

**To:** Members of The Skating Club of Boston

**From:** Anne S. Rosenthal, Esq.  
Hurwit & Associates

**Date:** May 5, 2020

**Re:** Bylaws Amendments for Member Approval June 2020

At the request of the Board of Directors, I have reviewed the attached informational grid about proposed amendments to the Bylaws of The Skating Club of Boston, to supplement the red-lined draft of the proposed Amended Bylaws that I have prepared. Each of these proposed amendments is required to 1) bring the current bylaws into compliance with applicable Massachusetts laws, Internal Revenue Code ("IRC") Section 501(c)(3), or US Figure Skating Rules; or 2) correct inconsistencies within the bylaws or to update them relating to current technology. The Club Board has approved each of these proposed amendments and now recommends them to the Members for approval.

## 2020 Bylaw Changes – Summary

The proposed changes to the Bylaws, including the affected articles and the rationale for each change, are listed below. The ballot you receive to vote on these amendments will allow you to vote for the entire proposal as a whole or to vote individually on each item.

### Objective #1:

Reorganize the composition of the Board of Directors to better align with best practices to create a more agile, strategic Board focused on the needs of our members and our increasing scale and business direction.

1. Reduce the number of directors from 15 to a <u>range</u> of 9-11. Add a staggered transition to affect this change in Board size over the course of 3 election cycles.	Articles 4.15, 4.2 and 4.6.
<p><b>Rationale:</b> A board of 15 is large and unwieldy by any standard, corporate or non-profit. This change will improve agility and facilitate staffing. Supports transition from Board managed club to professionally managed status. Switching from an absolute number of directors to a range will allow the Board to continue to be authorized to take action even in the event of a resignation of a director– particularly if a term is almost expired and will re-open for election at the end of the fiscal year. Filling a vacancy is at the option of the Board, provided, however, that the minimum number of directors shall at all times satisfy the requirement. IRS recommends at least 3 Board Members. A temporary provision is added to the Bylaws to help stagger the implementation of the size change over 3 election cycles to avoid disruption of the Board’s activities and business.</p>	

2. Add term limits for all directors with maximum continuous service of 3 successive 2-year terms and a 1-year hiatus before serving again	Article 5
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**Rationale:** Currently the Bylaws provide that the Board may determine the number of terms that may be served. Term Limits promote constant renewal of thinking and involvement of new members. Promotes membership engagement by ensuring ongoing vacancies and opportunities to participate. \*This change requires recruiting of new Board members and is an ongoing task. Reducing the size of the Board will make this more manageable.

3. Officer positions to be elected by Board from the existing pool of elected Directors rather than directly elected by membership. Increase required minimum membership tenure to be eligible to serve as an officer to 3 years (from 2) as a voting member of the Club. Officers can be removed by the Board or by 2/3 of the membership.

Articles 4.3, 5.2 and 5.4

**Rationale:** Permitted by MGL Ch.180, Sec. 6. Counsel recommends as Best Practice to ensure well-informed selection of officers, particularly as club grows and most voting members may not personally know candidates. Officer tenure requirement ensures club leadership knows the Club and reduces loss of Club history via Board populated with members with limited tenure. Officers can be removed for cause by a vote of 2/3 of the Board OR a vote of 2/3 of the membership. Officers only have authority as approved by the Board.

4. Modify role and description of the Chairman of the Board to include either an immediate past president or a current director elected by the membership.

Articles 5.1 and 5.9

**Rationale:** The role of Chairman of the Board at the Club has historically been an infrequently used non-executive, non-elected role awarded to long-serving members of the Club. The proposed change seeks to officially make this role more of a working role aimed at preserving continuity from one Board to the next. The role could be filled by the immediate past president (who was appointed to that role by the Board, not elected by the membership) or, in the event that the immediate past president is either unable or unwilling to serve in that capacity, the Board **may** appoint a Chair from among the duly elected directors on the current Board with the goal of organizational continuity in mind. \*Notwithstanding the title of officer, only the elected directors on the Board may vote on matters brought before the Board.

<p>5. Clarify the role of the Executive Director and the ongoing responsibility of the Board to provide oversight.</p>	<p>Article 4.18</p>
<p><b>Rationale:</b> This change clarifies that even as the Board is permitted to grant operational and spending authority to the Executive Director, the Board has a responsibility to maintain oversight authority.</p>	

**Objective #2:**  
 Modify the Nominating Committee composition to allow for deeper and more diverse recruiting within the membership.

<p>1. Require that members of the nominating committee be voting members of the Club</p>	<p>Article 4.5</p>
<p><b>Rationale:</b> Since the Nominating Committee activities directly relate to voting, the members of the committee should be voting members of the Club.</p>	

<p>2. Change the date of appointment of the Nominating Committee from “by 1<sup>st</sup> day of February” to “by 1<sup>st</sup> day of September”. Also change the date that the membership is notified of the appointment of the Nominating Committee from February 7<sup>th</sup> to September 7<sup>th</sup>.</p>	<p>Article 4.5</p>
<p><b>Rationale:</b> As the Club grows, extending the length of the appointment of the Nominating Committee from a 2-month to a 7-month appointment allows members of the Nominating Committee greater opportunities to get to know and recruit Club members to become Board members.</p>	

**Objective #3:**  
Housekeeping as well as changes to conform Bylaws with 501(c)(3) and other laws, US Figure Skating changes or correcting for omitted language in prior revisions of the Bylaws.

