



BY-LAWS OF CHARTER OAK FIGURE SKATING, INC.

Article 1 - Name

The name of this organization shall be "Charter Oak Figure Skating, Inc herein after referred to as Charter Oak Figure Skating or COFS."

Article II - Objects

Section 1. The purpose of this organization shall be to foster and develop the sport and art of figure skating by providing education, training, and competitive figure skating opportunities at all levels. In particular, COFS shall provide opportunities to participate in programs of The United States Figure Skating Association, herein after referred to as U.S. Figure Skating, and to do all lawful things consistent with the purpose of the organization and helpful to the sport of figure skating.

Article III - Membership

Section 1. Any person interested in the objects of the COFS is eligible to make application for membership. Admission to membership shall not be based on race, color, religion, age, gender, disability, sexual orientation, marital status, national origin or any similar factor. Membership must be renewed annually by the payment of annual dues and any member who has failed to pay the annual dues within 30 days of the established due date shall be dropped from the membership without the necessity of further action or notice by COFS.

Section 2. By joining COFS, all members agree to abide by the by-laws of COFS and such rules as from time to time may be adopted by the Board as well as the by-laws and Rules and Regulations of the U.S. Figure Skating.

Section 3. There shall be the following categories of membership in COFS:

- (a) HOME CLUB MEMBERS shall be those skating members who have affiliated primarily with COFS for the purpose of U.S. Figure Skating membership and participation.
- (b) ASSOCIATE MEMBERS shall be those skating members who are not HOME CLUB MEMBERS but wish to participate in COFS activities.
- (c) SUSTAINING MEMBERS shall be non-skating members of COFS.

Section 4. Any Home CLUB or Sustaining Member over the age of eighteen and in good standing shall be eligible to vote on each matter submitted to a vote of the members and to hold office. A member in good standing is one who is not in default in payment of dues or any other debt or obligation due the COFS and who has not been suspended from membership for violation of the by-laws or rules of COFS or U.S. Figure Skating.

Section 5. Any member not in good standing as defined in Section 4 of this Article shall be deprived of all COFS privileges including but not limited to the right to vote, access to COFS ice or test sessions, authorization for competitions, and participation in other COFS sponsored activities. Except in the case where membership is terminated because a member has not timely paid the annual dues, a member shall remain in good standing unless notified of a suspension or termination of membership under Section 6. A member shall be notified in writing by the Secretary within 10 days of any Board action suspending or terminating membership that they are not in good standing and of any action necessary to restore the membership to good standing.

Section 6. The Board of Directors may suspend or terminate membership after providing reasonable notice to a member and an opportunity to be heard. A suspended or terminated member shall not be entitled to any refund of membership dues.

Section 7. The term of membership shall correspond to U.S. Figure Skating membership year. Membership dues shall be determined annually by the Board of Directors before each membership year commences.

Section 8. Any member may resign from COFS, but such resignation shall not relieve the member so resigning of the obligation to any charges that are accrued and unpaid or to any refund of annual dues.

Section 9. Membership in COFS and/or the privileges accorded COFS members are not transferable.

Article IV - Board of Directors

Section 1. There shall be nine directors on the Board of Directors, and this Board shall have general supervisory control and direction of COFS and its functions, and over the funds and properties of COFS. In accordance with U.S. Figure Skating by-laws, eligible coaches may serve as directors as long as they do not collectively constitute a majority of COFS Board of Directors.”

Section 2. Participation on the Board of Directors will be purely on a voluntary basis and Directors shall not receive any compensation or quid pro quo. Directors shall be entitled to reimbursement for approved and documented expenses incurred on behalf of COFS.

Section 3. Each year, three directors shall be elected to serve a term of three years. Directors may be re-elected only to one consecutive term and then are eligible for re-election to the board after a one-year hiatus. All elections shall be by a plurality vote of those members in good standing who are present and voting at the annual meeting or voting by an official absentee ballot.

Section 4. The Board of Directors may remove a director whenever, in the judgment of the Board, the best interests of COFS would be served thereby and after providing reasonable notice and an opportunity to be heard to the Director.

Section 5. Any unexpired terms occurring on the Board of Directors, for whatever reason, may be filled by the affirmative vote of the majority of the remaining directors. The member that fills this open position shall retain eligibility to serve 2 consecutive full 3-year terms as stated in Article IV, Section 3.

