

BY-LAWS
OF
AMHERST SKATING CLUB, INC.

ARTICLE I
PREAMBLE

Section 1.1 Name and Status. The name of this organization is the Amherst Skating Club, Inc. (the “Club”). The Club is a New York State Not-for Profit Corporation.

Section 1.2 Purpose. The purpose of the Club is to encourage the instruction, practice and advancement in figure skating, pair skating, dance, and all other types of figure skating; to encourage and cultivate a spirit of fraternal feeling among skaters; to sponsor, produce, or cooperate in the production of amateur ice shows and competitions sanctioned by the United States Figure Skating (the “Association”); to do and perform any and all other acts to the fullest extent permitted by law as may be necessary, advisable, proper or incidental in the realization of the objects and purposes of the Club; and to carry out the general policies of the Association.

Section 1.3 Office. The principal office of the Club shall be located at the Amherst Pepsi Center, 1615 Amherst Manor Drive, Amherst, New York 14221 (the “Facility”). The address of the principal office may be changed from time to time by the Board of Directors of the Club (the “Board”), but must be located within Amherst, New York.

ARTICLE 2
MEMBERSHIP

Section 2.1 Members. The Club shall be made up of individuals (“Members”) who are interested in the objectives and purposes of the Club, in accordance with such provisions and criteria pertaining to qualifications, classification, privileges, application and acceptance of Members established from time-to-time by the Board. Members shall be required to abide by, and to conduct themselves in a manner consistent with these By-laws, and any policies, procedures, or code of conduct established by the Club or as exists at the Facility.

Section 2.2 Membership Interest. Each Member shall have one (1) membership interest (“Membership”) in the Club. The Membership shall extend to each Member and to Member’s immediate family, comprised of Member’s spouse and any children under the age of 18 of either the Member or Member’s spouse (“Member’s Family”). An individual may not be part of more than one Membership in the Club.

Section 2.3 Classes of Membership. The Club shall have three classes of Membership: Voting Membership, Non-Voting Membership, and Guest Membership.

(a) Voting Membership. Each Voting Membership shall be comprised of a

Member who is not employed by the Club, under contract, that has declared the Club as their “Home Club” with the Association, as such term is defined by the Association (a “Home Club Member”). Each Voting Membership is entitled to one (1) vote and the Member or Member’s Family may exercise such vote.

- (b) Non-Voting Membership. Each Non-Voting Membership shall be comprised of a Member who is:
 - 1. Club Professionals and Employees. A Member who is a professional having a signed agreement with the Club whether or not such Member is registered with any other skating club affiliated with the Association;
 - 2. Guest of the Club. A Member who is not employed by the Club and is not a Home Club Member or as authorized by a guest policy adopted by the Board, as it deems proper.
 - 3. Honorary Member. The Board may provide honorary membership. An Honorary Member shall not be required to pay dues or other fees and may represent the Club in exhibitions and attend ice skating sessions under the same rules that govern other Members. An Honorary Member shall not be eligible for election to office or to the Board, but may be appointed by the Board to fill a Board vacancy until the next election. An Honorary Member shall not be eligible to vote at Club meetings unless otherwise provided, shall have no claim to the assets or property of the Club, and shall not represent the Club in competitions.
- (c) The Board may establish new classes of Membership or modify existing classes of Membership at its discretion.

Section 2.4 Application for Membership. The Board may choose to accept or deny any application for Membership with or without cause. A Member, or on a Member’s behalf, any of Member’s Family benefiting from Membership, will be required to volunteer for the Club for a minimum of 15 hours per year. If a Member or Member’s Family is unwilling to perform such duties, the Board may deny renewal of Membership.

Section 2.5 Dues and Fees. Dues for the various classes of Membership are set forth on the attached “Schedule A”, as modified from time-to-time by the Board prior to enrollment for the current skating year. Fees for special events and purposes may be levied at the discretion of the Board.