<p>1. Adjust language in Article 2 “Mission Statement” to confirm our mission to primarily serve figure skaters as well as to affirm our intent to only engage in activities permitted under our 501(c)(3) status.</p>	<p>Article 2</p>
<p><b>Rationale:</b> Housekeeping fix – prior language mirrors the “Corporate Purposes” in our Articles of Organization. Because its Articles of Organization were filed in 1912 before Congress enacted IRC Section 501(c)(3), the Club is “grandfathered in” as tax exempt under Sec. 501(c)(3) and therefore it is <b>not required</b> to amend the corporate purposes in its Articles of Organization, even though the purposes statement does not meet the current precise requirements of Section 501(c)(3) for qualification for tax exemption. However, if the Club were to choose to amend its Articles of Organization, the IRS could require that it re-apply for tax exempt status. Therefore, an updated version is needed in the Bylaws to confirm that the Club engages only in permitted activities and does meet the requirements of Section 501(c)(3). Given this language will no longer mirror the language in the Articles of Organization, changing the title of this Section in the Bylaws to “Mission Statement” is preferable to avoid confusion.</p>	

<p>2. Honorary members of the Club need the unanimous approval of directors present at a duly held meeting of the Board. Clarify that honorary members are exempt from paying annual dues but there may be other “assessments” that they may be required to pay.</p>	<p>Article 3.2</p>
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**Rationale:** Returning to the provision in place since 1912 requiring “unanimous approval of all directors present” from a change made several years ago requiring unanimous approval of all directors. Honorary membership should be considered of the highest honor and awarded due to exceptional achievements and/or contributions to the figure skating community. The bar to admission for this honor should be high, thus it requires unanimous approval. However, all decisions made by the Board are based on the outcome of only votes cast by those present (including votes in person, telephonically, or by video conference), assuming a quorum is met. Legally, Directors are not permitted to vote unless present. Requiring a unanimous vote of ALL directors could unnecessarily prevent or delay voting as well as prevent worthy individuals from being awarded Honorary Membership. Change the language to clarify that other “assessments” may be required from honorary members (including but not limited such things as food purchased at concessions, show tickets, ice, optional club clothing etc.).

<p>3. Add Chairman of the Board to the list of officers in 5.1.</p>	<p>Article 5.1</p>
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**Rationale:** Housekeeping fix - Chairman is listed in Article 5.9 of the Article describing Officers but omitted from the list at the beginning of Article 5.1.

<p>4. Add language that reflects the obligation of the Club to abide by all applicable rules of U.S. Figure Skating and SafeSport, including as a requirement to serve as a Director.</p>	<p>Article 4.3 and 11</p>
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**Rationale:** Housekeeping – this change was omitted in the last round of changes but is required as a registered club of U.S. Figure Skating.

5. Correct dates, address, formatting, page numbers and consistency issues on Bylaws for all changes to be made with these amendments.	Throughout document
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**Rationale:** Housekeeping fixes.

**BY LAWS**  
**of**  
**THE SKATING CLUB OF BOSTON**

**As Amended**

**June ~~7, 2019~~5, 2020**



**BY LAWS**  
**of**  
**THE SKATING CLUB OF BOSTON**  
As amended June ~~7, 2019~~ 5, 2020

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BY LAWS

of

THE SKATING CLUB OF BOSTON

As amended June ~~7, 2019~~ 5, 2020

ARTICLE 1

**General Provisions**

**Section 1.1 Name.** The name of this corporation shall be The Skating Club of Boston and shall herein be referred to as "the corporation."

**Section 1.2 Offices.** The principal business office of the corporation shall be at ~~1240 Soldiers Field Road, Boston, Massachusetts 02135,~~ 750 University Avenue, Norwood, MA 02062, or at any other address as necessary or desirable. The corporation may also have offices at such other places as the corporation may require.

**Section 1.3 Fiscal Year.** The fiscal year of the corporation shall begin on July 1 and end on the following June 30 of each year. The Board of Directors may change the dates of the fiscal year as necessary or desirable.

**Section 1.4 Membership in U.S. Figure Skating.** The corporation shall maintain its membership as a full member club of The United States Figure Skating Association ("U.S. Figure Skating"), and conduct its affairs in accordance with the By Laws of U.S. Figure Skating, as in existence and amended from time-to-time by U.S. Figure Skating.

ARTICLE 2

**Mission Statement of Purposes**

The corporation is organized and ~~will be operated exclusively for charitable and educational purposes, as those terms are used in sections 501(e)(3) and 170(e) of the United States Internal Revenue Code of 1986 (or the corresponding provisions of future U.S. Internal Revenue laws and regulations). Its mission is to foster interest and participation in and the enjoyment of, and to educate the public about, figure skating, as an educational, recreational, and athletic endeavor, by interested persons at all levels: through programs of instruction open to the general public; through educational enrichment programs for students in public schools in Boston and the greater Boston area;~~

~~through the provision of recreational skating to the general public and the surrounding community; through training programs for ice skating as a competitive endeavor, including but not limited to participation in ice skating competition at local, regional, national and international levels; and through sponsorship of special events related to or involving figure skating.~~ operated exclusively for charitable and educational purposes, including but not limited to fostering the sport of figure skating through youth enrichment programs, national and international amateur sports competition and training and support of amateur athletes for that competition, and programs for education, competition, participation, and enjoyment in all disciplines of skating for the general public. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts and which are not inconsistent with the corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

## ARTICLE 3

### Members

**Section 3.1 Members.** The corporation shall have two classes of members: 1) those with voting rights and any other legal rights or privileges in connection with the governance of the corporation as established by these By Laws, the corporation's Articles of Organization, or amendments thereto, the Board of Directors or by applicable law ("voting members"), and 2) those without voting, or other, rights in the governance of the corporation, but with other such privileges as may be set forth in these By Laws or established by the Board of Directors.

