

BY-LAWS
OF
THE SKATING CLUB OF UTICA-WHITESTOWN, INC.
(a New York not-for-profit Club)

ARTICLE I
Name and Mission

Section 1. NAME AND MISSION. The Skating Club of Utica-Whitestown, Inc. a member club of the United States Staking Association, has the following statement of mission: to foster figure skating as an amateur athletic.

ARTICLE II
Membership

Section 1. MEMBERS. The Club shall have members who are interested in the objects and purposes of the Club. The members, or their children, must be registered with U.S. Figure Skating and be over the age of 18 in order to be a member. Members of the Club shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws, Official Rules, policies, procedures, code of conduct, and code of ethics and principals of ethical behavior of U.S. Figure Skating.

Section 2. DUES. The Board of Directors may establish, in its sole discretion and as it shall deem necessary and appropriate, such periodic membership dues, other assessments and procedures for the manner of payment and collection thereof.

Section 3. ANNUAL MEETING. The Club shall hold an annual meeting of its members for the purpose of electing Directors and for the transaction of such other business as may come before the meeting at a time, date and place stated in or fixed in accordance with a resolution of the Board of Directors. If no such resolution is adopted, the meeting shall be held at the Club's

principal office on the second Thursday of February at 6:00 p.m. for the purpose of electing directors and the transaction of other business. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club.

Section 4. SPECIAL MEETINGS. Special meetings of the members may be called at anytime by the Board of Directors, the President or by written demand of the members stating the purpose or purposes for calling the meeting signed and dated by members holding at least ten percent (10%) of all members entitled to cast votes on any issue proposed to be considered at the meeting. The record date for determining the members entitled to demand a special meeting is the date of the earliest of any of the demands pursuant to which the meeting is called or the date that is sixty (60) days before the date the first of such demands is received by the Club, whichever is later. If notice is not given within five (5) days after the date of the written demand or demands are delivered to the Secretary, the person initially signing the demand may set the time and place of the meeting and give notice as provided in these Bylaws. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. If no place is stated, special meetings shall be held at the Club's principal office. The purpose of any special meeting of the members shall be stated in such notice. Only business within the purpose described in the notice may be conducted at a special meeting of members.

Section 5. NOTICE OF MEETINGS. Written notice of every meeting shall be given to each member entitled to vote at a meeting, by first class or registered mail of any annual, regular or special meeting stating the place, date and hour of the meeting and shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. If notice is mailed by other than first class or registered mail, no less than thirty (30) days notice must be provided. Notice of

a regular or special meeting shall include a 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 Incorporation or Bylaws of the Club; (ii) a merger; (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 the Club; (vi) the dissolution and liquidation of the Club; and (vi) any other reason required by law. When giving notice of an annual, regular or special meeting of members, the Club shall give notice of a matter a member intends to raise at the meeting if a person entitled to call a special meeting submits a request, in writing, and it is received by the Secretary or President at least ten (10) days before the Club gives notice of the meeting.

Section 6. METHODS OF NOTICE. Notice shall be given personally or by mail, and in addition to (but not as a substitute thereof), by electronic mail, facsimile or other form of wire or wireless communication by or at the direction of the President, the Secretary or the persons calling the meeting, to each member entitled to vote at such meeting. Such notice shall be deemed to be given and effective at the earliest of: (i) the date received; (ii) three (3) days after deposit in the United States mail, properly addressed to the member at the member's address as it appears in the Club's current record of members, with first class postage prepaid; (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (iv) the date shown on the read receipt, if sent by electronic mail. A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to members shall constitute a written notice or report if addressed or delivered to the member's address shown in the Club's current list of members, or in the case of members who are residents of the same household and who have the same address in the

current list of members, if addressed or delivered to one of such members, at the address appearing on the current list of members.

Section 7. WAIVER OF NOTICE. A member may waive notice of a meeting before or after the time and date of the meeting by a writing signed by such member. Such waiver shall be delivered to the Club for filing with the Club records, but this delivery and filing shall not be conditions to the effectiveness of the waiver. Further, by attending a meeting either in person or by proxy, 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. By attending the meeting, the member also waives any objection to consideration at the meeting of a particular matter not within the purposes described in the meeting notice unless the member objects to considering the matter when it is presented.

