

BY-LAWS
THE BOURNE SKATING CLUB, INC
BOURNE, MA 02532

Article 1 General Provisions

Section 1. Name and Status. The name of the corporation shall be 'The Bourne Skating Club, Inc.' and shall operate as a Massachusetts non-profit corporation.

Section 2. Purpose. The purpose of the BSC is to initiate programs and activities designed to stimulate interest in ice skating in the town of Bourne and neighboring communities. All programs and activities shall be in accordance with the United States Figure Skating Association rules and regulations. The BSC may solicit, raise, hold and disburse funds for the accomplishment of the corporate purpose. The corporation may engage in various fund-raising activities and promotional activities including advertising and publicity, in or by any suitable manner or media. The corporation may also sell any real or personal property as is necessary to accomplish its purpose.

Section 3. Non Profit. The Corporation is formed solely for the above charitable and education purposes, provided that it may have such other non-profit purposes as are permissible for a corporation organized under Massachusetts General Law chapter 180.

Section 4. Office. The principal office of the Bourne Skating Club shall be at the Gallo Ice Arena located in Bourne Massachusetts. The mailing address is PO Box 284, Buzzards Bay, MA 02532.

Section 5. Fiscal Year. The fiscal year of the Corporation shall begin on July 1st and end of June 30th.

Section 6. Tax Exempt Status. The Corporation is organized and shall be operated as a corporation eligible for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and shall have a membership devoted to the fostering of national and international amateur competitions in all types and categories of figure skating.

6.1 501c3. The Corporation is currently changing its status from a 501(c)(4) to a 501(c)(3).

6.2 MGL Chapter 180. Pursuant to Massachusetts General Laws, Chapter 180, the Corporation is required to file annually, an Annual Report with the Secretary of the Commonwealth.

Article 2 Membership

Section 1. Members. Any person, upon payment of dues and assessments may become a member of the Corporation with privileges set forth on the membership form. Members shall be required to abide by the bylaws of the Corporation and any policies, procedures, or code of conduct established by the Corporation or USFS.

Section 2. Types. Types of membership shall be determined by the Board of Directors in compliance with USFS regulations.

Section 3. Application. The Board may choose to accept or deny any application for membership with or without cause.

Section 4. Dues and Fees. Dues required for membership in the Corporation shall be determined by the Board of Directors and are non-refundable. Annual dues are set forth on the membership form and may be

modified by the Board of Directors prior to enrollment for the current skating year. Fees for special events may be levied at the discretion of the Board.

Section 5. Arrearages. The Club shall notify any Member of the Corporation who is in arrears for the payment of dues or other fees. This notification shall be mailed to the Member at their last known address. The amount of the arrearage must be paid in full within thirty (30) days. If payment is not received within this time, the member is not in good standing and may not run for or hold office, vote, take tests, participate in any club activities or skate on club ice. The delinquent member shall lose all rights and privileges associated with membership. The Corporation shall have the right to pursue the collection of arrears from the member through legal action and the member shall be liable for any and all costs, including attorneys' fees incurred as a result of such collection. This delinquency will be reported to USFS if not satisfied by the end of the fiscal year.

Section 6. Voting Rights. Voting rights in the affairs of the Corporation shall be restricted to Full members of the Corporation age 18 years or older. These members of the corporation must be in good standing to be eligible to vote at any general meeting. Only one vote may be cast per membership.

Section 7. Termination. A member may be terminated based upon violation of the policies and procedures set forth by the Board of Directors. As part of the membership form, a code of conduct must be signed and agreed upon by each member.

Section 8. Cori Checks. Members of the Corporation who volunteer or chaperone at any activity or function must be willing to undergo a CORI check. Cori forms must be filled out and submitted annually by each member of the corporation prior to volunteering or chaperoning. The policy and form shall be located on the BSC website.

Section 9. Meeting. An annual membership meeting shall be held and all members of the Corporation are invited to attend. Notice of the annual meeting shall be sent electronically to all members of the Corporation. The date, time and place shall be posted on the Bourne Skating Club's website no later than thirty (30) days prior to the meeting. Fifteen percent (15%) of the voting membership present and in good standing shall constitute a quorum for the transaction of business at the annual meeting.