Unless otherwise established by applicable law, these By Laws or the corporation's Articles of Organization or amendments thereto, member qualifications, application, acceptance, categories, obligations, dues and other fees, privileges, resignation, termination, or change in membership class or category, shall be established from time to time by the Board of Directors. Members shall be required to abide by, and to conduct themselves in accordance with, the By Laws and official rules of U.S. Figure Skating, and such other rules, policies and procedures as may be approved, in accordance with the By Laws, by the Board of Directors.

### **Section 3.2 Classification.**

#### **(a) Voting Members.**

The minimum age for a voting member shall be eighteen (18) years of age. The corporation shall have at least three (3) categories of membership as enumerated below. To the extent that the Board of Directors should establish

other categories for the voting members' class, voting rights shall be allocated to such categories in a fair manner consistent with the rights of Family and Individual members.

(i) **Family Memberships.** Family memberships shall cover two or more individuals with one being at least eighteen (18) years of age, and consisting of a married couple or other recognized domestic partnership, single parent or guardian, together with any of their unmarried children or grandchildren under twenty-five (25) years of age. Family memberships shall have two votes on all matters on which the voting members of the corporation are entitled to vote.

(ii) **Individual Memberships.** Individual memberships shall cover a single person who is eighteen (18) years of age or older. Individual members shall be entitled to one vote on all matters on which the voting members of the corporation are entitled to vote.

(iii) **Honorary Members.** By unanimous vote of ~~all~~the directors present at a duly held meeting, the Board of Directors may admit as Honorary Members, those individuals whom the Board of Directors deems worthy of such membership because of their exceptional achievements and/or contributions to the figure skating community. Honorary Members shall be exempt from annual dues ~~and other assessments~~, and shall enjoy all the privileges and rights of the corporation held by its voting members. Honorary Members shall be entitled to one vote on all matters on which the voting members of the corporation are entitled to vote, and an Honorary Member may be elected as a director or officer to serve on the Board of Directors with vote.

**(b) Non-Voting Members.**

The Board of Directors shall have authority to establish categories for the non-voting members' class, and the qualifications and rights and responsibilities for each such category of non-voting members.

Non-voting members shall have no rights or responsibilities in the governance of the corporation, shall not be entitled to notice of or to attend or to vote in elections or meetings of the corporation, shall not be considered for purposes of establishing a quorum, shall not have voting rights in the corporation, and shall not have rights as may be established by applicable law or otherwise for "members" of a corporation.

The corporation shall have the following categories of non-voting members and the Board of Directors shall have authority to establish, from time to time, additional categories of non-voting members:

(i) **Special Members.** The Board of Directors may establish categories of Special Members and may adopt rules and regulations for the qualification, rights and responsibilities of such Special Members, including annual dues or other assessments or fees.

(ii) **Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation.** The Board of Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other titles they deem appropriate. The Board of Directors may adopt rules and regulations for the qualification, rights and responsibilities of such non-voting members.

**Section 3.3 Powers and Rights of Voting Members.** The voting members shall have the power and right to elect and to remove the directors (as that term is defined in Section 4.2 of these By Laws) of the corporation. The voting members

shall also have additional powers and rights, as are vested in voting members by applicable law or by these By Laws, Articles of Organization or amendments thereto, or as established by the Board of Directors.



**Section 3.4 Dues and Other Assessments.** The Board of Directors may establish, as it shall deem necessary and appropriate, such periodic membership dues, fees and other assessments to be paid by the members and the procedures for the manner of payment and collection thereof.

**Section 3.5 Meetings.**

- (a) **Annual Meeting.** The voting members shall hold an annual meeting of the corporation in May or June of each year, with the date, time and place of such meeting to be determined by the Board of Directors. The voting members shall elect the officers and directors for the upcoming terms at the annual meeting.
- (b) **Special Meetings.** Other meetings may also be called when requested by (1) the Board of Directors; (2) the written and signed petition of no fewer than 10 percent of its members having the right to vote; and (3) the president of the corporation.
- (c) **Timing of Special Meetings.** The date, time and place of any special meetings shall be determined by the Board of Directors, provided however, that any meeting called by the petition of voting members shall take place within 45 days after the Secretary receives the petition. If the Secretary receives the petition within 60 days prior to the anticipated date of the annual meeting, then the Board may elect to take up the business of the special meeting at the annual meeting.
- (d) **Notice.** Notice of the date, time, place, and purpose of any meeting shall be given to each voting member at least fourteen (14) days in advance of any such meeting, provided however, that notice of the annual meeting and notice, together with a copy of the proposed amendment(s), of any meeting in which an amendment to these By Laws is to be proposed shall be provided at least thirty (30) days in advance of the meeting.
- (e) **Electronic Notice for Meetings.** Whenever any notice of a meeting is required to be given to any member under the articles of organization, these By Laws, or the laws of Massachusetts, such notice may be delivered by mail or electronic mail to the last and best known address or electronic mail address provided by each Member, and the board shall annually (or more frequently) update its list of Members' addresses and electronic mail addresses and it shall be the responsibility of each Member to provide to the Secretary of the corporation any changes to such addresses in the interim.