Section 8. MEMBER LIST. After a record date is fixed for a membership meeting or for determining the members entitled to vote by written ballot, the Secretary shall make, at the earlier of ten (10) days before such meeting or two (2) business days after notice of the meeting has been given, a complete list of the members entitled to be given notice of such meeting or any adjournment thereof. The list shall be arranged in alphabetical order and shall show the name, address of each member and number of votes to which each member is entitled. For the period beginning the earlier of ten (10) days prior to the meeting or two (2) business days after notice of the meeting is given and continuing through the meeting and any adjournment thereof, this list shall be kept on file at the principal office of the Club, or at a place (which shall be identified in the notice) in the city where the meeting will be held. Such list shall be available for inspection

on written demand by any member during regular business hours and during the period available for inspection.

Section 9. PROXIES. At all meetings of members, a member may vote by proxy by signing an appointment form or similar writing, either personally or by the member's duly authorized attorney-in-fact. A member may also appoint a proxy by transmitting or authorizing the transmission of an electronic transmission providing a written statement of the appointment to the proxy or other person duly authorized by the proxy to receive appointments as agent for the proxy or to the Club. The transmitted appointment shall set forth or be transmitted with written evidence from which it can be determined that the member transmitted or authorized the transmission of the appointment. The proxy appointment form or similar writing shall be filed with the Secretary of the Club before or at the time of the meeting. The appointment of a proxy is effective when received by the Club and is valid for eleven (11) months unless a different period is expressly provided in the appointment form or similar writing.

Section 10. CLUB'S ACCEPTANCE OF VOTES. If the name signed on a vote, consent, waiver, proxy appointment or proxy appointment revocation corresponds to the name of a member, the Club, if acting in good faith, is entitled to accept the vote, consent, waiver, proxy appointment or proxy appointment revocation and give it effect as the act of the member. If the name signed on a vote, consent, waiver proxy appointment or proxy appointment revocation does not correspond to the name of the member, the Club, if acting in good faith, is nevertheless entitled to accept the vote, consent, waiver, proxy appointment or proxy appointment revocation if to do so is proper under rules established by the corporation that are not inconsistent with this Section. No member under the age of 18 shall be entitled to vote.

Section 11. 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 the Club may transact any business which may have been transacted at the original meeting. If a new records date is fixed for the adjourned meeting, a new notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting as of the new record date.

Section 12. QUORUM AND MANNER OF VOTING. A quorum shall be not less than the members entitled to cast one hundred (100) votes or one-tenth (1/10) of the total number of votes entitled to be cast, whichever is lesser. If a quorum exists, action on a matter by the members is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the vote of a greater number of votes is required by law or the Club's Articles of Incorporation.

Section 13. MEETINGS BY TELECOMMUNICATIONS. Any or all of the members may participate in an annual or special membership meeting by, or the meeting may be conducted through the use of any means of communication by which all members participating in the meeting can hear each other during the meeting. A member participating in a meeting in this manner is deemed to be present in person at the meeting.

Section 14. ACTION WITHOUT A MEETING.

(a) By Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing (or counterparts thereof) that sets forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof and received by the Club. Such consent (which may be

signed in counterparts) shall have the same force and effect as a unanimous vote of the members. Action taken under this Section is effective as of the date the last writing necessary to effect the action is received by the Club, unless all of the writings specify a different effective date, in which case such specified date shall be the effective date for such action. The record date for determining members entitled to take action without a meeting is the date the Club first receives a writing upon which the action is taken. Any member who has signed a writing describing and consenting to action taken pursuant to this Section may revoke such consent by a writing signed by the member describing the action and stating the member's prior consent is revoked, if such writing is received by the Club before the effectiveness of the action. All signed written instruments necessary under this provision shall be filed with the minutes of the membership meetings.

(b) By Written Ballot. Any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting if the Club delivers a written ballot to every member entitled to vote on the matter. The written ballot shall: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against the proposed action. Approval by written ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (i) indicate the number of responses necessary to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of directors; (iii) specify the time by which the ballot must be received

by the Club in order to be counted; and (iv) be accompanied by written information sufficient to permit each person voting to reach an informed decision. Written ballots may not be revoked.

Section 15. TERMINATION, EXPULSION OR SUSPENSION. No member may be expelled or suspended from the Club, and no membership may be terminated or suspended, except as follows: The member may be removed for "cause", including, but not limited to, for "cause" for not being a member in good standing with the membership of the Club, for not being a member in good standing with U.S. Figure Skating or any other cause established by law. Any member expelled or suspended shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to expulsion.

