

BYLAWS

Of

North Shore Skating Club, Inc.

Revised/Amended November 1st, 2016

ARTICLE I
NAME; EXISTENCE; OFFICES

Name

The name of the Corporation/Organization is North Shore Skating Club, Inc. (referred to as the “Club” or as “NSSC”).

Offices

The principal office/headquarters of NSSC shall be located at Burbank Ice Arena, 51 Symonds Way, Reading, Massachusetts 01867. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

Fiscal Year

The fiscal year of NSSC 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).

ARTICLE II CORPORATE MISSION AND GOALS

Corporate Mission and Goals

The corporation is and shall at all times be operated exclusively within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, and within the meaning of Massachusetts General Laws, c. 180, Section 4, as amended.

In connection therewith, NSSC 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 Massachusetts General Laws Chapter 180 and described in Section (501)(c)(7) of the Internal Revenue Code

Mission Statement

The purposes of the North Shore Skating Club, Inc. ("NSSC") are to support, promote, facilitate, enhance and improve the figure skating skills of its members and to provide support and guidance in the advancement of those skills through various programs, on a not for profit basis. NSSC encourages participation by all persons without discrimination on the basis of color, race, religion, age, gender, sexual orientation, disability or national origin. NSSC 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.

All members of NSSC are required to be thoroughly familiar and comply with the Mission Statement, bylaws, Safe Sport, rules and codes of conduct of NSSC 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 NSSC members, as well as with members of other skating clubs and the general public, both on and off the ice. All NSSC members are expected to represent NSSC in a manner which properly represents NSSC goals, values and standards, and to abide by these Amended and Restated Bylaws.

Membership in U.S. Figure Skating

NSSC is a member of U.S. Figure Skating, to exist for the purposes specified in these Bylaws. As such, NSSC 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 no conflict between these Bylaws, the laws of the Commonwealth of Massachusetts and the Bylaws and Official Rules of U.S. Figure Skating, the Bylaws and Official Rules of U.S. Figure Skating shall govern.

ARTICLE III MEMBERSHIP

Members

NSSC shall have members who support the mission and purposes of NSSC. All representing members shall be registered with U.S. Figure Skating, and those representing members age 18 and over shall have voting rights and any other rights or privileges in connection with the governance of NSSC 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 NSSC 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 principles of ethical behavior promulgated by NSSC and U.S. Figure Skating.

Powers and Duties of members

The powers and duties of the Members are as follows:

- (a) Members are eligible for election to the Board of Directors;
- (b) Members are eligible to nominate qualified Members for election to the Board of Directors pursuant to a process determined by the Board;
- (c) Voting members are eligible to vote in the election of members of the Board of Directors pursuant to a process determined by the Board, provided that they have been Members of record for at least thirty (30) days prior to the election;
- (d) Members are eligible to vote on any matters reserved to them by law, by these By-laws, or which are referred to them for a vote by the Board of Directors.

All other rights, privileges, powers, and duties of the Corporation are delegated to the Board of Directors.

Qualification for Club Membership

Applications for membership must be submitted by the candidate, must include his or her name, member/parent/guardian occupation and address, and include an agreement to comply with articles of organization, bylaws, rules, regulations and policies of the North Shore Skating Club. Upon completion all new applications and renewing member applications shall be presented to the Board of Directors for acceptance. The members will be notified of the action taken.

Membership Term

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

Good Standing

A Member shall be in "Good Standing" with NSSC if he/she (i) is current on all financial

obligations to NSSC as defined in club membership documents and U.S. Figure Skating, or has made alternative arrangements with the President and/or Treasurer of NSSC for payment of financial obligations; and (ii) is in compliance with all Bylaws, Rules and Codes of Conduct of NSSC and U.S. Figure Skating.

Voting Members

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

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 NSSC to U.S. Figure Skating on a periodic basis, or as otherwise required by U.S. Figure Skating.

