

BY-LAWS of the OSWEGO FIGURE SKATING CLUB

ARTICLE I NAMES AND OFFICES

SECTION 1. Name - The organization was incorporated under the laws of the State of New York as the "OSWEGO FIGURE SKATING CLUB" (the "Club") on the 28th day of January, 1969. The Corporation is a Corporation as defined in Section 102(a)(5) of the Not-for-Profit-Law. The Corporation is a Type A Corporation which is exempt from Federal income tax under IRC section 501(c)(3). Contributions to the Corporation are deductible under section 170(c)(2) of the IRC.

SECTION 2. Principal Office - The principal office of the Club shall be located at Anthony J. Crisafulli Ice Rink, Fort Ontario, OSWEGO, New York 13126.

SECTION 3. Registered Office - The registered office of the Club may be the same as the principal office of the Club, but in any event must be located in the State of New York, and be the business office of the registered agent.

SECTION 4. 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.

ARTICLE II PURPOSE

Purpose - The principal purpose of the Club is to foster figure skating on ice. In order to do so, 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 MEMBERSHIP

SECTION 1. Classes of Membership

- A. Senior Members - Senior Members shall be at least eighteen (18) years of age. Hereinafter, the term Senior Member encompasses a senior member or a parent or guardian of junior members. In addition to the privileges authorized by the United States Figure Skating Association bylaws, they shall have the right to vote, hold office and enjoy all the privileges of the Club. In accordance with the USFSA By-laws, ineligible persons in skating shall have the right to vote but not hold office.
- B. Junior Members - Junior Members shall be under eighteen (18) years of age and shall not vote or hold office, however, they shall enjoy all other privileges of the Club.
- C. Alumni Members - Alumni Members shall be any former full-club member who desires to retain the Oswego FSC as their home club, regardless of where they reside. The rate will be determined yearly by the Board of Directors. (Amended: 7/20/09)
- D. Honorary Members - Honorary Members may be elected by a two-thirds (2/3) vote of the Senior Members present at any meeting of the Club. Honorary Members shall be free from initiation fees, dues or assessments. They may represent the Club in exhibitions and attend ice skating sessions under the same rules governing other members. They shall not vote, hold office or be entitled to other privileges of the Club.
- E. Collegiate Membership - The Collegiate Membership shall be a Special Rate Package offered to college students through the USFSA, which grants the same privileges as a Full-Club Member for a consecutive 4-year period. Additional club fees, determined by the Board of Directors, may apply. This option may only be used once.

- F. Associate Member - An Associate Member shall be a member of a home club other than Oswego FSC, who does not wish to transfer home club membership to the Oswego FSC. They shall have the right to utilize the ice for a fee designated by the Board of Directors. This membership must be approved by the Board and will be reviewed on an annual basis. This membership can be terminated by a majority vote of the Board if deemed to be in the best interest of the club.

SECTION 2. Election of Directors - The Board of Directors shall be nominated and elected by the Senior Members.

SECTION 3. Application for Membership - Each candidate for membership must make an application with the Membership Committee which states his name and address, and includes an agreement to comply with all club requirements. All applications in compliance with the foregoing requirements shall be considered to be accepted upon receipt of appropriate membership fees.

SECTION 4. Arrears for Club Fees - No member in arrears for club fees or other indebtedness shall be eligible to hold office, vote, be tested or compete as a member of the Club.

SECTION 5. Board Approval for Competition or Exhibition - No member or members of the Club shall make entry in the name of the Club in competition or exhibition except with the approval of the Board Officers or test chairperson.

SECTION 6. Affiliate Club Skaters - Any visiting USFSA or CFSA club skater may utilize the facilities of the Club upon approval of a member of the Board of Directors and the visiting skater may be charged a reasonable fee for such use.

SECTION 7: 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 ten (10) 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 five (5) 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 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.

ARTICLE IV CLUB MEETINGS

SECTION 1. Annual Meeting. The Club shall hold an annual meeting of its members for the purpose of the transaction of 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 2. Special Meetings - The Secretary shall call Special Meetings at the direction of the President or upon the written request of five (5) Senior Members, in good standing. No business shall be transacted at a Special Meeting except that of which notice is given.