Section 16. DELEGATES TO THE U.S. FIGURE SKATING GOVERNING COUNCIL. Delegates to the U.S. Figure Skating Governing Council (the "Governing Council) must be registered members of the Club and must meet the qualifications as set forth in the U.S. Figure Skating Bylaws. The Club's Board of Directors shall appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with the U.S. Figure Skating Bylaws. The Club's delegates shall be representatives of the Club at the Governing Council meeting(s) for which they are appointed as delegates and shall attend said meeting, either in person or represented by proxy. The Club will file a certificate of appointment of its delegates with the Secretary of U.S. Figure Skating, duly signed by an authorized Officer of the Club.

ARTICLE III Directors

Section 1. FUNCTIONS AND DEFINITIONS. The business affairs of the Club shall be managed by a governing board, which is herein referred to as the "Board", "Board of Directors"

or "Directors". The term "Club" shall mean The Skating Club of Utica-Whitestown, Inc., a New York not-for-profit corporation.

Section 2. NUMBER. The Board of Directors shall consist of not less than six (6) nor more than nine (9) directors, designated or appointed by the Membership, as set forth herein and by the New York Not-For-Profit Corporation Law.

Section 3. RESIGNATION. Any director may resign at any time by giving his or her resignation to the President, any Vice President, or the Secretary of the Board. Such resignation shall take effect upon announcement or, if such notice is in writing, upon receipt or at the time specified in the notice or announcement; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. REMOVAL. Any director may be removed at any time, with cause, upon the vote of at least two-thirds (2/3) of the Board members currently serving. Any director may be removed at any time without cause upon a vote of three-quarters (3/4) of the directors currently serving. The appointment of a successor to any director shall be in accordance with these By-Laws or the Certificate of Incorporation and shall operate as the removal of such director.

Section 5. QUALIFICATIONS. Each director shall be (i) at least eighteen (18) years of age, (ii) registered with U.S. Figure Skating and (iii) a member of the Club.

Section 6. ELECTION AND TERM. Four (4) of the initial directors shall serve two (2) year terms and five (5) of the initial directors shall serve three (3) year terms. After said initial terms and except as otherwise provided in these By-Laws, or in the Certificate of Incorporation all directors shall serve for terms of two (2) years, and each shall hold office until their successors have been appointed or designated as provided in Article III herein. A director may

be elected and serve for no more than three (3) consecutive full terms, in addition to any term he or she filled in to complete another's term.

Section 7. MEETINGS.

a. Regular and Special Meetings. Regular and special meetings of the Board of Directors shall be held at such times and at such places in the State of New York as the Board of Directors, or in their absence, the President or any Vice President of the Club, may determine. A special meeting of the Board of Directors shall be called by the President or the Secretary of the Board, or at the request in writing of at least one-third (1/3) of the directors to the President or Secretary, who may, in his/her sole discretion, call a meeting. Such request shall state the general nature of the business to be transacted at the meeting. Meetings of any committee shall be held at such times and places as may be determined by the President, or by, or pursuant to procedures adopted by the Board of Directors or such committee.

b. Notice. Notice of each meeting of the Board of Directors, stating the time and place and purposes thereof, shall be given by the President or the Secretary of the Board to each director by mail and/or electronic mail, provided, however, that notice of any meeting of the Board of Directors may be waived by a director by signing a written waiver of notice before or after such meeting or by attending the meeting without protesting lack of notice at the commencement of the meeting. Meetings of the Board of Directors may also be held at any place and time without notice by unanimous written consent of all the directors. Meetings of any committee shall be held upon such notice, if any, as the Board of Directors or such committee may provide or, in the absence of any such provision, upon the notice prescribed herein for meetings of the Board of Directors. Neither the business to be transacted nor the purpose of any

regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting.

c. Quorum. At all meetings of the Board of Directors except where otherwise provided by law or these By-Laws, a quorum shall be required for the transaction of business and shall consist of a majority of the directors then elected and serving. A majority of the directors present at any meeting of the Board of Directors or a committee, although fewer than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum is present.