Section 2.6 Arrearages. The Club shall notify any Member who is in arrears for the payment of dues or other fees by electronic mail at the Member’s last known address. If the amount of the arrearage is not paid in full within seven (7) days thereafter, the name of the delinquent Member shall be reported to the Board. The delinquent Member and Member’s Family shall not be eligible to run for or hold office, vote, take tests, enter

competitions or otherwise participate in Club activities. The Board may terminate the Membership of any such delinquent Member and such delinquent Member and Member's Family shall lose any rights and privileges associated with Membership. After the seven (7) day period, the delinquency will be reported to the United States Figure Skating. Any Member so terminated may, upon payment of the arrearage, at the discretion of the Board, be reinstated to full Membership. The Club 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.

Section 2.7 Resignation. Any Member not in arrears for the payment of dues or other fees may tender a written resignation of Membership to any officer who shall report same to the Board for consideration at its next regular meeting.

ARTICLE III MEETINGS

Section 3.1 Annual Meeting. An annual meeting ("Annual Meeting") of the Members shall be held within twenty (20) days of the first Monday of May for the purpose of meeting the new Directors elected to the Board and for transacting other business as may come before the meeting. The Board shall set a time, date and place for the meeting. In accordance with New York State Not-For-Profit Law, the Annual Meeting may occur virtual through a platform selected by the Board of Directors.

Section 3.2 Special Meetings. The Corresponding Secretary shall call Special Meetings at the direction of the President or upon the written request of twenty-five (25) Members in good standing. In accordance with New York State Not-For-Profit Law, the Special Meeting may occur virtual through a platform selected by the Board of Directors.

Section 3.3 Quorum. Fifteen percent (15%) of the Voting Membership in good standing shall constitute a quorum for the transaction of business.

Section 3.4 Notices. Notices of the Annual and Special Meetings shall be mailed by United States Postal Service or emailed by the Corresponding Secretary to every Member in good standing at least ten (10) days in advance thereof and shall be posted by the Corresponding Secretary for the same length of time on the Club bulletin board(s)/website.

Section 3.5 Special Meeting Limitation. No business shall be transacted at a Special Meeting except that for which notice was given.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 Powers and Composition. All authority for the policy, legislation, business and activities of the Club shall be vested in the Board, which shall consist of nine (9) directors (the "Directors"). In addition, the immediate past President of the Club shall be a Director for one (1) year with full voting powers equivalent to all other Directors. In addition to the above,

a non-voting Coach Liaison shall be a member of the Board of Directors and may participate in all meetings, except shall be excluded from any executive sessions and shall not have any voting rights or powers. The Coach Liaison shall be chosen by a majority vote the current coaches in good standing.

Section 4.2 Nominating Committee. On or before March 1 of each year, the President, with the approval of the Board, shall appoint a Nominating Committee consisting of three (3) Members with a Voting Membership to select a slate of qualified candidates to be voted upon prior to the Annual Meeting. The Nominating Committee shall also be responsible for notifying the Coach Liaison when his/her term of office is expiring so that a new Coach Liaison may be selected in accordance with Section 4.1.

Section 4.3 Election Committee. On or before March 1, of each year, the President, with the approval of the Board, shall appoint an Election Committee consisting of three (3) Members with a Voting Membership responsible for tabulating the ballots. An individual may be appointed to both the Nominating Committee and Election Committee in the same year.

Section 4.4 Ballots. A written ballot containing the names of the candidates shall be mailed to each Member having a Voting Membership prior to the Annual Meeting. The ballot must be returned postmarked by the date stated thereon. To be eligible to vote, the Member must be in good standing. Ballots will be sequentially numbered and the total number of ballots will be recorded. Elections can occur electronically through any application selected by the Election/Nomination Committee of the Board.

Section 4.5 Write-in Candidates. Each ballot shall contain a space for write-in candidates. In order to be considered for election to the Board by the Election Committee, a write-in candidate's name must be entered on fifteen percent (15%) of the ballots returned and approved by the Board.