**Section 3.6 Quorum and Action at Meetings.** A total of twenty-five (25) voting members, either in person or by proxy, shall constitute a quorum at any meeting of the voting members. If a quorum exists, action on a matter is approved if a majority of voting members either present or represented by proxy vote in favor of

such matter, unless the vote of a greater number of voting members is required by applicable law or by these By Laws, the corporation's Articles of Organization or amendments thereto.

**Section 3.7 Voting.** The Board of Directors may direct that a vote of the voting members be taken for use at any meeting of the voting members on any subject it considers of sufficient importance. Such vote shall be taken for the election of the directors of the corporation, and for any proposed changes in these By Laws or the corporation's Articles of Organization. Voting members may cast their vote by proxy only on a form approved and provided by the Board of Directors in accordance with the notice provisions of Section 3.5(d) above. The Secretary shall cast such ballots as indicated thereon with the same effect as if the voting members submitting them were personally present at such meeting. In the event of an uncontested election of an officer or a director, no ballot shall be issued and in lieu of the ballot, the Secretary shall cast a single vote for each candidate that is unopposed.

**Section 3.8 Waiver of Notice for Meetings.** Whenever any notice of a meeting is required to be given to any member under applicable law or by these By Laws, the corporation's Articles of Organization or amendments thereto, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

**Section 3.9 Membership Term, Renewal, and Resignation.** The initial term of each membership shall run from the date upon which the membership application is processed until the end of the fiscal year in which the membership is initiated. Thereafter, memberships shall automatically renew each fiscal year for an additional one-year term, unless the member resigns from membership according to the requirements set forth in the following paragraph and has satisfied all financial and other obligations to the corporation.

A member may resign from membership as of the end of any fiscal year, by providing written notice of the resignation to the Secretary of the corporation on or before the end of the fiscal year and by payment of all amounts due and owing the corporation for that complete fiscal year.

**Section 3.10 Changes to Membership Class or Category.** Any member may request a change in membership class or category by delivering written notice of the desired change to the Secretary of the corporation. The member must be eligible for the membership category being requested.

**Section 3.11 Removal.** The Board of Directors may remove or suspend a member for cause by a majority vote at a duly held meeting of the Board of Directors where a quorum is present, and only as follows: the member shall be given written notice of the proposed removal or suspension and the reasons therefor, and of the opportunity to be heard by the Board of Directors (orally or in writing) in advance of the Board's vote on such removal or suspension. Written notice of the date, time and place of the opportunity to be heard must be given by first-class, certified mail sent to the last address of the member shown on the corporation's records. Any member

removed or suspended shall be liable to the corporation for dues, assessments or fees incurred or commitments made prior to removal or suspension. This section shall not be construed to limit the authority of the Board of Directors immediately to remove or suspend any member or other person who, in the judgment of the Board of Directors, has endangered (or may endanger) the physical or emotional safety or welfare of the corporation or any of its members, guests, or other persons.

## ARTICLE 4

### **Board of Directors**

**Section 4.1 Authority.** The business and affairs of the corporation shall be controlled and governed by the Board of Directors, which shall have the right to exercise all powers of the corporation that are not expressly reserved to the voting members of the corporation by applicable law or by these By Laws, the corporation's Articles of Organization or amendments thereto.

**Section 4.2 Composition and Number.** The Board of Directors of the corporation shall consist of ~~fifteen (15)~~between nine (9) to eleven (11) duly elected ~~Directors~~directors, who shall be the individuals elected by the ~~Members to serve as Directors of the corporation and the individuals elected by the Members to serve as the Officers~~members to serve as directors of the corporation. All ~~Directors~~directors who shall have been so elected to serve as directors by the members (and those filling a vacancy for such directors) shall each have one vote on all matters coming before the Board of Directors for a vote, and in all other matters shall have equal rights, responsibilities, and authority on the Board of Directors.

**Section 4.2(a) Staggered Implementation During Transition Period to Reduce Number of Directors.** Notwithstanding the provisions of Section 4.6 of these By Laws, during the Transition Period necessitated by Section 4.2 of these By Laws, which is the time period that the number of directors then serving on the Board of Directors is reduced from fifteen (15) to between nine (9) to eleven (11) in compliance with Section 4.2 of these By Laws (the "Transition Period"), the Board of Directors shall have authority to stagger directors' terms by extending or reducing term lengths of then-serving or incoming directors, with the goal of seating a Board of Directors of between nine (9) to eleven (11) directors on or before July 1, 2023. At the end of the Transition Period, this Section 4.2(a) shall become null and void and may be deleted from the By Laws.

### **Section 4.3 Qualifications.**

Directors must (1) have attained the age of twenty-one (21) years, (2) be a current voting member of the corporation, (3) have been a voting member of the corporation for a minimum of two years as of the date on which they take office, ~~and (3)(4)~~ be registered with U.S. Figure Skating with the corporation as their home

club, and (5) be in compliance with U.S. Figure Skating's "Safesport" and background check requirements. To promote independence within the Board of Directors:

- (a) Two or more immediate family members (within the first degree of kinship, or who are married or registered domestic partners) may not concurrently serve as Directors; and
- (b) Two or more individuals one of whom is an employee of the other, or both of whom share the same employer and one of whom has direct or indirect supervisory authority over the other, may not concurrently serve as Directors.

#### **Section 4.4 Election of Directors.**

The directors shall be elected by the voting members of the corporation, in accordance with the procedures set forth in these By Laws and applicable law. Unless established by these By Laws or applicable law, the Board of Directors may establish rules, policies, or procedures for the nomination and election of the directors.