d. Order of Business. The order of business and all other matters of procedure at every meeting of directors or any committee may be determined by the presiding officer. Except as otherwise required by law or these By-Laws, the vote of a majority of the directors present and constituting a quorum shall decide any question that may come before the meeting; provided that the Club shall not purchase real property or sell, mortgage or lease real property, unless authorized by the vote of two-thirds (2/3) of the entire Board of Directors.

e. Compensation. No director or other officer shall receive, directly or indirectly, salary or compensation from the Club, either as an officer or director or in any other capacity, except reimbursement for business expenses actually incurred by such director or other officer in connection with the Club's purposes.

f. Meetings by Video Conference. Any one or more directors of any committee may participate in a meeting of the Board of Directors or such committee by means of video conference or similar electronic communications equipment allowing all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 8. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate from their members an Executive Committee and other committees, each of which shall have three (3) members and, to the extent provided in the resolution designating it, shall have the authority to act between meetings as that of the Board of Directors, except with respect to the purchase, sale, mortgage or lease of real property and except as may be otherwise provided by the New York Not-for-Profit Corporation Law or other Law, in these By-Laws or in the resolution establishing such committee. Members of the Club and/or community shall be permitted to participate in committee meetings in accordance with a procedure established by the President.

Section 9. OFFICERS OF THE BOARD. The Board of Directors shall elect officers consisting of a President, a Secretary of the Board, a Vice-President, a Treasurer and such other officers as it shall deem necessary. All officers of the Board other than the Secretary must be directors of the Club. The President shall preside at all meetings of the Board of Directors at which he or she is present, and shall perform all such other duties as are properly required by the Board of Directors. Any officer of the Board may be removed at any time for cause by the vote of a majority of the Board of Directors. If the office of any officer of the Board becomes vacant, such vacancy shall be filled by a vote of the Board of Directors.

Section 10. ACTION WITHOUT MEETINGS. Any action required or permitted to be taken by the Board of Directors or by any committee may be taken without a meeting if all members of the Board of Directors or of the committee consent in writing to the adoption of a resolution authorizing the action. In the event of any such action without a meeting, the resolution and the written consents thereto by all of the members of the Board of Directors or of

the committee shall be filed with the minutes of the proceedings of the Board of Directors or of the committee as the case may be.

ARTICLE IV
Officers

Section 1. OFFICERS OF THE CLUB. The corporate officers shall consist of a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board of Directors from time to time shall deem appropriate. Such officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors in each year. Unless otherwise provided in the resolution of election or appointment, each officer shall hold office for a period of one (one) year and until his successor has been elected and qualified. The Board of Directors may remove any officer for cause or without cause. Officers shall have the powers and duties defined in the resolution appointing them. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 2. PRESIDENT. The President shall serve as chief executive officer, shall have the general powers and duties of supervision and management of the Club which usually pertain to such office, and shall perform all such other duties as are properly required by the Board of Directors.

Section 3. VICE PRESIDENT(S). The Vice President(s) shall perform such duties as usually pertain to such office or as are properly required by the President and/or Board of Directors.

Section 4. SECRETARY. The Secretary of the Club shall affix the corporate seal to and sign such instruments as require the seal and his or her signature and shall perform such other

duties as usually pertain to such office and/or as are properly required by the Board of Directors and/or the President.

Section 5. TREASURER. The Treasurer shall have the care and custody of all moneys and securities of the Club; shall cause to be entered in books of the Club to be kept for that purpose full and accurate accounts of all moneys received and paid on account of the Club; shall make and sign such reports, statements, and instruments as may be required by law or the Board of Directors; and shall perform such other duties as usually pertain to such office and/or as are properly required by the Board of Directors and/or President.

ARTICLE V Finances

Section 1. DEPOSIT AND EXPENDITURE OF FUNDS. The funds of the Club shall be deposited in its name with such bank or banks, trust company or trust companies as the Board of Directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the Club shall be signed by such officer or officers, agent or agents, and/or employee or employees, as the Board of Directors from time to time by resolution may designate. No officers, agents or employees of the Club, alone or with others, shall have power to make any checks, notes, drafts or other negotiable instruments in the name of the Club or to bind the Club thereby, except as herein provided.

Section 2. FISCAL YEAR. The fiscal year shall begin January 1st, unless otherwise provided by the Board of Directors.