Assessments

If in any fiscal year, there are unexpected or additional expenses with respect to the NSSC operating budget, the Board may institute special assessment(s). Such assessment(s) shall be required to be paid by members within such time as may be set by the Board, and shall be required of members to remain in Good Standing with NSSC.

Maintenance of Seniority

Prior years of representing membership may afford those members special rights deemed appropriate by the Board of Directors.

Resignation

Any Member may resign at any time by giving written notice of such resignation to the President, Secretary/Clerk or Board of Trustees. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board. Dues paid will not be reimbursed in the event of resignation

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 Grievance Committee, 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 fourteen (14) 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 Executive Board) shall preside at such hearing. Written notice must be given and either delivered in person or priority mailed to the last known home mailing address of the member shown on NSSC's records. At the conclusion of the hearing, the Grievance Committee shall meet to discuss and vote upon the proposed suspension or termination. The decision by a majority of Grievance Committee 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 NSSC 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 and or Grievance Committee, 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 NSSC. Notwithstanding the foregoing, a member may be *immediately* suspended without a hearing by the Board and or Grievance Committee on a temporary basis, not to exceed thirty (30) days, until such time as a full hearing may be held, upon a vote of the Board and or Grievance Committee 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 NSSC. 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. Please refer to current grievance policy on file in the club office.

Cessation of Member Rights

All of the right, title, and interest of a Member shall cease on the termination of Membership.

ARTICLE IV MEMBERSHIP MEETINGS

Annual Meeting

NSSC 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. The time date and place shall be set by the Board. If no place is stated, the meeting shall be held at NSSC's principal office. Failure to hold an annual meeting shall not work a forfeiture or dissolution of NSSC, or invalidate any action taken by the Board or Officers of NSSC.

Notice of Annual Meetings

Written notice of any annual 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 sent via electronic mail to the email address currently on file and may be posted on the NSSC bulletin board, and /or website. 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 NSSC; (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 NSSC; or (vi) the dissolution or liquidation of NSSC. Any member who wishes to raise an issue at an annual meeting must give written notice to the President or Secretary of NSSC at least seven (7) days before NSSC 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.

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. The demand shall be signed and dated by at least ten Home Club members or their legal guardian 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 NSSC'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.

Waiver of Notice

Whenever any notice is required to be given by these Bylaws, a waiver of notice given either before or after the action for which notice is required shall have the effect of written notice. Attendance by a Member at a meeting without protest as to notice shall have the effect of waiver of notice.

Quorum

On any matters presented to the Members, 50 percent of members present shall constitute a quorum with a minimum of 25 member votes required. When a quorum is present, voting shall be by majority vote except as required by law, the Articles of Organization, or these Bylaws. An abstention shall not be counted as a vote.

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 NSSC for the following fiscal year. The proposed budget shall be prepared and presented at such meeting by the Treasurer and or President.

Attendance and Voting

Only members who have designated NSSC as their Home Club may attend and have a voice at any annual or special meeting. All votes must be cast in person or by absentee ballot, 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 NSSC. 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.

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 NSSC's Articles of Organization. A tie vote shall defeat the matter.

Conduct of Meetings

The President, or his or her designee, shall preside at any NSSC annual or special meeting. Administration of any NSSC annual or special meeting shall be in accordance with Robert's Rules of Order, as amended. To the extent any procedure is not addressed in Robert's Rules of Order, the President shall be authorized to establish and rule upon such procedure in his or her sole discretion. The Board shall keep full and accurate records and minutes of all annual and special membership meetings.

ARTICLE V BOARD OF DIRECTORS

Qualifications

Directors must be (i) at least eighteen (18) years old, (ii) registered with U.S. Figure Skating and (iii) Home Club members of NSSC in accordance with provisions of applicable rules of U.S. Figure Skating and (iv) Voting Members of NSSC. In addition, Directors of NSSC must be in good financial standing as defined in the annual membership agreement, 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 NSSC 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 NSSC so long as collectively they do not constitute a majority of the total number of Directors of NSSC. Directors cannot serve on this board and another board at the same time.