ARTICLE V DIRECTOR QUALIFICATION AND ELECTION

SECTION 1. Number of Directors - There shall be a Board of Directors composed of thirteen (13) Senior Members, based on the discretion of the current Board of Directors.

SECTION 2. Terms of Office – All Directors shall be elected every year as deemed by the end of their perspective appointments; Director Appointments are staggered with (1) to (3) terms. Said Directors shall serve for a period of not more than (3) years unless re-elected, or until their successors are elected or appointed as hereinafter provided.

SECTION 3. Qualification – Directors must be at least eighteen (18) years old, registered with U.S. Figure Skating and home club members of the Club in accordance with provisions of applicable rules of U.S. Figure Skating, and 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. USFSA Fees - USFSA membership fees will be paid for all directors and any USFSA standing committee chairperson that a membership is required for.

SECTION 5. Nomination and Election of Directors – At a time reasonably in advance of the annual meeting of the Club, the President shall appoint a nominating committee consisting of no less than three (3) of the Directors whose terms as not scheduled to expire at the upcoming annual meeting. The nominating committee shall determine and present to the members, at a time reasonably in advance of the annual meeting, a list of nominees to stand for election as Directors to fill the positions of those Directors whose terms shall expire at the end of that fiscal year. Notwithstanding anything hereinabove to the contrary, any nominee for election as a Director must evidence in writing in advance of the annual meeting such person's willingness to serve if elected. Each Senior member shall be entitled to cast as many votes as there may be Directors to be elected but may not cast more than one (1) vote for any candidate. Votes shall be by secret ballot and shall be returned to and tabulated by the Nominating Committee. The candidates receiving the greatest number of votes shall be declared elected and the election committee shall publish and certify the results of such election prior to the May Director's meeting each year.

SECTION 6. Vacancies - If a Directorship shall become vacant due to a resignation, withdrawal, or death, the Board of Directors may appoint a Senior Member to fill such vacancy until the next Election of Directors, at which time a Director shall be elected to fill the unexpired term. Withdrawal shall be defined as missing three (3) consecutive meetings without the approval of the Board of Directors.

ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. Meetings

- A. The Board of Directors shall meet at least once in every month. The date of such meetings shall be established by the President.
- B. Any member of the Board of Directors may call a meeting upon seven (7) days notice to all members of the Board of Directors. The notice shall state the date and location of the meeting and the purpose for which the meeting is called.

SECTION 2. Quorum - Five or more Directors gathered for the purpose of conducting Club business as described in Article VI; Section 1 shall constitute a Quorum. The vote of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 3. Authority - The Board of Directors shall have entire authority in the establishment of managerial policy, approval of financial expenditures in excess of five hundred and 00/100 dollars (\$500.00) and general control of all Club property.

SECTION 4. Rules - The Board of Directors shall: make such rules as it deems proper respecting the use of the Club's property, prescribe rules for the admission of non-members, fix penalties for offenses against the rules and make rules for government of the committees appointed by them.

SECTION 5. Election of Officers - The President, Vice-President, Secretary, and Treasurer (which offices may be combined at the Board's discretion except for President and Secretary) shall be elected by the Board of Directors at the June Board of Directors meeting of the fiscal year and shall hold office for one (1) year from July 1 to June 30 or until such time as a successor is elected by the Board. The Board of Directors may elect members of the Board of Directors to fill any such offices.

SECTION 6. Audits - The Board of Directors may audit records of the Secretary, Treasurer, and the Committees, or may have such records audited by an independent professional.

SECTION 7. Indebtedness - The Board of Directors shall have power to limit the indebtedness of a member of the Club.

SECTION 8. Committees - The Board of Directors shall appoint all committees as it shall deem appropriate with full authority over them.

SECTION 9: Delegates to the U.S. Figure Skating Governing Council - Delegates to the U.S. Figure Skating Governing Council must be registered members of the 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 10. Professional or Clerical Assistance - The Board of Directors shall have authority to make appropriations for professional or clerical assistance as it deems to be necessary or beneficial to the existence and operation of the Club.

