

**BYLAWS**  
**OF**  
**NORTH ATLANTIC FIGURE SKATING CLUB**

**ARTICLE I**  
**NAME; INCORPORATION; OFFICES**

Section 1.1. Name. The name of the Corporation is North Atlantic Figure Skating Club (“NAFSC” or the “Club”).

Section 1.2. Incorporation. The Club is incorporated as a nonprofit corporation under the laws of the State of Maine and shall be governed by the nonprofit corporation law of Maine.

Section 1.3. Membership in U.S. Figure Skating. The Club has been formed to be a member of the United States Figure Skating Association (“U.S. Figure Skating”), to exist for the purposes specified in Article II of these Bylaws. As such, the Club and its members shall be subject to and abide by the Bylaws and Official Rules of U.S. Figure Skating, as in existence and amended from time to time by U.S. Figure Skating.

Section 1.4. Offices. The principal office/headquarters of the Club shall be located at Family Ice Center in Falmouth, Maine. The registered agent and registered office shall be designated by the Board of Directors.

**ARTICLE II**  
**PURPOSE**

The Club is organized and shall at all times be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). Within these restrictions, the principal purpose of the Club is to foster figure skating on ice, including Moves in the Field, free skating, pair skating, ice dancing, synchronized skating, and all types of figure skating. The Club has been organized to exist as a member club of U.S. Figure Skating and, therefore, seeks to assist in carrying out the objects and purposes of U.S. Figure Skating in accordance with the provisions of the U.S. Figure Skating Bylaws and Official Rules. The Club shall maintain its membership in U.S. Figure Skating and conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of U.S. Figure Skating.

### **ARTICLE III** **MEMBERS**

Section 3.1. Members. The Club shall have members who are interested in the objects and purposes of the Club and who are registered with U.S. Figure Skating, with voting rights and any other legal rights or privileges in connection with the governance of the Club, in accordance with such provisions and criteria pertaining to qualification, classification, privileges, application and acceptance of members established from time to time by the Board of Directors. Members of the Club shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws, Official Rules, policies, procedures, code of conduct, and code of ethics and principals of ethical behavior of U.S. Figure Skating.

Section 3.2 Parent/Guardian Member Requirement. Each Home Club member under 18 years of age must have at least one parent or legal guardian who is also a member of the NAFSC.

Section 3.3. Dues. The Board of Directors may establish, as it shall deem necessary and appropriate, such periodic membership dues, other assessments and procedures for the manner of payment and collection thereof.

Section 3.4. 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 place is stated, the meeting shall be held at the Club's principal office. 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 3.5. Special Meetings. Special meetings of the members may be called at any time by the Board of Directors, by the President, or by a written demand of the members that (1) states the purpose or purposes for calling the meeting, and (2) is signed and dated by members holding at least ten percent (10%) of all votes entitled to be cast on any issue proposed to be considered at the meeting. 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 thirty (30) days after the date of the written demand or demands are delivered to a Club Officer, a person 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 3.6. Notice of Meetings. Notice shall be given to each member entitled to vote at a meeting in a fair and reasonable manner. Notice may be given as set forth below or by other means when all the circumstances are considered. Written notice by first class or registered mail of any annual, regular or special meeting stating the place, date and hour of the meeting 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 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; or (vi) the dissolution and liquidation of the Club. 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 give notice of the meeting.

Section 3.7. Methods of Notice. Notice shall be given personally or by 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) five (5) 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) thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed. 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 3.8. 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 3.9. Voting 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 or the member's agent or attorney during regular business hours and during the period available for inspection.

Section 3.10. 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 3.11. 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. Only Home Club Members as defined by U.S. Figure Skating who are at least 18 years of age shall be entitled to vote.

Section 3.12. 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 3.13. Quorum and Manner of Voting. Twenty percent (20%) of the votes entitled to be cast by the members on a matter shall constitute a quorum for action on the matter. 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 3.14. 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 3.15. 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 3.16. 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 shall be given not less than thirty (30) days prior written notice of the expulsion, suspension or termination and the reasons therefore. The member shall have an opportunity to be heard, orally or in writing, by the Board of Directors, not less than ten (10) days before the effective date of the expulsion, suspension or termination by the Board of Directors. Written notice must be given by first-class or certified mail sent to the last address of the member shown on the Club's records. Any member expelled or suspended shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to expulsion. The provisions of this Section 3.15 apply to a member's membership in the Club and not to membership in U.S. Figure Skating, the latter of which is subject to applicable provisions of the Bylaws and Official Rules of U.S. Figure Skating pertaining to expulsion or suspension of membership privileges in U.S. Figure Skating.