Board of Directors

There shall be a Board of Directors of no more than thirteen (13) but not less than nine (9) directors elected by the members and one (1) voting Coach nominated by the Coach Staff and approved by the Board of Directors. A board member shall be eighteen (18) months representing member of the Club prior to becoming a director. No member shall serve on the Board of Directors at the same time as another member of his or her immediate family. The officers/Executive Board shall also be members of the Board of Directors and shall stand for election to their respective offices and to the Board at each annual meeting of the members. The directors who are not officers shall be elected for a two year term at an annual meeting of members with one half of such directors to be elected to a two-year term in the even numbered year. In the event that directors who are not officers comprise a group which cannot be equally divided into two, the number of directors remaining after such division shall stand for election in the odd numbered year. The term of the Board shall run concurrent with the existing club membership year; however, during such time period between the annual meeting, at which new board members are elected, and the start of the new membership year, newly elected board members may sit together with the existing board as non-voting participants.

Powers

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

Appropriations and Finances

Without limiting the powers or authority of the Board set forth above, the Board shall have full power and authority over all appropriations, expenditures and finances of NSSC, 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 the option to submit 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 NSSC with applicable law.

Nomination and Election of Directors

At a time at least eight (8) weeks in advance of each annual meeting of NSSC, 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 NSSC membership categories, and make reasonable effort that the Board also includes at least one past officer of NSSC. 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.

Resignation

A Director may resign at any time 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.

Removal

Directors may be removed either with or without cause by a majority vote of the Voting Members present and voting at any Annual or Special Meeting of the members, or by majority of the then-existing Board.

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.

Regular Meetings

The Board shall meet no later than 30 days 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 NSSC office, and one (1) copy kept in the official NSSC records and/or by the President. The results of executive sessions shall only be summarized in the minutes.

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.

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.

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.

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 NSSC promptly after adjournment. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

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.

Action Without Meeting

Any action by the Board of Directors may be taken without a meeting if a written consent thereto is signed 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.

Attendance at Board Meetings by Members

Any member who has declared NSSC 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.

No Compensation

The Directors shall serve as such on a volunteer basis, without compensation. Directors may be reimbursed for reasonable expenses incurred in connection with their service on or to the Board. Nothing herein precludes payment of reasonable compensation to Directors for services rendered the corporation in another capacity.

ARTICLE VI OFFICERS/EXECUTIVE BOARD

Number and Qualifications

The elected officers of NSSC shall be a President (who shall also serve as the Chairman of the Board), one Vice-President, 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 Article V.

Executive Board

The Board of Directors may form an Executive Committee that shall consist of the Chairman of the Board/President, Vice President, Treasurer, & Secretary. The Executive Board shall perform such duties and carry out such responsibilities as are delegated to it by the Board of Directors, to the extent permitted by law. Any delegation of authority to the Executive Board shall not operate to relieve the Board of Directors or any Director from any responsibility imposed by law, and it shall be the responsibility of the Executive Board to bring expeditiously to the attention of the entire Board of Directors any material matter that has come to the attention of, or been acted upon by, the Executive Board or any of its members.

Terms of Officers/Executive Board

Executive Board Members shall serve a term of one year. There is no limit to the number of terms an Executive Board member may serve.

Compensation

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

Resignation

A Director may resign at any time 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.

Removal

Directors may be removed either with or without cause by a majority vote of the Voting Members present and voting at any Annual or Special Meeting of the members, or by majority of the then-existing Board.

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.

Authority and Duties of Officers

The officers of NSSC 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.

President

The President shall be the Chairman of the Board and chief executive officer of NSSC, 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 NSSC, subject to the supervision and direction of the Board of Directors.

Vice President

The Vice President 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 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.