Article 3 Board of Directors

Section 1. Powers. The Corporation shall be managed by a Board of Directors. All authority for the policy, business and activities of the Corporation shall be vested in the Board.

Section 2. Composition. The Board of Directors shall consist of seven (7) to nine (9) members, elected by the general membership of the Corporation at its annual meeting. The term of each director shall be three years. Up to three members shall be elected each year at the annual meeting of the membership. All directors shall hold office until their respective successors are qualified and elected.

Section 3. Qualifications. A Director shall be a Member of the Corporation in good standing. A Director shall be elected because of club interest and willingness to assume a share of the responsibilities in connection with the conduct of the affairs of the Corporation. No compensation will be paid to any member of the Board of Directors for services as a member of the Board. No paid individuals (receiving a 1099 or W2 from the Corporation) are qualified to be a Director. Each Director shall be required to sign the 'Board of Director's Agreement' found in Section A.

Section 4. Officers. The Board of Directors shall elect four (4) officers including a president, vice president, secretary and a treasurer at the first regular meeting after the annual meeting. These officers shall comprise the Executive Committee of the Board of Directors.

4.1 Executive Committee. The Executive Committee shall be elected annually by the Board of Directors. The elected officers will assume their role immediately upon their election. The term of each office is to be held for one year. Officers are eligible for re-election. Vacancies in any executive office may be filled by majority vote of the Board of Directors. The executive committee shall review the financial records of the Corporation quarterly. At the expiration of the term of office, each officer shall immediately turn over to the Board of Directors all funds, books, records, and other property of the Corporation in the officer's care and custody.

4.2 President. The President shall be the chief executive officer of the Corporation and shall have charge of the affairs of the Corporation subject to the supervision and direction of the Board of Directors. The President shall preside at all meetings of the membership and the Board of Directors. The President shall have other powers including but not limited to the following:

- Assure that the mandates and directives of the Board are properly executed.
- The power to call meetings of the Corporation at his/her discretion. Shall give notice of meetings of members and directors as required.
- May enter into agreements and contracts made by the Corporation upon approval of the Board of Directors.
- The power to determine answers to questions arising from emergencies not provided for in the bylaws of the Corporation until such time as they are acted upon by the Board of Directors or by the membership.
- The right to represent the Corporation before Federal, State, and Local boards, officials and representatives.
- May vote when voting is by ballot, or in all other cases, may cast a vote to break a tie.
- May appoint alternates after the annual election to serve until the next election at the annual meeting.
- The President shall have signatory responsibility on the checkbook and shall be bonded annually.

4.3 Vice President. The Vice President shall assist the President in the discharge of duties and, in the absence of the President, assume the duties and responsibilities of the President. The Vice President shall serve as a backup to the Treasurer and should be bonded annually.

4.4 Secretary. The duties of the Secretary shall include but not be limited to:

- Shall keep a written record of all meetings of members and directors.
- Shall conduct all correspondence and carry out all orders, votes and resolutions not otherwise committed.
- Shall maintain a file of all correspondence.
- Shall keep a list of the names and addresses of all agents retained by the Corporation.
- Shall prepare an annual report to be presented at the annual meeting.
- In the absence of the secretary, a temporary clerk may be designated by the person presiding at the meeting, to perform the duties of the secretary.

4.5 Treasurer. The Treasurer shall have general charge of the financial affairs of the Corporation subject to the supervision and direction of the Board of Directors. The Treasurer must be bonded annually. The duties of the Treasurer shall include, but not be limited to:

- Shall keep an accurate written account of all monies received by and expended for use of the Corporation.
- Shall present quarterly (and/or upon request) detailed financial reports to the Board of Directors.
- Shall make all financial books and records available to an auditor, approved by the Board of Directors.
- Shall make an annual written report to all members of the Corporation at or before the annual meeting.
- Shall make disbursements, authorized by the Board of Directors.
- Shall deposit all funds of the Corporation in a bank or banks approved by vote of the Board of Directors.
- Shall make provisions for the collection of all dues and other assessments.
- The funds, books, records and vouchers in the care of the Treasurer, with the exception of confidential reports, shall at all times be subject to verification and inspection by the elective officers and the Directors of the Corporation.