Section 3.17. Delegates to the U.S. Figure Skating Governing Council. Delegates to the U.S. Figure Skating Governing Council must be registered Home Club members of the North Atlantic Figure Skating Club and must meet the qualifications as set forth in Article VII, Section 1 of 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 Article VII, Section 2 of the U.S. Figure Skating Bylaws. The Club's delegates shall be representatives of the Club at the Governing Council meeting 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.

Section 3.18. NEICC Delegates. The Board of Directors shall elect a Delegate and an Alternate to the New England Inter-Club Council. The Club Secretary shall notify the NEICC Secretary, in writing, of the names and addresses of the Delegate and Alternate. The Delegate shall attend NEICC meetings and shall disseminate information, including competition application forms, from the NEICC to the Club.

## **ARTICLE IV** **BOARD OF DIRECTORS**

Section 4.1. General Powers. The business and affairs of the Club shall be conducted and managed by its Board of Directors, which shall exercise all of the powers of the Club. The Board of Directors may by general resolution delegate to committees and officers of the Club such powers as it sees fit.

Section 4.2. Duties. Every Director in exercising his or her powers and discharging his or her duties shall: (a) act honestly and in good faith with a view to the best interests of the Club; and (b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Section 4.3. Qualifications. Directors must be (i) at least eighteen (18) years old, (ii) registered with U.S. Figure Skating and (iii) home club members of the Club in accordance with provisions of applicable rules of U.S. Figure Skating and (iv) voting members of the Club. In addition, Directors of the Club 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 may serve as Directors of the Club 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 the Club so long as collectively they do not constitute a majority of the total number of Directors of the Club (*see*, U.S. Figure Skating Membership Rule 4.00, as may be amended from time-to-time).

Section 4.4. Board Composition and Tenure. The Board of Directors shall be composed of: (1) the Officers elected by the members, that is, the President, the First Vice President, the Second Vice President, the Secretary, and the Treasurer; and (2) up to four at-large Directors elected by the members. Each Director shall hold office for a term of one (1) year and until his or her successor has been duly elected and qualified or until his or her earlier death, resignation, or removal. No person shall serve as an elected member of the Board of Directors for more than three (3) consecutive terms except by vote of two-thirds of members present or by proxy at the Annual Meeting of the NAFSC at which he/she is elected.

Section 4.5. Resignation; Removal; Vacancies. Any Director may resign at any time by giving written notice to the President or to the Board of Directors. A Director may be removed at any time, with or without cause, by a vote of two-thirds of the Directors then in office at a special meeting of the Board called expressly for such purpose. Any vacancy in the Board of Directors occurring during the year, including any vacancy created by an increase of the number of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by an affirmative vote of the majority thereof, and any Director so elected shall hold office until the election and qualification of a successor.

Section 4.6. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and at such places, either within or outside the State of Maine, as may from time to time be determined by resolution of the Board. The Board of Directors may authorize the President to fix the exact date and place of each regular meeting, in which case notice of the time and place of such regular meetings shall be given in the manner provided in Section 4.8. of these Bylaws.

Section 4.7. Special Meetings. Special meetings of the Board of Directors may be called by the President or by the Secretary and must be called by either of them on the written request of any two (2) Directors. Special meetings may be held at such place, either within or outside the State of Maine, and at such time as shall be specified in the notice of meeting.

Section 4.8. Notice of Meetings. Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least three (3) days

before the meeting, or by sending notice by email or facsimile transmission at least one (1) day before the meeting to the usual business or residence address of the Director. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 4.9. Quorum; Voting. At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.

Section 4.10. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee. Such written consent may be made by facsimile transmission or by electronic mail (“email”).

Section 4.11. Meetings by Telecommunications. Members of the Board of Directors or a committee of the Board may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

## **ARTICLE V** **OFFICERS**

Section 5.1. Officers. The Officers of the Club shall be the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer, and such other officers or assistant officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any two offices may be held by the same person, provided that the President shall not also be a Vice-President or the Treasurer. Officers are Directors of the Club and, therefore, must meet the qualifications of Directors set forth in Section 4.3. of these Bylaws.

Section 5.2. Election and Term of Office. The term of office of all officers shall commence upon their election or appointment and shall continue until the next annual meeting of the members of the Club and thereafter until their respective successors are chosen or until their earlier resignation or removal. No person shall serve as an elected member of the Board of Directors for more than three (3) consecutive terms

except by vote of two-thirds of members present or by proxy at the Annual Meeting of the NAFSC at which he/she is elected.