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 NSSC 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. The Secretary shall be a resident of Massachusetts in accordance with M.G.L. Ch.180 Sec 6A.

Treasurer

The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of NSSC and shall cause to be kept accurate books of account. The Treasurer shall (i) be the principal financial officer of NSSC and has the care and custody of all its funds, securities, investments, evidences of indebtedness and other personal property and deposits the same in accordance with the instructions of the Board of Directors. The Treasurer shall be the authorized signatory for all club payments at or below \$500.00. Any payment expended on behalf of NSSC in excess of \$500.00 shall be approved by the President and Treasurer and placed on file with the NSSC office. The Treasurer shall chair the Audit and Finance Committee.

Other Powers and Duties

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

ARTICLE VII COMMITTEES

Establishment of Committees

The President with the approval of the Board of Directors, may appoint from time to time and until further order of the Board, such committee chairpersons and committees of members of the club. When the President appoints a committee chairperson, such chairperson shall be entitled to appoint members of his or her committee, subject to the approval of the Board of Directors. Such committees may be temporary or continuing, shall act under the supervision of the Board of Directors, and shall act with respect to such special or general concerns as the Board of Directors may from time to time determine. Members of such committees may be removed at any time with or without cause, and all or any such committee or committees may be terminated at any time by the Board of Directors. Only members who have designated NSSC as their home club may serve on committees.

Standing Committees

The Board shall establish, and NSSC shall maintain the existence of, the following Standing Committees:

- Competitions Committee – consists of a Chairperson, Skating Director and not less than two committee members.
- Activities Committee – consists of a Chairperson and two or more members.
- Ice Usage Committee – consists of Chairperson, President, Treasurer, Skating Director and not less than two club members and not more than four representing Coaches from a variety of levels for a total of seven additional members.
- Bylaws Committee – consists of a Chairperson from the Board of Directors, Skating Director and not less than two committee members.
- Membership Committee – consists of a Chairperson and at least two or more members.
- Coaches Committee – consists of a Chairperson who shall be the President and Skating Director and no less than two other members. Coach members representing each skating level will be elected to the Committee by the Coach Staff at their summer meeting with no less than three coaches voting.
- Tests Committee – consists of a Chairperson who shall be a member of the Board of Directors and at least two other members.
- Junior Club Committee – consists of a Chairperson, this being the Skating Director and two or more members, one being a board member.
- Awards Committee - consists of a Chairperson from the Board of Directors and four committee members.
- Scholarship Committee – consists of a Chairperson who shall be a member of the Board of Directors and three other members.

- Ice Spectacular/Show Committee – consists of two Co-Chairpersons with at least one Co-Chair being a member from the Board of Directors.
- Proctor Committee – consists of a Head Proctor and at least one or more members.
- Fundraising Committee – consists of a Chairperson and at least one or more members.
- Hospitality Committee – consists of a Chairperson and two or more members.
- Theatre on Ice (TOI) Committee – consists of a Chairperson and at least one or more members.
- IT Committee – consists of a Chairperson and at least one or more members.
- Publicity/Marketing Committee – consists of a Chairperson and at least two or more members.
- Grievance Committee - The Grievance Committee shall consist of a Grievance Chair, plus two Board Members appointed by the President and approved by the Board. The two (2) additional members will be selected from the pool of Club Members as needed.
- Audit and Finance Committee - consists of a Chairperson or other designated officer in the absence of the Treasurer and three other members.
- An Executive Compensation and Evaluation Committee (if necessary).
- And any other committees as it sees fit.

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.

ARTICLE VIII STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

Duties

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 NSSC 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 NSSC or with respect to any property held or administered by NSSC including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

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 NSSC 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.

Limitation on Liability

The directors and officers of NSSC shall not be personally liable for any debt, liability, or other obligation of NSSC. A Director or officer shall not be liable to NSSC 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 section. Directors and Officers of NSSC shall be entitled to indemnification as provided by Article XI of these Bylaws.

