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 meeting of the members. Any such alteration, amendment or repeal by the Board may then be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the Voting Members present at a meeting of the members. Notwithstanding the above provisions of this Article XII, any amendment, alteration or repeal of a bylaw by the Board as provided for in this Article XII shall be valid and given full force and effect unless and until acted upon by the Voting Members.

BYLAWS CERTIFICATE

The undersigned certifies that he/she is the Secretary of Colonial Figure Skating Club, Inc. (CFSC) and that he/she is authorized to execute this certificate on behalf of CFSC and the foregoing is a complete and correct copy of the presently effective Amended and Restated Bylaws of CFSC.

Date: _____

Signature of Secretary: _____

Print Name: _____