Section 4.6 Election Results. The Election Committee shall count the ballots and the qualified candidates receiving the highest number of votes shall be declared duly elected. The results of the election will be announced at the Annual Meeting. The ballots will become public record immediately following the Annual Meeting and will be held in the Club office for one (1) year.

Section 4.7 Term of Office. Directors shall serve a term of three (3) years. The term of office for each Director shall begin immediately following the Annual Meeting at which the results of the Director's election is announced and shall expire at the third Annual Meeting thereafter. The Coach Liaison shall serve for a one (1) year period and may not serve more than two (2) successive terms as Coach Liaison.

Section 4.8 Director and Coach Liaison Qualifications. A Director shall be a Member in good standing having a Voting Membership in the Club for at least six (6) months, and a member of the Association. A Director shall be chosen because of Club interest and willingness to assume a share of the responsibilities in connection with the conduct of the affairs of the Club. Coach Liaisons shall be a current Club coach in good standing with the Club and USFSA.

Section 4.9 Removal of a Director or Coach Liaison. Any Director or Coach Liaison may be removed with or without cause by a vote of at least three-quarters (3/4) of the Directors at a special meeting called for that purpose. In the event that a Director or Coach Liaison is removed by vote of the Board, the Director or Coach Liaison removed may appeal the decision of the Board at a Special Meeting of the Membership. Upon notice of the appeal, the President shall call a Special Meeting to hear the appeal. The decision of the Board may be confirmed or overruled by a majority of the Membership present and voting, though less than a quorum.

Section 4.10 Filling a Vacancy on the Board. Any Director vacancy on the Board, including a vacancy created by an insufficient number of candidates being elected in a given year, may be filled for the balance of the unexpired term by a vote of the majority of the Board at any Regular Meeting. The Board is under no obligation to fill a Director vacancy from the slate of candidates put forth on any ballot. A vacancy in the Coach Liaison position shall be filled by a majority vote of the current Club coaches and the new Coach Liaison shall serve the remainder of the prior Coach Liaison's term. In the event that the remainder on the term is less than six (6) months, the Coach Liaison taking over the remaining portion shall remain eligible to serve two (2) additional consecutive terms.

Section 4.11 Meetings of the Board.

- (a) Regular Meeting. The Board shall meet at least once a month. The date of each meeting shall be set by the President, or in his absence, by the Vice-President.
- (b) Special Meeting. Any six (6) Directors may call a meeting upon three (3) days written notice to all Directors. The notice shall state the date of the meeting, the purpose for which the meeting is called and the names of the six (6) Directors calling the meeting.
- (c) Electronic Meeting. In the event that the Board is required to take immediate action, any three (3) Directors may provide written notice to all Directors through electronic communication requesting a vote by electronic communication. Such voting shall take place within a seventy-two (72) hour time 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 three (3) Directors requesting the vote. A Quorum of Director responses, are required to conduct business

Section 4.12 Quorum. Five (5) Directors shall constitute a quorum for the transaction of business during any meetings of the Board, including an Electronic Meeting.

Section 4.13 Rules. The Board shall make such rules as it deems proper to govern the use of the Club's property and shall fix penalties for the violation of these rules. It shall also make rules for its own government and for the government of the committees appointed by it.

Section 4.14 Appropriations. The Board shall make all appropriations from the funds of the Club.

Section 4.15 Audits. The Board shall audit the records of the Recording Secretary, the Corresponding Secretary, the Treasurer and any committees at least once a year.

Section 4.16 Suspend or Expel. The Board shall have the power to suspend any Membership for a violation by the Member or Member's Family of the By-laws or rules of the Club or for conduct, which shall be deemed improper by the Board, but no suspension shall be for a period of longer than thirty (30) days, pursuant to this section, without a hearing conducted by the Board. A decision of the Board to suspend or expel a Membership shall be subject to appeal as provided in Section 10.2.

Section 4.17 Readmit to Membership. The Board may terminate from Membership any delinquent Member and may also reinstate to Membership any former Member whose registration has been fully accepted.