ARTICLE IX CONFLICTS OF INTEREST

Statement of Policy and Procedures Concerning Conflicts of Interest

The directors and officers of North Shore Skating Club, Inc. ("NSSC") owe a fiduciary duty to act in good faith and in a manner that they reasonably believe to be in NSSC best interests. This duty of loyalty requires NSSC directors, officers and senior managers to exercise independent judgment on behalf of NSSC, placing its best interests ahead of personal interest.

Any conflict of interest or possible conflict of interest on the part of a Director, Officer or Senior Manager of NSSC (hereafter a "Fiduciary") shall be disclosed to the Board of Directors. A conflict of interest may be financial (as in a related party transaction where a Fiduciary receives value or is paid for services rendered to the NSSC, individually, or through a company owned or operated by the Fiduciary, or when a family member of a Fiduciary is paid by NSSC; or, (2) non-financial (as when a duality of interest exists and a Fiduciary has divided loyalties to another organization in an action being undertaken by the Board).

In some cases, NSSC interests may be well served by arrangements that constitute related-party transactions. However, to ensure that NSSC best interests are being served, related party transactions should be the subject of full disclosure by any interested directors or officer and review and approval of independent directors. Related party transactions are, in general,

transactions between NSSC and (1) an individual director or officer, or (2) a close relative of a director or officer or (3) an organization in which a director or officer, or one of his or her close relatives, holds a significant leadership or management position or ownership interest.

Ensuring that NSSC best interests are served also requires that directors and officers participating in investment decisions on behalf of NSSC act without regard to any outside interests, whether of a personal financial nature or otherwise, that might affect their objectivity in acting on behalf of NSSC

The term “officer” as used in this Statement means both volunteer officer and senior paid management personnel. An individual who is not a director or officer but who serves as a voting member of a committee of the Board of Directors shall be considered a director for purposes of the obligations of disclosure and recusal established by this Statement for directors.

Policy and procedures for dealing with these matters are set forth below.

Conflict of Interest Policy

Introduction

The purpose of this conflict of interest policy is to protect NSSC interests when it is contemplating entering into a transaction or arrangement that might (a) benefit the private interest of a director, officer, member of a committee with governing board delegated powers, or senior employee of the Organization; (b) might result in a possible excess benefit transaction; or (c) where a director, officer, member of a committee with governing board delegated powers, or senior employee otherwise has an outside interest that might affect his or her independence of judgment.

In furtherance of the protection of NSSC interests, it is NSSC policy, in addition to the requirements set forth elsewhere herein, that: a director, officer, committee member, or employee shall not, except in compliance with the requirements and procedures below, receive gifts or favors that might influence, or from which it could be reasonably inferred that the gift or favor was intended to influence, the individual in the performance of NSSC duties (a “Gift Transaction”); (ii) a director, officer, committee member, or employee shall not disclose or use NSSC information for the profit, advantage, or benefit of anyone other than NSSC (an “Information Use Transaction”); and (iii) a director, officer, committee member, or employee shall not use NSSC transactional or financial opportunity for the profit, advantage, or benefit of anyone other than NSSC (an “Organization Opportunity Transaction”).

Definitions

I. Interested Person

Any director, officer, member of a committee with governing board delegated powers, or senior employee who has a direct or indirect financial or duality interest, as defined below, is an interested person.

2. Financial or Duality Interest

a) A person has a “financial interest” if the person has, directly or indirectly, through business, investment or family:

i) an ownership or investment interest in any entity with which the NSSC has or is considering a transaction or arrangement;

ii) a compensation arrangement with NSSC or with any entity or individual with which NSSC has or is considering a transaction or arrangement;

iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which NSSC is considering or negotiating a transaction or arrangement; or

iv) engaged in a Gift Transaction, and Information Use Transaction, or an Organizational Opportunity Transaction, as defined in the Introduction above.