SECTION 11. Fees, Dues, and Assessments Shall be set at the discretion of the Board of Directors in accordance with these by-laws.

SECTION 12: Removal - The membership may remove a Director at any meeting of the members called for such purpose. The Director shall be provided a copy of the charges against him at least ten (10) days in advance of such meeting. The Director shall be given the opportunity at the meeting to defend himself against the charges. A vote by ballot shall be taken and the vote of two-thirds (2/3) of the Senior Members present shall be required for removal of any Director.

SECTION 13: Compensation – Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors of attendance at board approved events/functions. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

ARTICLE VII OFFICERS

SECTION 1. Officers - The elected officers of the Club shall be a President (who shall serve as Chairman of the Board), a Vice-President, a Secretary, and a Treasurer. The Board of Directors may also appoint such other officers, assistant officers and agents as it shall consider necessary or appropriate.

SECTION 2. Duties of the President - It shall be the duty of the President to take charge of the Club; to preside at all meetings of the Club and of the Board of Directors. The President shall have: the entire supervision and management of the Club and its property subject to action of the Board of Directors; the power to suspend any member for violating the by-laws, policies and rules of the Club, subject to approval of the Board of Directors; the power to call special meetings and Club meetings. The President, together with the secretary, shall sign all agreements and contracts made by the Club.

SECTION 3. Duties of the Vice-President - It shall be the duty of the Vice-President to assist the President in the discharge of his duties and in his absence to assume the duties and officiate in his stead.

SECTION 4. Duties of the Treasurer - The Treasurer shall be the principal financial officer of the Club and have charge of the funds of the Club; shall prepare a budget; shall keep a record of all receipts and disbursements; and shall render a written report to the Board of Directors at each regular meeting thereof. The Treasurer shall be the principal accounting officer of the Club and shall have charge of prescribing and maintaining the methods and systems of accounting to be followed; shall 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 such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

SECTION 5. Duties of the Secretary - The Secretary shall keep the minutes of the proceedings of the Board of Directors and to supervise all reports and documents connected with the business of the Club; supervise keeping a current membership roll and be custodian of the Club records; shall furnish upon request, new members with a copy of these by-

laws; and shall supervise the correspondence of the Club and prepare and issue notices of all meetings of the Club and Board of Directors.

ARTICLE VIII STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

SECTION 1. General - Each Director and Officer shall perform their duties as a director or officer, including without limitation their duties as a member of any committee of the Board, (i) in good faith, (ii) in a manner the Director or Officer reasonably believes to be in the best interests of the Club and (iii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A Director or Officer, regardless of title, shall not be deemed to be a trustee with respect to the Club or with respect to any property held or administered by the Club including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

SECTION 2. Reliance on Certain Information and Other Matters - In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director or Officer shall not be considered to be acting in good faith if the Director or Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a Director or Officer are entitled to rely are: (i) one or more officers or employees of the Club whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence; (iii) a committee of the Board of Directors on which the Director or Officer does not serve if the Director reasonably believes the committee merits confidence.

SECTION 3. Limitation on Liability - A Director or Officer shall not be liable to the Club or its members for any action the Director or Officer takes or omits to take as a director or officer if, in connection with such action or omission, the Director or Officer performs their duties in compliance with this Section.

ARTICLE IX CONFLICTS OF INTEREST

SECTION 1. Definition - As used in this SECTION 1: (i) "conflicting interest transactions" means a contract, transaction, or other financial relationship between the Club and a Director of the Club, or between the Club and a party related to a Director, or between the Club and an entity in which a Director of the Club is a director or officer or has a financial interest, and (ii) a "party related to a director" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a director, officer, or has a financial interest.

SECTION 2. Procedure; Action; Disclosure - No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Club, solely because the conflicting interest transaction involves a Director of the Club or a party related to a Director or an entity in which a Director of the Club is a director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Club's Board of Directors or of a committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if: (i) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or (ii) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or (iii) the conflicting interest transaction is fair as to the Club. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.

SECTION 3. Loans - No loans shall be made by the Club to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until the repayment thereof.