Section 5. Alternates. Alternates may be chosen from the general election and will be assigned a rank according to the number of votes they have received at the general election. There should be no more than three (3) alternates. If there are no alternates as a result of the general election, these appointments must be made with the approval of the Board of Directors. Alternates will serve a term of one year and may be appointed for successive terms. Alternates shall have full voting privileges at any meeting of the Board of Directors in the place of a duly elected Board member. If all members of the Board of Directors are in attendance alternate(s) shall have no voting privileges.

Section 6. Contracts. The Board of Directors shall contract and fund the salary of a Skating Director whose responsibilities and qualifications shall be designated by the Board. The Skating Director must adhere to the terms of his/her contract.

6.1 No contracts, for either personal or professional services, may be entered into without approval of the Board of Directors.

6.2 All persons under contract shall make regular, written reports to the Board of Directors.

Section 7. Resignation and Removal. Any member of the Board of Directors may resign by delivering a written resignation to the Corporation. This may be delivered to the Board of Directors in person, or by mailing the resignation letter to the principal office of the Corporation. Resignation letters may also be given to a member of the Executive Committee. Such resignations shall be effective upon receipt unless it is specified to be effective at a later date. Any Director may be removed with or without cause from the Board of Directors by the affirmative vote of two-thirds of the entire Board of Directors at a special meeting called for that purpose. In the event that a Director is removed by vote of the Board, the Director may appeal the decision of the Board at a Special Meeting. Appeals must be made within fourteen (14) days (from which notice was given) to the Board of Directors. A special meeting will then be called within thirty (30) days to hear the appeal. If confirmed,

by vote, the Director that has been removed is not eligible to run for the Board of Directors for the remainder of their membership in the Corporation.

Section 8. Meetings. Regular monthly meetings of the Board of Directors shall be held at the Gallo ice arena. These meetings will be posted on the Bourne Skating Club's website and are open to all members of the Corporation. The Board of Directors may, from time to time, close a meeting, wherein no members shall be allowed to attend a posted meeting. This may be done to discuss confidential matters and will be noted no later than forty eight (48) hours in advance of that meeting. BOD members present at these closed meetings will be required to sign a confidentiality agreement specific to the issues discussed at that meeting. Confidentiality agreements shall be attached to the minutes of each meeting.

8.1 Special Meeting. Special meetings of the Board of Directors may be held at any time or place designated by a member of the Executive Committee or a minimum of three (3) other Directors. Notice of all special meetings of the Board of Directors shall be given to each member of the Corporation at least forty eight (48) hours in advance of the meeting by telephone or electronic transmission and should be posted on the BSCS website.

8.2 Electronic Meeting. In the event that the Board is required to take immediate action, any Director may provide written notice to all Directors through electronic communication requesting a vote by electronic means. Such voting shall take place within a seventy two (72) hour period, unless a longer time period is set forth in the notice. The notice shall state the date by which responses are required, the purpose of the vote, and the names of the Directors requesting the vote. A quorum of Director responses is required to conduct business electronically. All electronic votes shall be presented and recorded at the next regular meeting of the Board of Directors.

8.3 Executive Session. An executive session will include only voting members of the Board of Directors and may be called by a majority vote of the Board of Directors at any regularly scheduled meeting. Other members of the Corporation may attend executive session by invitation only. Executive session may also be called at a special meeting if all parties involved are notified forty eight (48) hours in advance of the meeting. Executive session may be called to discuss matters of concern regarding unpaid dues, disciplinary actions, litigation, personnel issues, or any matters of concern regarding conflicts which may be a deterrent to the smooth and successful operation of the Corporation and its ability to meet the needs of all Corporation members. Any member present at executive session may be required to sign a confidentiality agreement specific to the issues discussed.

Section 9. Quorum. Two thirds of the members of the Board of Directors shall constitute a quorum for the transaction of official business at any meeting of the Board. If there are fewer than two thirds members in attendance at any meeting of the Board of Directors, the meeting may be adjourned without notice, and rescheduled for another time.

Section 10. Action at Meetings. At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of those present shall decide any and all matters.

10.1 Voting. All Directors must vote on all matters before the Board unless a conflict of interest exists wherein a Director may abstain from voting.

10.2 New Business. No vote shall be taken under new business if all parties involved are not in attendance or properly notified. A discussion may ensue and a vote taken at the next regularly scheduled meeting or special meeting provided that all parties are properly notified.