Compensation includes direct and indirect remuneration as well as gift or favors that are not insubstantial.

b) A person has “duality interest” if the person serves as an officer, director, director, senior employee, or corporation member of an organization or entity, for profit or nonprofit, with which NSSC has or is considering a transaction or arrangement, including a grant or funding arrangement, or otherwise has an outside interest that might affect his or her independence of judgment.

c) “Senior employee” means a chief management or administrative official, such as executive director or department head.

d) A financial or duality interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial or duality interest has a conflict of interest if the appropriate governing body or committee decides that a conflict of interest exists.

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial or duality interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering he proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial or duality interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists. For this and other purposes under this Policy, if the number of directors or directors without a potential conflict of interest is less than the normal number for a quorum, then the number of directors or directors without a potential conflict of interest shall constitute a quorum.

3. Procedures for Addressing the Conflict of Interest

- a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the governing board or committee shall by a majority vote of disinterested directors or committee members do the following:
 - i. Determine whether the transaction or arrangement is in NSSC best interest and for its own benefit, is fair and reasonable to the NSSC , is based on appropriate comparability information, and will not result in an excess benefit transaction for IRS purposes; and
 - ii. Make its own decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b) If, after hearing the member's response and after making any further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the governing board and all committees with board designated powers shall contain:

- a) the names of the persons who disclosed or otherwise were found to have a financial or duality interest in connection with an actual or possible conflict of interest, the nature of the financial or duality interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed; and
- b) the names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Compensation

- a) A voting member of the governing board who receives compensation, directly or indirectly, from NSSC for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from NSSC is precluded from voting on matters pertaining to that member's compensation.
- c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from NSSC, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statements

Each director, officer, member of a committee with governing board delegated powers, and senior employee shall annually sign a statement which affirms that such a person:

- a) has received a copy of the conflict of interest policy.
- b) Has read and understands the policy.

- c) Has agreed to comply with the policy.
- d) Understands that NSSC is tax-exempt and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

The statement shall include information relating to any actual or potential financial or duality interest as to such person.

Periodic Reviews

To ensure NSSC operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by the Governance Committee. The periodic reviews shall, at a minimum, include the following subjects:

- a) adequacy of this Conflict of Interest Policy and sufficiency of NSSC compliance with this policy;
- b) Whether compensation arrangements and benefits are reasonably approved pursuant to appropriate procedures;
- c) Whether any other financial or duality interests with respect to directors, officers, members of a committee with governing board delegated powers, and senior employees are in the best interest of NSSC and approved pursuant to appropriate procedures, and
- d) Whether partnerships, joint ventures, and arrangements with management organizations conform to NSSC written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further NSSC tax-exempt purposes and do not result in inurement impermissible private benefit or in an excess benefit transaction.

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, NSSC may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Related Party Transaction Procedures

1. Disclosure of Related-Party Transactions.

Upon first being elected or appointed, each director or officer shall disclose to the Board of Directors any related-party transactions with NSSC that involve the director or officer and as to which the director or officer has knowledge. For this purpose, NSSC shall use a certification and

disclosure form consistent with the general definitions above and responsive to the various tax, regulatory and auditing requirements to which NSSC is subject. Disclosures shall be updated promptly by each officer or director to reflect related party transactions that may newly arise or become anticipated and in any event shall be updated annually. For purposes of these Procedures, the term “related party transaction” means any transaction that is subject to disclosure under NSSC form of certification and disclosures as referenced above.

2. Conflict Review Committee.

The terms of all related-party transactions shall be reviewed by a committee composed entirely of individuals who have no involvement with any related party transactions involving NSSC (“Independent Directors”), to be appointed by the Chairman of NSSC. The committee shall first determine whether a given transaction is within the scope of this Statement. For any transaction that is covered, the committee shall develop recommendations as to whether, all factors considered, the transaction is fair and reasonable to and is in the best interests of, NSSC. For this purpose, a “transaction” may include an ongoing business relationship subject to stated terms.