ARTICLE X INDEMNIFICATION

The Club shall indemnify any Director, Officer or agent of the Club to the fullest extent permitted by the Nonprofit Law and any other applicable laws of the State if (i) such person conducted himself or herself in good faith, (ii) such person reasonably believed (A) in the case of a director acting in his or her official capacity, that his or her conduct was in the Club's best interests, or (B) in all other cases, that such person's conduct was at least not opposed to the Club's best interests, and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. However, the Club may not indemnify a person either (i) in connection with a proceeding by the Club in which the person is or has been adjudged liable for gross negligence or willful misconduct in the performance of the person's duty to the Club or (ii) in connection with any proceeding charging improper personal benefit to the person, whether or not involving action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person (even if the Club was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by the Club only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Board of Directors by a majority vote of a quorum of the Board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

ARTICLE XI CONFLICT RESOLUTION

Any member or members having a complaint against another member for the infraction of any by-law or rule may report the same in writing to the Board of Directors. Such complaint shall set forth the facts of the case, together with names of witnesses, if any. After receiving such complaint, a meeting of the Board of Directors shall be held within thirty (30) days to investigate same and a copy of the complaint shall be mailed, either by US Postal Service or electronic mail (Amended: 10-13-05), to the member complained of at least seven (7) days prior to the meeting.

The complainant or complainants and the member complained of may be heard with their witnesses at the meeting. The Board of Directors shall report action taken to the parties within seven (7) days of the meeting. An appeal from the decision of the Board of Directors may be taken to the Club by serving a written notice of such appeal on the Secretary within seven (7) days of the receipt of the Board's report.

ARTICLE XII MISCELLANEOUS

SECTION 1. 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, the Board of Directors or any committee. The Club shall also 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 prepared for periods during the last three (3) years that a member of the Club could have requested under the State law.

SECTION 2. 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 10.1 of this Article, a member, their 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 may also inspect any other records at a reasonable location specified by the Club upon the same terms and conditions. Members entitled to inspect these other records must also meet the following requirements: (i) the member must have been a member at least three (3) months immediately preceding the demand; (ii) the demand must be made in good faith and for a proper purpose; (iii) the member must describe with reasonable particularity the purpose and the records the member desires to

inspect; and (iv) the records must be directly connected with the described purpose. The rights set forth herein may not be abolished or limited by the Articles of Incorporation or these Bylaws.

SECTION 3. 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 4. Financial Statements - Upon the written request of any member, the Club shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

SECTION 5. Conveyances and Encumbrances - Property of the Club may be assigned, conveyed or encumbered by such Officers of the Club as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Club shall be authorized only in the manner prescribed by applicable statute.

SECTION 6. Fiscal Year - The fiscal year of the Club is July 1 to June 30.

SECTION 7. Severability - The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

SECTION 8. Amendments - These By-Laws may be amended by an affirmative vote of a quorum of the Board Members present at any regular or special meeting of the members, provided such amendments shall have been mailed, either by US Postal Service or electronic mail to each Board Member of the Club at least ten (10) days prior to the meeting at which said proposed amendment is to be considered.

ARTICLE XIII DISSOLUTION

SECTION 1. Method of Approval - Upon the recommendation of a majority of the Board of Directors to dissolve the Club, a Special Membership Meeting shall be called and a final approval by two-thirds (2/3) of the Senior Members present shall be required.

SECTION 2. Liquidation of Assets - In the event of the dissolution of the Oswego Figure Skating Club, the Board of Directors is empowered to act as trustees and supervise the liquidation of the Club's assets.

SECTION 3. Distribution of Assets - Any and all remaining assets of the Club after liquidation shall be donated to the United States Figure Skating Association Memorial Fund.

SECTION 4. Final Report - A final report of such liquidation and distribution of assets, as outlined above, shall be made to a Special Membership Meeting within sixty (60) days of the date of disposal of the assets of the Club.

BYLAWS CERTIFICATE

The undersigned certifies that she is the Secretary of The Oswego Figure Skating Club and that she is authorized to execute this certificate on behalf of said Club and the foregoing is a complete and correct copy of the presently effective Bylaws of the Club.

Dated: _____

Kathleen Sheridan