10.3 Reconsideration. Any matter once voted on may only be reconsidered at that meeting or at the very next regularly scheduled or special meeting of the Board of Directors, provided that a vote to reconsider is made before the end of the meeting by a Director who voted on the prevailing side. The reconsidered issue may be discussed at that meeting provided all parties involved with the issue to be reconsidered are notified that the matter will be reconsidered.

Section 11. Vacancies. Any vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors. If a director leaves the Board prior to the end of their three year term, an alternate may fill that position until the term expires. Any individual appointed to fill an unexpired term will serve the balance of that term before they are eligible for election. The Board is under no obligation to fill a Director vacancy from the slate of candidates put forth on any ballot.

Section 12. Committees. The Board of Directors may appoint committees as it deems necessary and proper in the furtherance of the purpose of the Corporation. All committees shall report to and be governed by the Board of Directors. The Board, as a matter of policy will encourage participation on committees and other groups formed by parents, skaters, professionals, and other members of the Corporation.

Section 13. Auditor. The Board of Directors shall contract an auditor to reconcile all the financial records and books of the Corporation. The auditor shall prepare an annual report of the financial condition of the Corporation. The auditor must not be a member of the Board of Directors, nor be related in any way to a member of the Board of Directors.

Article 4 Miscellaneous

Section 1. Amendments. These by-laws may be amended, repealed, altered or modified, in whole or in part by a two thirds majority vote of the membership present at any annual or special meeting held for that purpose.

Section 2. Liabilities. Nothing herein shall constitute members of the Corporation as partners for any purpose. No member, officer, director, agent or employee shall be held personally liable for any act or failure to act under the articles of organization, or these bylaws, excepting only for acts or omissions arising out of his/her willful misconduct.

Section 3. Separability. The provisions of these bylaws are declared separable and if any provision is declared to be illegal or invalid by a court of competent jurisdiction, the remainder of the bylaws shall remain in effect.

Section 4. Conflict of Interest. Any Director or member of a committee with board delegated powers must disclose possible conflicts of interest. The interested person will reveal the existence of his/her financial interest and must be given the opportunity to disclose all material facts to the Directors and members of the committee considering the proposed transaction or agreement. After disclosure, the remaining board or committee members shall decide if a conflict of interest exists. After exercising due diligence, the board or committee shall determine if the transaction or arrangement is being made in the corporation's best interest and shall make its decision as to whether to enter into the arrangement in conformity with such determination.

Section A

Bourne Skating Club Board Member Agreement

As a board member of the Bourne Skating Club, I am fully committed and dedicated to the mission and have pledged to carry out this mission. I understand that my duties and responsibilities include the following:

1. I promise to be fiscally responsible, with other board members, for this organization. I will make myself aware and knowledgeable regarding our budget and finances and will take an active part in reviewing, approving, and monitoring the budget and fundraising to meet the goals of our club.
2. I understand my legal responsibilities for the club and those of my fellow board members. I am responsible for knowing and overseeing the implementation of policies and programs.
3. I accept the bylaws and operating principles and understand that I am morally responsible for the health and well being of this club.
4. I will actively engage in fundraising for this organization. These may include individual solicitation, undertaking special events, including but not limited to the Cape Cod Classic. I am making a good faith agreement to do my best and to participate in fundraising events.
5. I will actively promote the club in a positive manner.
6. I promise to treat my fellow board members and other club members with respect and when conflict occurs, I promise to respectfully disagree and work for a compromise that is in the best interest of the club.
7. I will attend any and all board meetings if possible, be available for phone consultation, and serve on at least one club committee. If I am not able to meet my obligations as a board member, I will offer my resignation.
8. In signing this document, I understand that no quotas are being set and that no rigid standards of measurement and achievement are being formed. Every board member is making a statement of faith about every other board member. We trust each other to carry out the above agreements to the best of our ability.
9. Violations of these agreements will be grounds for removal from the Board of Directors.

Board Member

Date:

Board President

Date:

Approved

These bylaws were completely rewritten in May of 2009. The Board of Directors endorsed and approved them by unanimous vote 5-12-09. General membership voted to approved and adopt these bylaws 6-17-09 at the annual meeting of the membership.