#### **Section 4.5 Nominating Committee.**

- (a) **Composition.** On or before the first day of ~~February~~September of each year, the Board of Directors shall appoint a Nominating Committee for the purpose of preparing a slate of candidates for election by the voting members in the next election of the directors of the corporation. Except as provided herein, the Board of Directors may establish the composition, qualifications, and procedures of the Nominating Committee, except that all members of the Nominating Committee shall be voting members of the corporation. A member who (as defined in Section 4.3) is either an immediate family member of, or in an employment relationship with, a member currently serving as a Director whose term is expiring but who has not yet exhausted any applicable term limits, may not serve on the Nominating Committee unless such Director withdraws him or herself from consideration for nomination. Furthermore, the Nominating Committee may not nominate as a candidate for the Board of Directors any member who is (a) either an immediate family member of, or in an employment relationship with, any member of the Nominating Committee, or (b) a member of the Nominating Committee.
- (b) **Nominating Process.** No later than ~~February~~September 7<sup>th</sup> of each year, the voting members shall be notified of the appointment of the Nominating Committee and invited to submit the names of individuals for consideration by the Nominating Committee. On or before March 30<sup>th</sup>, the Nominating Committee shall notify the Secretary of the names of candidates for election to the Board of Directors. No later than April 5<sup>th</sup>, the Secretary shall then notify

the members of the names of the candidates selected by the Nominating Committee. Additional candidates for election may be added to the ballot by the written and signed petition of ten or more voting members, provided such petition is delivered in hand to the Secretary no later than April 15th.

**Section 4.6 Election and Terms of Office.** Directors shall serve a term of two (2) years, such terms to be staggered so that no more than six (6) directors are elected to the Board in any one (1) year, unless the Board determines that to fill vacancies or to accommodate an increase in the number of Directors, it is necessary to have an election for more than six (6) directors in one (1) year. At each annual meeting of the voting members the number of directors equal to the number of whose term expires at the time of such meeting shall be elected to two (2) year terms. Directors shall hold office until their term expires at the end of the applicable fiscal year or until such director's earlier resignation, removal, or other disqualification. ~~The Board of Directors may determine the number of terms that may be served by directors.~~ Directors shall be limited to 3 successive two-year terms, and may be eligible for election as a director after a 1 year hiatus from serving on the Board of Directors.

**Section 4.6(a) Transition Period.** The terms of Section 4.2(a) shall also apply to Section 4.6, to enable the Board to stagger terms and reduce or enlarge term lengths in order to bring the Board's composition in compliance with Section 4.2. At the end of the Transition Period defined in Section 4.2(a), this Section 4.6(a) shall become null and void and may be deleted from the By Laws.

**Section 4.7 Executive Committee.** The Board of Directors may form an Executive Committee that shall consist of the ~~Chairman of the Board, President, Vice President, Treasurer, Secretary and~~ president, vice-president, treasurer, secretary, and executive director (as provided in Section 4.18 of these By Laws, the Executive Director shall serve on the Executive Committee without vote). The Executive Committee 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 Committee 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 Committee 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 Committee, or any of its members.

**Section 4.8 Meetings and Notice of Meetings.** The Board of Directors shall hold an annual meeting each year and such other meetings as it may determine, and may elect the time and place for annual, regular, and special meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the president,

or by a majority of the directors then in office, by giving notice, of the date, time, place, and purpose of such meeting, to all directors at least seven (7) days in advance of such meeting, unless such notice is waived by a majority of the directors. Only the directors shall be entitled to attend the meetings of the Board of Directors, unless otherwise determined by the Board of Directors.

Whenever any notice of a meeting is required to be given to any director under the articles of organization, these By Laws, or the laws of Massachusetts, such notice may be delivered by mail or electronic mail to the last and best known address or electronic mail address provided by each director, and the board shall annually (or more frequently) update its list of directors' addresses and electronic mail addresses and it shall be the responsibility of each director to provide to the Secretary of the corporation any changes to such addresses in the interim.

**Section 4.9 Quorum and Voting.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, a majority of those directors present shall decide any matter, unless a different vote is required by applicable law or by these By Laws, the corporation's Articles of Organization or amendments thereto. In the event that the vote on any matter before the Board of Directors results in a tie vote, the chairman/chair shall cast the deciding vote pursuant to Section 5.9 of these By Laws.

**Section 4.10 Meetings by Remote Communication.** One or more directors may attend any annual, regular, special, committee or other meeting of the Board of Directors through telephonic, electronic, or other means of communication by which all directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

**Section 4.11 Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the directors consent to the action in writing and the signed written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting. All such actions shall have the same force and effect as a vote of the Board of Directors at a meeting.

**Section 4.12 Waiver of Notice for Meetings.** Whenever any notice of a meeting is required to be given to any director under applicable law or by these By Laws, the corporation's Articles of Organization or amendments thereto, a waiver of notice in writing signed by such director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

**Section 4.13 Committees.** The Board of Directors may create such standing

and special committees as it determines to be in the best interest of the corporation. The Board of Directors shall determine the duties, powers, and composition of such committees, except as provided in Section 4.4 of these By Laws (Nominating Committee) or Section 4.6 of these By Laws (Executive Committee) and the Board of Directors shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the Board of Directors at such meetings as the Board of Directors may designate, a report of the actions and recommendations of such committees for consideration and approval by the Board of Directors. Any committee may be terminated at any time by the Board of Directors, except as provided in Sections 4.4 or 4.6 of these By Laws.