Section 5.3. Resignation, Removal; Vacancies. Any officer may resign at any time by giving written notice to the President or to the Board of Directors, and may be removed from office by the vote of the Directors at any time, in accordance with applicable law. In case any office of the Club becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Board of Directors by majority action may select an officer to fill such vacancy.

Section 5.4. President. The President shall be the principal executive officer of the Club. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Club and shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Club or a different mode of execution is expressly prescribed by the Board of Directors, he or she may execute for the Club only with the Secretary any contracts or other instruments which the Board of Directors has authorized to be executed, and they may accomplish such execution either under or without the seal of the Club and only with any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she may vote all securities which the Club is entitled to vote except to the extent such authority shall be vested in a different officer or agent of the Club by the Board of Directors.

Section 5.5. Vice President(s). The Vice President or Vice Presidents shall assist the President and shall perform such duties as may be assigned to them by the Board of Directors or by the President. The Vice-President (or if there is more than one, then the Vice-President designated by the Board of Directors, or if there be no such designation, then the Vice-Presidents in order of their election) shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the President.

Section 5.6. Secretary. The Secretary shall keep, or shall cause to be kept, the minutes of all meetings of the Board of Directors in books provided for that purpose. The Secretary shall attend to the giving and serving of all notices of the Club; the Secretary shall have charge of the minute books and such other books and records as the Board of Directors may direct, may attest to the accuracy of such books and records, and shall perform such other duties as are customary to that office and as may from time to time be directed by the President or the Board of Directors.

Section 5.7. Treasurer. The Treasurer shall (i) be the principal financial officer of the Club and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (ii) receive and give receipts and a quittances for moneys paid in on account of the Club, however, the President shall pay out of the funds

on hand all bills, payrolls and other just debts of the Club of whatever nature upon maturity; (iii) be the principal accounting officer of the Club and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the Club and the results of its operations; (iv) upon request of the Board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

Section 5.8. Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.9. Compensation of Agents and Employees. The Club may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

## **ARTICLE VI** **COMMITTEES**

Section 6.1. Committees. The Board of Directors also may appoint from their number, or from among such other persons as the Board may see fit, such committees as the Board may determine, which shall in each case have such powers and duties as shall from time to time be prescribed by the Board. The President shall be a voting member ex officio of each committee appointed by the Board of Directors.

Section 6.2. Executive Committee. The Board of Directors, by majority vote of the full Board of Directors, may appoint from its members an Executive Committee consisting of two or more Directors to serve at its pleasure and to the extent permitted by applicable law; and may delegate to such Executive Committee all the authority of the Board of Directors, except that the Executive Committee shall have no authority to elect officers or to enter into any transaction or activity which it knows to be contrary to the wishes of the Board of Directors.

Section 6.3. Nominating Committee. The Board of Directors shall elect from its members a Nominating Committee consisting of no fewer than three (3) 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 Officer/Directors and at-large Directors. Additional nominations for Directors to be elected may be made by any voting member at the time of the annual meeting.

Notwithstanding anything hereinabove to the contrary, any nominee for election to any position must evidence in writing in advance of or at the annual meeting, or in person at the annual meeting, such person's willingness to serve if elected. The members shall, by the affirmative vote as required by the provisions of Section 3.12 of these Bylaws, elect the Officer/Directors and at-large Directors from among the list of nominees.

Section 6.4. Rules; Record of Proceedings. Each Committee may prescribe rules and procedures to call and conduct its meetings. Each Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors and the President when required.

## **ARTICLE VII** **CORPORATE ASSETS AND EARNINGS**

Section 7.1. Investments. The Club shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Club if such action would result in the denial or loss of the tax exemption under Section 501(c)(3) or any other section of the Internal Revenue Code of 1986 and applicable Regulations relating thereto as they now exist or as they may hereafter be amended (the "Code").

Section 7.2. Inurement Prohibition; Interest in Contracts. No Director, officer, committee member, or employee of, or any person connected with, the Club, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Club, provided that this shall not prevent the payment to any such person of such reasonable compensation and reimbursement of expenses as shall be fixed by the Board of Directors for services rendered to or for the Club in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Club. Any director, officer, employee, committee member, or agent of the Club may be interested directly or indirectly in any contract relating to the operation of the Club, and may freely make contracts, enter transactions or otherwise act on behalf of the Club notwithstanding that such person may also be acting for himself or herself or for a third party in so doing; provided, however, that any such contract or transaction shall be at arm's length and be in compliance with the requirements of this Section 7.2. of these Bylaws.

