



# **Colonial Figure Skating Club**

## **Amended and Restated Bylaws Revised March 19, 2024**

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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 Membership.**

The membership of CFSC shall consist of the following.

#### **3.1.1 Members.**

Members are those persons approved for membership by the Board of Directors or by a process approved by the Board of Directors. Members shall be registered members of U.S. Figure Skating.

#### **3.1.2 Associate Members.**

Any person who does not satisfy membership eligibility requirements, but satisfies associate membership eligibility requirements, as established by the Board of Directors. Associate members have no voting powers, and cannot run for elected office within the Corporation. They are eligible to speak at general membership meetings, and may be appointed to committees.

#### **3.1.3 Voting Members.**

A "Voting Member" shall be a member in Good Standing, age 18 & over, who belongs to a membership category that has been granted voting privileges 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. A Member shall be in "Good Standing" with CFSC if he/she is current on all financial obligations to CFSC and U.S. Figure Skating, and is in compliance with all Bylaws, Rules and Codes of Conduct of CFSC and U.S. Figure Skating.

### **Section 3.2 Categories of Membership, Terms and Dues.**

The Board shall establish, and annually publish membership categories, dues, benefits and procedures, providing at least thirty (30) days' notice to the membership before any dues rate change becomes effective.

#### **3.2.1 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. Membership shall terminate at the end of the membership period unless the membership dues for the succeeding period have been paid in full.

#### **3.2.2 Dues.**

Members must have paid their dues, in full, thirty days prior to the Annual Meeting in order to vote. The Board of Directors shall include any recommended changes in the amount of dues in the proposed Annual Budget.

### **Section 3.3 Meetings of the Membership.**

#### **3.3.1 Annual Meeting.**

The Membership shall meet annually on such a date and time as the Board of Directors shall determine, for the purposes of electing Directors, approving the annual budget, and consulting with the Board regarding policy matters affecting the Corporation, and other matters. Notwithstanding other provisions in these bylaws, on any matter presented to the Members, ten (10) Members shall constitute a quorum for purposes of voting on any matter presented to the Members at the Annual Meeting. 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.

#### **3.3.2 Special Meeting.**

Other Meetings may be called by the President or the Board of Directors, and shall be called by the Secretary, or in the case of the death, absence, incapacity, or refusal of the Secretary, by any other officer, upon the written application of Members representing at least ten percent of the smallest quorum of Members required for a vote upon any matter at the Annual Meeting of Members. In case none of the officers is able and willing to call a special meeting, the Massachusetts Supreme Judicial or Superior Court, upon application of said member or members entitled to vote thereat, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law.

### **Section 3.4 Rights and Powers of the Membership.**

Members and Associate Members have the right to attend and have a voice at any Annual or Special Meeting.

#### **3.4.1 Voting Privileges.**

3.4.1.1 Right to Vote. Voting Members shall have the right to vote in the annual election of Directors and approval of the annual budget, (which shall be decided by a majority vote of the Members);

3.4.1.2 Other Matters. Voting Members shall also have the right to vote on each of the following matters, which shall be decided by a majority vote of all Members present unless otherwise required by law:

- 3.4.1.2.1 on proposed amendments to or restatement of the Articles of Organization (which shall be decided by a two-thirds vote of all Members, or as otherwise required by law);
- 3.4.1.2.2 on proposed amendments to or restatement of these Bylaws (which shall be decided by a two-thirds vote of the Members);
- 3.4.1.2.3 on merger of the Corporation (which shall be decided by a two-thirds vote of all Members, or as otherwise required by law);
- 3.4.1.2.4 on dissolution of the Corporation (which shall be decided by a majority vote of all Members, or as otherwise required by law);
- 3.4.1.2.5 on public policy positions to be adopted by the Corporation;
- 3.4.1.2.6 on any other matters that are required to be decided by Members as required by state or federal law (which shall be decided by a majority vote of the Members, or as otherwise required by law); and
- 3.4.1.2.7 on any other matters that are referred to the [General] Members for a vote (which shall be decided by a majority vote of the Members, or as otherwise required by law).