#### **Section 4.14 Compensation.**

- (a) Unless otherwise provided in these By Laws, ~~Officers and~~ Directors as such shall be volunteers, and shall not receive any ~~salaries~~ salary for their ~~services~~ service as ~~Officers or~~ Directors, nor will they be compensated for their time, including but not limited to billing the Club or its affiliates, directly or indirectly, for professional services. However, they may be reimbursed for approved expenses.
- (b) Notwithstanding the provisions of Section 4.14(A), in extraordinary circumstances, in which, as determined by a vote of at least 75% of the other Directors, ~~an Officer or a~~ Director is in a position to provide goods and/or services to the corporation on terms that are more favorable than those available elsewhere, a ~~an Officer or~~ Director may be compensated for the provision of such goods and/or services. In any such instance (1) the engagement of such ~~an Officer or a~~ Director shall be reviewed and reconsidered by the Board of Directors at least annually, and (2) such ~~Officer or~~ Director shall disclose in detail to the Board of Directors not less frequently than quarterly (a) the nature and extent of the goods sold and/or compensated services rendered (b) the amount billed to the Club for the goods and/or compensated services and (c) the nature and extent of the goods sold and/or services performed for the corporation by such ~~Officer or~~ Director in that capacity or otherwise as an uncompensated volunteer, during that quarter.
- (c) In addition to the provisions above, 1) the Board of Directors will comply with the Conflict of Interest Policy and Executive Compensation Policy of the corporation whenever considering approval of payments to be made to ~~an~~ ~~Officer or a~~ Director for the provision of goods or services to the corporation; 2) the ~~Officer or~~ Director who is under such consideration shall not participate in or be present in the room during the Board of Directors' discussion or vote on such matter; and 3) the Board of Directors shall undertake due diligence to ensure that the proposed payments or compensation is reasonable and comparable to the fair market value for such goods or services and that the approved arrangement for compensation or

payment is in the best interests of the corporation.

**Section 4.15 Vacancies.** Any vacancy occurring in the Board of Directors ~~shall~~may be filled by the directors; ~~however,~~ provided, however, that the minimum number of directors shall at all times satisfy the requirement of Section 4.2 of these By Laws, and provided further, that the Board of Directors may act on behalf of the corporation and take any action at a duly held meeting of the then-serving directors, or by unanimous action by written consent of the then-serving directors in lieu of a meeting, despite the existence of any vacancy or vacancies on the Board of Directors caused by death, disability, removal, resignation, failure to appoint a director or replace a departing director, or otherwise that result(s) in the Board of Directors comprising a number of then-serving directors that is fewer than the number set forth in Section 4.2 of these By laws. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.



**Section 4.16 Resignation.** Any director may resign by delivering a written resignation to the corporation at its principal office or to the president or secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any director who resigns from the Board of Directors may not be considered for re-election or appointment on the Board of Directors for one year following the date of resignation.

**Section 4.17 Removal.** Any director may be removed for cause by a vote of two-thirds of the entire Board of Directors at any meeting of the directors. The voting members may remove a director elected by them, with or without assignment of cause. No director shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought.

**Section 4.18 Executive Director.** There shall be an Executive Director, who shall be the chief executive officer of the corporation. The Executive Director shall direct the affairs and manage the daily activities of the corporation, shall work in conjunction with the ~~board~~Board of ~~directors~~Directors to guide the overall mission and direction of the corporation, and shall perform such duties as may from time to time be assigned by the ~~board~~Board of ~~directors~~Directors. The Executive Director of the corporation shall be selected by the ~~board~~Board of ~~directors~~Directors and serve at its pleasure, and shall serve on the ~~board~~Board of ~~directors~~Directors *ex officio* without vote. Without delegating its responsibility for oversight authority, the Board of Directors may delegate certain operational functions to the Executive Director including membership processing, spending, signing on its behalf, in which case the Board shall specify the limits of such authority, above which amounts the Executive Director shall be required to obtain specific Board approval.

## ARTICLE 5

### Officers

**Section 5.1 Officers.** The officers of the corporation shall be a president, vice president, treasurer ~~and~~, secretary, and chairman or chair of the Board of Directors, who shall serve in such capacities as volunteers, ~~except as provided in Section 4.14 of these By-Laws.~~ Officers shall be elected by the Board of Directors from among the then-serving directors, with the exception of the chairman or chair as set forth in Section 5.9 below. Only those directors who have been voting members of the corporation for a minimum of three years as of the date on which they take office shall be qualified to be elected and to serve as an officer of the corporation.

**Section 5.2 Election.** The officers shall be elected by the ~~voting members~~directors of the corporation, ~~in accordance with the procedures set forth in these By-Laws for the election of directors and applicable law~~ from among the

then-serving directors. Each officer shall hold office for a term of one year and then until a successor shall have been elected and qualified. There shall be no limit to the number of terms that an ~~officer~~individual may be elected to serve as an officer. No person may hold more than one office at the same time.

**Section 5.3 Vacancies.** A vacancy in the office of president, treasurer, or secretary because of death, resignation, disqualification, removal or otherwise **shall** be filled by the Board of Directors for the unexpired portion of the term. A vacancy in any other office because of death, resignation, disqualification, removal or otherwise **may** be filled by the Board of Directors for the unexpired portion of the term.

**Section 5.4 Removal.** Any officer may be removed for cause by a vote of two-thirds of the entire Board of Directors at any meeting of the Board of Directors-~~The, or by a vote of two-thirds of the~~ voting members ~~may remove an officer elected by them~~, with or without assignment of cause. No officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought.