3. Board Consideration and Approval.

The conflict review committee shall report its recommendations as to related-party transactions to the board of directors. A director or officer may state his or her views, and shall respond to questions as to any transaction in which he or she may be interested, but only Independent Directors shall be present for, and participate in deliberations or voting as to, any related party transactions. Approval of a related party transaction shall require a majority vote at a meeting at which there is a quorum determined solely with regard to Independent Directors. The basis for any such vote shall be reflected in the minutes or the meeting at which action is taken, and those minutes shall be approved at the next meeting of the board.

4. Investment Decisions.

No director or officer shall participate in any decision related to investments of NSSC with respect to which his or her independence of judgment may be materially affected by any direct or indirect personal financial interest or by any fiduciary obligation, such as through service on a governing board or an investment committee, to another eleemosynary organization that may be considering a similar or related investment decision or opportunity and that may have competing interests to those of NSSC. A person participating in investment decisions shall disclose the existence of any such interest or obligation to the other participating directors or officers and shall abstain from any discussion of, or action to approve, any such decision. The standard for approval of any such decision shall be the standard for Conflict Review Committee review specified above.

ARTICLE X CONFLICT RESOLUTION

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 NSSC or any Member, may report the same in writing to the Grievance Committee and President (or a member of the Executive Board of Directors if a conflict of interest exists) 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 Grievance Committee 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 fourteen (14) days prior written notice of such hearing, except in emergencies (as determined in the sole discretion of the Grievance Committee), 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, certified mail or electronic mail sent to the last address of the member shown on NSSC's records. The parties to the Complaint, together with any witnesses, may present their respective cases to the Grievance Committee 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 Grievance Committee shall meet to discuss and vote upon the appropriate penalty for wrongful conduct. The decision by a majority of Grievance Committee members in attendance for such vote shall be final. 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 Article III.

ARTICLE XI INDEMNIFICATION

- a. NSSC shall, to the extent legally permissible, indemnify any director or officer, or former director or officer, of NSSC 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.

- b. 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 NSSC.
- c. 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.
- d. 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.
- e. 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 NSSC in advance, which approval shall not be unreasonably withheld, or by a court of competent jurisdiction.
- f. 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.
- g. 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 XII

MISCELLANEOUS

Records

NSSC 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. NSSC 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 NSSC could have requested under Massachusetts law.

Inspection of Club Records

Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect any of the Club records identified under records of this Article, a member, their agent or attorney is entitled to inspect such records during regular business hours at the Club's principal office. A member may also inspect any other records at a reasonable location specified by the Club 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 Incorporation or these Bylaws.

Limitations on Use of Membership List

Unless the Board of Directors gives its consent, NSSC'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 NSSC; (iii) used to solicit members to join any other organization; (iv) used for any commercial purpose unrelated to NSSC; or (v) sold to or purchased by any person.

Conveyances and Encumbrances.

Property of NSSC may be assigned, conveyed or encumbered by such officers of NSSC 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 NSSC shall be authorized only in the manner prescribed by applicable law.

Seal

If the Board of Directors determines to adopt a seal of NSSC, such seal shall, subject to alteration by the Board of directors, bear its name, the word "Massachusetts" and year of its incorporation.

Execution of Instruments

All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of NSSC 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.

Evidence of Authority

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

Ratification

Any action taken on behalf of NSSC by a director or any Officer or representative of NSSC, 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.

ARTICLE XIII AMENDMENTS

These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of two-thirds (2/3) of the members present at any meeting of the members at which a quorum is present, and not otherwise.

BYLAWS CERTIFICATE

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

Date:

Signature of Secretary:

Print Name: Patty Karmelowicz

Revised Date

Approved by Membership _____

Copy sent to USFSA _____

Copy filed with the State _____