3.4.1.3 Other Member Approval. Other matters may be referred by the Board of Directors to the Members for approval from time to time, consistent with the provisions of these bylaws.

3.4.1.4 Other Rights and Powers of Members.

- 3.4.1.4.1 Any Member may nominate an individual to the Board of Directors, consistent with the provisions of these bylaws;
- 3.4.1.4.2 Members have the right to add an agenda item to the Annual or Special Meetings of the Membership in writing in advance of the meeting, or from the floor of the meeting;
- 3.4.1.4.3 Each Annual Meeting shall include an open forum as a space for Members and Associate Members to make inquiries, express concerns, and provide guidance for the work of the Board; and
- 3.4.1.4.4 Members and Associate Members may, in the Board's sole discretion, serve on standing committees and ad hoc committees of the Board.

## **Section 3.5 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 as appears in the records of the Corporation, shall be given of all meetings stating the date, purpose, time and place of such meeting.

## **Section 3.6 Waiver of Notice.**

Whenever any written notice of a meeting is required to be given by these Bylaws, a Member can waive (voluntarily give up) his or her right to receive such notice, either before or after the meeting in question, and the waiver shall have the effect of written notice. Attendance at a meeting by a Member who has not received a written notice of a meeting, but who attends said meeting without protest as to non-receipt of a written notice, shall have the effect of a waiver of notice.



### **Section 3.7 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, ten (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 3.8 Proxies.**

Voting by Members may be either in person or by proxy dated not more than six months before the meeting named in the proxy. All proxies shall be filed before being voted with the Clerk or other person responsible for recording the proceedings of the meeting.

*[Proxy voting is permitted unless specifically prohibited in the bylaws.]*

### **Section 3.9 Action Without 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 3.10 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.

### **Section 3.11 Suspension and Removal.**

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 Corporation; that notice of the proposed suspension or removal is given in the notice of meeting; and that the Member is given an opportunity to be heard at the meeting.

### **Section 3.12 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 Membership Committee for review and recommendation to the Board of Directors. All disputes regarding membership shall be decided by the Board of Directors in their sole discretion.

### **Section 3.13 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

## BOARD OF DIRECTORS

### **Section 4.1 General Powers and Obligations.**

#### **4.1.1 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.

#### **4.1.2 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 4.2 Number, Term, and Election of Directors.**

#### **4.2.1 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.

#### **4.2.2 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.

#### **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. 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 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 4.4 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 4.5 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 4.6 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 4.7 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 4.8 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 4.9 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 4.10 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 4.11 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 4.12 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 4.13 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 4.14 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 4.15 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 4.16 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 4.17 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 a 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 4.18 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 4.19 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 4.20 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 4.21 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 V**

### **OFFICERS**

#### **Section 5.1 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 4.1.2 of these Bylaws.

#### **Section 5.2 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 5.3 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 5.4 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 5.5 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 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 further specified by the Board of Directors and these Bylaws, or required by law.

### **5.7.1 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.

### **5.7.2 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.

### **5.7.3 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.

### **5.7.4 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.



### **5.7.5 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.

### **5.7.6 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 VI**

### ***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 VII**

### ***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 VIII**

### ***NO PERSONAL LIABILITY AND INDEMNIFICATION***

#### **Section 8.1 No Personal Liability.**

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

#### **Section 8.2 Indemnification**

**8.2.1.** 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.

**8.2.2.** 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.

**8.2.3.** 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.

**8.2.4.** 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.

**8.2.5.** 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.

**8.2.6.** 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.

**8.2.7.** 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 IX**

### **MISCELLANEOUS**

#### **Section 9.1 Fiscal Year.**

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

#### **Section 9.2 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 9.3 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 9.4 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 9.5 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 9.6 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 X**

### ***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.