**Section 5.5 President.** The president shall preside at all meetings of the Board of Directors. The president, or other proper officer or agent of the corporation authorized by the Board of Directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 5.6 Vice-President.** There shall be a vice president, who shall have such powers and perform such duties as shall be designated by the Board of Directors. In the absence or disability of the president, the vice president shall assume all powers and perform all the duties of the president until such time as the Board of Directors shall otherwise direct.

**Section 5.7 Treasurer.** The treasurer, or other proper officer or agent of the corporation authorized by the Board of Directors, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the Board of Directors.

**Section 5.8 Secretary.** The secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these By Laws; be custodian of the corporate records; and in general perform all such duties as may from time to

time be assigned by the Board of Directors. The secretary shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process.

**Section 5.9 Chairman or Chair of the Board of Directors.** The ~~Board of Directors~~ immediate past-president may serve as the chairman/chair of the Board of Directors for the term or terms of the next elected president, *ex officio* without voting rights on the Board of Directors. At such time as the immediate past-president is no longer willing or able to hold the office of chairman/chair of the Board of Directors, the directors may elect one of the directors ~~who is not an Officer-Director~~, as chairman or chair of the ~~board~~ Board of Directors. The chairman/chair of the ~~board~~ Board of Directors shall perform such duties as may from time to time be assigned by the Board of Directors, and shall report directly to, ~~and serve at the pleasure of~~, the Board of Directors. In the event that the vote on any matter before the Board of Directors results in tie vote, and an elected director is then holding the office of chairman/chair, the chairman/chair shall cast the deciding vote.

## ARTICLE 6

### Corporate Transactions

**Section 6.1 Contracts.** The Board of Directors may authorize any officer or officers of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined by specific instances.

**Section 6.2 Indebtedness.** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or agent of the corporation as from time to time may be determined by the Board of Directors. In the absence of such determination of the Board of Directors, such instruments shall be signed by the president or treasurer of the corporation.

**Section 6.3 Deposits.** All funds of the corporation shall be deposited in a timely fashion to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors shall select.

**Section 6.4 Contributions.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation, subject to limits on such contribution gift, bequest, or devise as may from time to time be imposed by applicable state or federal law or regulation.

## ARTICLE 7

### Books and Records

The corporation shall keep at the principal office of the corporation correct and complete books and records of account; minutes of the proceedings of Board of Directors; and a register of the names and addresses of the directors and the voting members of the corporation. Upon reasonable notice, the corporation shall make

publicly available for review at its principal office such documents as it may be required to do by applicable law.

## ARTICLE 8

### **Conflicts of Interest**

Whenever a voting member, director or officer has a financial or personal interest in any matter coming before the Board of Directors or a meeting of the voting members, the affected voting member, director or officer shall: a) fully disclose the nature of the interest; and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors or voting members determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. The Board of Directors shall have authority to approve additional terms to its conflict of interest policy as it shall determine to be necessary and in the best interests of the corporation.

All directors and officers shall annually, prior to the first Board meeting of the year's new term, file with the Secretary the appropriate Conflict of Interest Disclosure Form attached to the corporation's Conflict of Interest Policy then in effect. All candidates for Director and Officer positions, whether nominated by the Nominating Committee or by member petition or appointed by the Board, shall, prior to being placed on the ballot or being appointed, file with the Secretary the appropriate Conflict of Interest Disclosure Form attached to the corporation's Conflict of Interest Policy then in effect.

## ARTICLE 9

### **Indemnification**

The corporation shall, to the extent legally permissible, indemnify each of its directors and officers against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him/her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he/she may be involved or with which he/she may be threatened, while in office or thereafter, by reason of his/her being or having been such a director or officer, except with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such director or officer, pursuant to a consent decree or

otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such

compromise shall be approved as in the best interest of the corporation, after notice that it involves such indemnification: (a) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director or officer appears to have acted in good faith in the reasonable belief that his/her action was in the best interests of the corporation or (b) by a majority of the disinterested members entitled to vote. Expenses including counsel fees, reasonably incurred by any such director or officer in connection with the defense or disposition of any such action, suit or other proceedings, may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an agreement by such individual to repay the amounts so paid to the corporation if he/she shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6 or any successor provision thereto. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise by law.

As used in this paragraph, the terms “directors” and “officers” include their respective heirs, executors and administrators, and “interested” director or officer is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending or threatened. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the corporation and the indemnified persons. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such indemnified person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## **ARTICLE 10**

### **Conflict Resolution and Grievance Procedure**

#### **Section 10.1 Conflict Resolution.**

It is the expectation of the Board of Directors that good faith efforts will be made to resolve conflicts occurring between skater(s), coaches, parents and/or other members of the Skating Club of Boston by informal means, including direct, one-on-one discussion and mutual resolution of issues. In the event that all informal means have been used and exhausted, the following procedure will be used.

#### **Section 10.2 Grievance Procedure.**

All conflicts brought before the Board of Directors shall be handled in a timely and confidential manner, assuring to any accused party a meaningful opportunity to confront any witnesses and to all parties an opportunity to be heard, pursuant to the processes outlined below. Grievances must be filed by individual Club Members and must be signed and dated. In the event that the aggrieved person is under eighteen (18) years of age, their parent or other legal guardian must sign the grievance. Grievances may be initiated on the basis of a single event, or a series of events that are reasonably related to one another or that amount to a course of conduct.