Section 7.3. Dissolution. Upon the dissolution or winding up of the affairs of the Club, whether voluntary or involuntary, the assets of the Club then remaining in the hands of the Board of Directors, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.

Section 7.4. Exempt Activities. Notwithstanding any other provision of these Bylaws, no member, Director, officer, employee, or representative of this Club shall take any action or carry on any activity by or on behalf of the Club not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.

## **ARTICLE VIII** **CONFLICT RESOLUTION**

If any member of the Club has a complaint against another member of the Club for an infraction of any Bylaw, rule, policy or procedure of the Club, other than skating rules, they may file a complaint in writing to the Disciplinary/Complaint Review Board for the Club. Such complaints will be investigated and resolved according to the Club's conflict resolution policy that the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.

## **ARTICLE IX** **MISCELLANEOUS**

Section 9.1. Fiscal Year. The fiscal year of the Club shall be as determined by the Board of Directors and evidenced by resolution filed with the corporate records.

Section 9.2. Records. The Club 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, of the Board of Directors, or of any committee. The Club also shall maintain the following records: (i) appropriate accounting records; (ii) its Articles of Incorporation 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 corporate report delivered to the State; (vi) a record of its members which permits preparation of a list of the name and address of all members in alphabetical order and, if applicable, by class which shows the number of votes each member is entitled to cast; (vii) all written communications within the past three (3) years to members; and (viii) all financial statements/record/documents prepared for periods during the last seven (7) years that a member of the Club could have requested under the State law. In accordance with the Records Retention/Destruction Policy for NAFSC, all non-financial records/documents will be retained for 14 months and all financial records/documents for 7 years. After the designated time frames, records may be destroyed/disposed of in appropriate manner.

Section 9.3. Inspection and Copying of Club Records. Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect and copy any of the Club records identified in Section 9.2. of these Bylaws, a member (or his or her agent or attorney) is entitled to inspect and copy such records

during regular business hours at the Club's principal office. The Club may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A member also may 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.

Section 9.4. Limitations on Use of Membership List. Unless the Board of Directors gives its consent, the Club's membership list or any part thereof 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 to solicit the votes of the members in an election by the corporation; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

Section 9.5. Financial Statements. Upon the written request of any member, the Club shall provide to such member its most recent annual financial statements and its most recently published financial statements showing in reasonable detail its assets and liabilities and results of its operations.

## **ARTICLE X** **INDEMNIFICATION AND INSURANCE**

Section 10.1. Indemnification. The Club shall, to the full extent of its power to do so provided by law, including without limitation Section 714 of Title 13-B of the Maine Revised Statutes Annotated, indemnify any and all present and former officers, Directors, employees, committee members, and agents of the Club against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit, or proceeding in which they, or any of them, are made parties or a party by reason of their being or having been officers, directors, employees, committee members, or agents of the Club; except in relation to matters as to which any such person shall be finally adjudicated in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Club, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall be made in accordance with the procedures set forth in Maine Revised Statutes Annotated, Title 13-B, Section 714, subsection 3, as the same may be amended from time to time. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other Bylaw, agreement, or otherwise.

Section 10.2. Insurance. The Club may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Club, or who is or was serving at the request of the Club as a Director, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Club would have the power to indemnify him or her against such liability under the provisions of this Section 10.2.

Section 10.3. Certain Limitations on Indemnification. In no case shall the Club indemnify or reimburse any person for any taxes on such individual under Chapter 42 of the Internal Revenue Code of 1986 as it presently exists or may hereafter be amended (the "Code"), or under the comparable or corresponding provisions of any future United States internal revenue laws. Further, at any time the Club is deemed to be a private foundation within the meaning of section 509 of the Code, then, during such time, no payment shall be made under this Article X if such payment would constitute an act of self-dealing or a taxable expenditure as defined in sections 4941(d) or 4945(d), respectively, of the Code.

Section 10.4. Indemnification from Other Sources. The Club's obligation, if any, to indemnify any person who was or is serving at its request as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, or other enterprise.

## **ARTICLE XI** **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.

\* \* \*

I certify that the foregoing Bylaws of North Atlantic Figure Skating Club were approved and adopted for the organization by its members on June 22, 2020, and that they currently are in effect.

Anastasiya Baber, Secretary

June 24, 2020  
Date