Section 6. Six members of the Board of Directors shall constitute a quorum.

Section 7. The Board of Directors shall meet at least monthly. Attendance via electronic communication (i.e. conference call, web meeting, etc) is acceptable and shall support a quorum. These meetings shall be open to all COFS members.

Section 8. There shall be no contracts made or obligations signed on behalf of COFS by any of its members, committees, agents, unless the Board of Directors shall first have approved of such contract or obligation. The Board may delegate authority to any of its Officers for execution of contracts on behalf of COFS.

Section 9. Any director receiving notification of a lawsuit, U.S. Figure Skating grievance proceeding, or complaint filed against the COFS or any director of COFS in their official or individual capacity shall immediately notify all directors and provide a copy of the grievance or complaint.

Article V - Officers

Section 1. There shall be at least four officers consisting of President, Vice-President, Secretary and Treasurer.

(a) The President shall in general supervise the business and affairs of COFS and shall preside at all meetings of COFS and of the Board of Directors, shall authorize and have the power to call special meetings of COFS and the Board of Directors, and shall exercise the usual functions of the presiding officer.

(b) The Vice-President shall act in the absence or disability of the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or Board of Directors.

(c) The Secretary shall prepare and distribute a record of the minutes of all meetings of COFS and of the Board of Directors; shall notify members of any meetings; and in general shall perform such other duties as from time to time may be assigned by the President. Unless the Board affirmatively assigns the role of Sanctions Chair to another COFS member, the Secretary shall review and approve all sanction requests on behalf of COFS. The Secretary shall provide a report before each meeting of all pending sanction requests and the action taken on any sanction requests since the last meeting. Notwithstanding the foregoing, the Board of Directors may develop rules regarding the approval of sanctions including a requirement that certain categories or types of sanctions be submitted to the Board of Directors for approval.

(d) The Treasurer shall be responsible for the receipt and collection of all dues and other monies of the COFS; shall deposit all monies in the name of the COFS in such banks or other depositories as shall be selected; shall prepare a budget; shall be responsible for the payment of all obligations of the COFS; shall render a full report to the Board of Directors when requested; and shall have accountants prepare a tax return and a financial report to be submitted to the membership at the annual meeting. If required by the Board of Directors, the Treasurer shall give a bond for the faithful

discharge of his/her duties in such sum and with such surety as the Board of Directors shall determine. The Treasurer shall also ensure that the COFS maintains appropriate insurance to cover claims against the COFS, its Directors, and members performing other COFS duties.

Section 2. The officers of the COFS shall be members of the Board. The officers shall be elected by the Board of Directors for a term of one year. Officers may be re-elected for subsequent terms. New offices may be created and filled at any meeting of the Board of Directors.

Section 3. The Board of Directors may remove any officer when in its judgment the Best interests of COFS would be served thereby.

Section 4. A vacancy in any office may be filled by The Board of Directors for the unexpired portion of the term.

Article VI - Meetings

Section 1. There shall be an annual meeting of the COFS for purpose of electing the Board of Directors. Notice of the date of the annual meeting shall be provided to the membership 90 days in advance, although the meeting may be rescheduled to a later date. Such notice shall explain the procedures for electing new Directors to the Board. The Board shall appoint a nominating committee to identify candidates for the Board. In addition, any voting member in good standing may seek election to the Board of Directors by submitting a request to be placed on the ballot. Such application must be received by the COFS's secretary 45 days before the annual meeting. The secretary shall prepare a ballot stating the name of the eligible candidates for the Board. The ballot shall not differentiate between candidates proposed by the nominating committee or by individual request. The ballot will be provided to the membership at least 21 days before the annual meeting.

Section 2. There shall be a meeting of the Board of Directors for the election of officers within thirty (30) days after the annual Meeting or an adjourned meeting thereof.

Section 3. Special meetings of the COFS and/or Board of Directors shall be called by the President or by four members of the Board of Directors. The President also shall convene a special meeting after request from any voting member in good standing specifying the purpose of the meeting and signed by 10 other voting members in good standing. The Secretary shall notify the members in writing of said meeting at least ten (10) days before the date of said special meeting unless the meeting is called on an emergency basis. In such cases, the members shall be notified by written notice posted at all rinks where COFS regularly offers services.

Section 4. Thirty (30) percent of the voting Membership shall constitute a quorum for the annual meeting or any special meetings held. Members may vote on amendments to the By-Laws or election of Directors by submitting an absentee ballot before the meeting. Such absentee ballots shall be counted for purposes of establishing a quorum.