All grievances shall be presented to the Board of Directors in writing, and contain at least the following information:

- (a) names of the parties involved;
- (b) reference to the specific provision(s) of the By Laws, rules, regulations or other applicable policies of the Club that are at issue in the grievance;
- (c) the nature of the grievance, including the date, time, and the nature of the conduct alleged to be at issue in the grievance, together with the names (if available) of any witnesses;
- (d) informal steps taken in an effort to resolve the conflict, if any;
- (e) the action(s) proposed to resolve the grievance.

The grievance shall be mailed to the president, in care of The Skating Club of Boston at its official address (or hand delivered to an authorized representative of the club), within a reasonable period following the event(s) or incident(s) forming the basis for the grievance. The President shall cause a copy of a properly filed grievance to be mailed to the person(s) against whom the grievance has been filed within a reasonable period not to exceed ten (10) days following its receipt.

The person(s) against whom a grievance has been filed shall have thirty (30) days following receipt of the grievance within which to respond to the grievance in writing, which response shall be mailed to the President. A copy of a properly filed response shall be mailed to the person(s) filing the grievance within three (3) business days following its receipt by the Club.

The President shall establish a grievance committee to meet with the parties involved and to investigate the allegations. Any individual involved in the grievance shall be disqualified from serving on the grievance committee. The membership of the grievance committee shall consist of:

- (a) the president or vice-president; and
- (b) two members of the Board of Directors (in rotating alphabetical order, or in such other method of assignment as is reasonably calculated to assure



impartiality).

The grievance committee shall meet with the involved parties, separately or together, in a closed meeting within a reasonable period of time, sufficient if need be to allow for any necessary investigation by the Club into the conduct alleged to have given rise to the grievance, not to exceed sixty (60) days following receipt of the grievance. In connection with any grievance the Club may, if it chooses, retain outside independent professionals to assist in investigating or resolving the grievance, but only with notice to, and after considering any comments by, the parties to the grievance. In all instances, any accused party shall be afforded an opportunity to confront and to respond to the accusations in the grievance. A decision by the grievance committee shall be reached not later than thirty (30) days following completion of its investigation. If the grievance committee finds that disciplinary action is required, it will make a recommendation to be voted on by the Board of Directors, which may include the following:

- (a) a written warning to any parties involved in the grievance;
- (b) probation;
- (c) suspension;
- (d) expulsion;
- (e) such other disciplinary measures as the Grievance Committee thinks it appropriate to recommend.

Unless a grievance has been resolved by informal methods, the grievance committee shall prepare a written report of its findings and any recommendations for disciplinary or other action. That written report shall be forwarded to the Board of Directors, and a copy shall be transmitted promptly by mail to each person involved in the grievance. Any such party may request an opportunity to be heard by the Board of Directors before the Board's consideration and vote on the recommendations of the grievance committee, and shall be afforded that opportunity at the earliest convenient meeting of the Board.

Once the Board of Directors has arrived at its decision, written notification shall be sent directly to the parties involved in the grievance, describing the actions (if any) taken by the Board, and the specific terms, conditions, and basis for the Board's decision. Such notification shall be provided to the parties as promptly as possible after the Board has arrived at its decision, but not later than ten (10) business days following the meeting at which the Board made the decision. The Board's decision shall be final, subject to any rights that any party to the grievance may have to appeal that decision to U.S. Figure Skating.

## ARTICLE 11

### ~~Rules, Policies, and Procedures of~~ ~~Corporation Activities~~Applicable Laws

In addition to the corporation's Articles of Organization and these By Laws (as either or both may be amended from time to time) and rules and applicable laws of and relating to U.S. Figure Skating and U.S. Center for SafeSport, the corporation shall be administered in accordance with rules and policies in force from time to time as may be adopted by the Board of Directors.

The corporation shall at all times be operated in compliance with the applicable provisions of local, state, and federal law, including but not limited to the applicable provisions of Section 501(c)(3) of the United States Internal Revenue Code of 1986 (or any successor provision of federal law), and rules and regulations promulgated thereunder, ~~as well as the corporation's Articles of Organization, these By Laws, and any amendments thereto.~~

~~The corporation shall be administered in accordance with rules and policies in force from time to time; and meetings~~Meetings of the Board of Directors or the members shall be conducted in accordance with the procedures prescribed by these By Laws, as modified or amplified by the corporation in the manner and to the extent consistent with these By Laws, and (to the extent not inconsistent with the foregoing) Robert's Rules of Order.

The rules governing the administration of the corporation shall be those duly adopted by the Board of Directors as in effect on ~~July 1, 2014.~~June 5, 2020. Amendments to Club rules, or the adoption of new rules, following that date shall be effectuated only after notice to the membership of the content of any such proposed amendment or rule, a reasonable opportunity (during a period of not fewer than 15 nor more than 45 days following the giving of notice) for the membership to comment on the proposal, and consideration by the Board of any comments received. This section shall not be construed to limit the authority of the Board of Directors, the Executive Committee, or the Executive Director to take action with respect to any conduct that may endanger the physical or emotional safety of any of its members, guests, or other persons, or any matter that may affect the welfare of the corporation; provided that any such action shall be promptly brought to the attention of the Board of Directors.

## ARTICLE 12

**Amendment or Repeal of By Laws**

The corporation's By Laws may be amended, altered, or repealed and new By Laws may be adopted, by a vote of two-thirds of the voting members present, or voting by proxy, at any duly noticed and held meeting of the voting members, the general character of such amendment, alteration, or repeal having been stated in the notice for the meeting.

(End of By Laws)

Document comparison by Workshare 9.5 on Monday, May 04, 2020 10:24:49 AM

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