ARTICLE VI Books and Records

The Club shall keep within the State of New York correct and complete books and records of account of the Club and shall keep minutes of the proceedings of the Board of

Directors, and/or any committee which the directors may appoint. Any of the foregoing books, minutes, or records may be in written form or in any other form capable of being converted into written form within a reasonable time. The Board of Directors shall adopt and maintain a Record Retention Policy.

ARTICLE VII
Corporate Seal

The seal of the Club shall be in the form impressed in the margin.

ARTICLE VIII
Conflicts of Interest

Section 1. PRIVATE GAIN BY DIRECTORS/OFFICERS PROHIBITED. No director or officer shall use his or her relationship with the Club for private gain.

Section 2. FULL DISCLOSURE OF CONFLICTS. Whenever any matter arises with respect to which director or officer ("interested party") has a conflict of interest or has any question about the existence of a possible conflict, the interested party shall make full disclosure of such conflict or possible conflict before the matter in question is voted upon by the Board of Directors or a committee thereof. Interested parties shall not vote on the matter. Approval of any such matter shall require the favorable vote of a majority of the directors or committee members (other than interested parties) present. The Board of Directors shall adopt and maintain a Conflict of Interest and Whistleblower Policy.

ARTICLE IX
Indemnification

Section 1. INDEMNIFICATION WHEN ACTING IN OFFICIAL CAPACITY. To the maximum extent permitted by law, the Club shall indemnify each director, officer of the Board, officer of the Club, assistant officer and employee of the Club (collectively, "indemnitees"),

whether or not then in office or so employed, who is made or threatened to be made a party to any action, suit or proceeding, civil or criminal, arising out of such indemnitee's acts or omission to act, in such indemnitee's capacity as a director, officer of the Board, officer of the Club assistant officer or employee, against (i) the reasonable expenses, costs and counsel fees incurred by such indemnitee in the defense of such action, suit or proceeding or threatened action, suit or proceeding and (ii) amounts paid or incurred pursuant to a judgment or in settlement of any such action or proceeding or threatened action, suit or proceeding.

Section 2. REQUIREMENTS OF INDEMNIFICATION. Such indemnification shall be conditioned upon (i) a finding made by the Board of Directors that the indemnitee acted in good faith for a purpose which the indemnitee reasonably believed to be in the best interests of the Club and that he or she had no reasonable cause to believe that his or her conduct was unlawful, (ii) the indemnitee's reasonably prompt delivery to the Club of written notice of the action, suit or proceeding, or threat of action, suit or proceeding, and (iii) unless defended by the Club pursuant to an insurance policy or otherwise, the indemnitee's retention of counsel satisfactory to the Club and the Club's determination that the defense and any settlement of such action, suit or proceeding, or threatened action, suit or proceeding, is satisfactory.

Section 3. NON-EXCLUSIVE REMEDY. The foregoing right of indemnification shall not be exclusive of other rights to which any indemnitee may be entitled as a matter of law.

ARTICLE X
Amendment of By-laws

Section 1. AMENDMENTS. Subject to such limitations as may be imposed by law, these Bylaws may be amended, altered, or repealed in whole or in part, by the vote of a majority of the directors present at any duly called meeting of the Board of Directors, provided

that the proposed amendment, alteration, or proposal to repeal, or a summary thereof, shall have been mailed to each director not less than ten (10) nor more than sixty (60) days prior to the meeting of the Board of Directors at which the change is to be considered.

The Skating Club of Utica-Whitestown By-Law Amendment –
Approved February 12, 2013

ARTICLE III
Directors

Section 2. NUMBER. The Board of Directors shall consist of not less than six (6) nor more than thirteen (13) directors, designated or appointed by the Membership, as set forth herein and by the New York Not-For-Profit Corporation Law.

Skating Club of Utica Whitestown By-Law Amendment Approved 8/25/2014

ARTICLE III

Directors

Section 2. Number.

To be added to current by-law language:

Of the thirteen (13) directors of the Board of Directors of the Skating Club of Utica Whitestown (SCUW), one of the director seats on the board is to be designated as ex officio non-voting to be elected by the Membership annually. This director's position is to be held by one of the SCUW skating club coaches. The coach that holds this director's position is to be a liaison between the SCUW professional coaches and the Skating Club of Utica Whitestown board. The seat will be vacated if the coach is no longer a paid professional of the Skating Club of Utica Whitestown and to be filled in the by the Board of Directors until the annual meeting is held.