Section 5. Except where inconsistent with these by-laws, Robert's Rules of Order Newly Revised 10th Edition or such other edition as specified by the Board of Directors shall govern the procedure at meetings.

Article VII - Committees

Section 1. The President, with the advice and consent of the Board of Directors may from time to time appoint such committees as shall be necessary or expedient for the proper functioning of the COFS.

Section 2. The Board of Directors shall make committee appointments as they deem necessary and at least on an annual basis. All committee members serve at the oversight of the Board. The Board of Directors may remove a committee member when, in its judgment, the best interests of COFS would be served thereby. Participation on a committee will be purely on a voluntary basis and committee members shall not receive any compensation or quid pro quo. Committee members shall be entitled to reimbursement for approved and documented expenses incurred on behalf of COFS.

Section 3. There shall be a Membership Committee, which shall be responsible for tracking membership and timely filing of applications and renewals. The membership chair shall provide a report to the Board before every regular meeting, identifying members who are delinquent in COFS obligations and identify new members and withdrawn members.

Section 4. There shall be a Nominating Committee selected by the Board of Directors, which shall consist of at least two current directors. The Nominating Committee shall submit a written list of nominees for the Board Directors, to the President and Secretary of the COFS forty-five (45) days before the annual meeting.

Section 5. There shall be a Test Committee for the purpose of arranging and supervising test sessions. The chair shall provide a report to the Board before every regular meeting, reporting on all tests concluded since the last meeting and providing information about any tests scheduled to be held before the next meeting.

Section 6. There shall be a Sanctions Chair or the COFS who may be a member of the Board of Directors.

Section 7. There shall be a Grievance Committee which shall consist of a minimum of two Directors and which may include non-board members. This committee shall develop grievance procedures, which shall be adopted by a majority vote of the directors and shall publicize the procedures for filing a grievance involving COFS issues to the members. The committee shall have the initial responsibility to review any COFS grievances for conformity with the procedures and to ensure that all properly filed grievances are investigated and resolved in a timely fashion in accordance with the applicable grievance procedures.

Article VIII - Conflict Resolution

If any COFS member(s) has a complaint against another member(s) for an infraction of any law or rule other than skating rules, they may file such a complaint in writing to the Board. Such complaints will be investigated according to the adopted conflict resolution policy.

Article IX - Fiscal Year

The fiscal year shall coincide with the U.S. FIGURE SKATING fiscal year unless otherwise required by law.

Article X - Indemnification

Any person who serves at the request of the COFS as a director shall be deemed an agent for the purpose of this Article and shall be indemnified by or on behalf of the COFS against expenses including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense of any action, suit or proceeding, civil or criminal, in which they have been made a party by reason of such service to the maximum extent permitted by law.

Article XI - Dissolution

In the event of the dissolution of the COFS for any reason, all of its net assets and property shall be distributed or sold, and the proceeds thereof distributed to the organization which shall be a successor to the COFS, provided that such organization shall first have obtained a ruling exempting it from federal income taxation under Section 501 (a) of the Internal Revenue Code of 1986, as amended, or under the corresponding provisions of any subsequent federal tax laws (the "Code"), as an organization of the type described in Section 501 (c)(3) of the Code. If such successor organization has not obtained such ruling within a reasonable time following its establishment, or if there shall be no successor to the COFS, then all of the COFS's net assets and property shall be distributed, or sold and the proceeds thereof distributed, to U.S. Figure Skating or among such one or more organizations as having objects and purposes similar or related to those of the COFS, provided that no distributions shall be made to an organization which does not have a ruling exempting such organization from federal income taxation as described above and provided further that in no event shall any part of such assets or property, or the proceeds of sale thereof, be distributed to or inure to the benefit of any member or individual. The procedure for dissolution shall be as provided by applicable Connecticut law, as hereafter amended from time to time, and the corresponding provisions of any subsequent law.

Article XII - Amendments

The By-Laws of the COFS may be amended by a two-thirds vote of the members present at the annual Meeting or at any special meeting called for that purpose, provided that the proposed-amendment shall have first been submitted in writing, countersigned by ten (10) voting members to the Secretary who in turn shall have notified the membership in writing at least ten (10) days prior to said meeting.

Amended June 8, 2011