Section 4.18 Standing Committees. The Board shall appoint all standing committees with full authority over them and shall appoint such other committees as they shall deem necessary. The Board as a matter of policy will encourage participation on committees and other groups formed by parents, skaters and other Members.

Section 4.19 U.S. Figure Skating Governing Council Delegates. The Board shall select delegates to the Association's Governing Council. The Corresponding Secretary of the Club shall inform the Association Secretary in writing of the name and address of each delegate selected. The delegates shall be the sole representatives between the Club and the Association and shall attend the Association's meetings either in person or by proxy. The Board may, as it sees fit, pay the traveling expenses, or any portion thereof, of the delegates to the Association's meetings.

Section 4.20 Managerial Support and Clerical Assistance. The Board by majority vote may hire managerial support as needed to facilitate the day-to-day operations of the Club. Any paid staff will report to the Board, and be under the direct supervision of the President and the Board. The Board shall have the authority to make appropriations for clerical assistance as it sees fit.

Section 4.21 Expenditures and Revenue. The Board shall prepare and submit a budget of anticipated expenditures, expenses and revenues for the year to the Membership at the Annual Meeting.

ARTICLE V OFFICERS

Section 5.1 Officers. A President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer shall be elected by the Board at its first Regular Meeting to be held immediately following the Annual Meeting. Those elected shall hold office for the term of one (1) year or until successors are chosen. The Board may elect Officers from among its Directors or may elect a Member in good standing who is over

the age of eighteen years in which case, such Officer will become a Director ex-officio with the right to attend and take part in all Board meetings, but without the right to vote.

Section 5.2 Duties of Officers.

- (a) President. The President shall be the chief executive officer of the Club responsible for the entire supervision and management of the Club and specifically, shall have the following duties:
 1. Assure that the mandates and directives of the Board are properly executed;
 2. Preside at all meetings of the Club and of the Board;
 3. In coordination with the Board, hire additional personnel to assist with any duties;
 4. Suspend any Member for violating the By-laws or rules of the Club pending the action of the Board;
 5. Call special Board meetings and Club meetings, and, together with the Secretary, sign all agreements and contracts made by the Club upon approval of the Board;
 6. Perform any additional duties as necessary for the management and supervision of the Club.
- (b) Vice President. It shall be the duty of the Vice-President to assist the President in the discharge of duties and, in the President's absence, to assume those duties and officiate in the President's stead.
- (c) Recording Secretary. It shall be the duty of the Recording Secretary to keep detailed minutes of all meetings of the Club Membership and of the Board. The Recording Secretary shall send a copy of the minutes of each meeting to each Board Member prior to the next Regular Meeting. In the event that the Vice President is unable to assume the duties of the President, the Recording Secretary will assume such duties.
- (d) Corresponding Secretary. It shall be the duty of the Corresponding Secretary to maintain all reports and documents relating to the business of the Club and to maintain adequate files for all correspondence. The Corresponding Secretary shall also be responsible for obtaining Association sanctions, competition correspondence, inter-club correspondence and other correspondence.
- (e) Treasurer. The Treasurer shall have charge of the funds of the Club and shall keep a record of all receipts and disbursements and shall render a written report quarterly and/or when requested by the President or the Board. Disbursements shall be made only upon authorization of the Board or within

such blanket authority as shall be granted by the Board to insure the smooth conduct of Club affairs. The Board shall have the power, whenever they deem it necessary, to appoint an acting Treasurer. The funds of the Club shall be deposited in the name of the Club in a bank approved by the Board. The Treasurer or the President or other designated officer or Member of the Board shall sign all disbursements by check. The Treasurer shall prepare a complete statement of the year's financial activities at the close of the fiscal year. This report shall be presented to the President in advance of the next Annual Meeting.

ARTICLE VI

STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 6.1 In 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, (a) in good faith, (b) in a manner the Director or Officer reasonably believes to be in the best interests of the Club and (c) 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 6.2 Reliance on Certain Information and Other Matters. In the performance of 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: (a) 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; (b) 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; (c) a committee of the Board on which the Director or Officer does not serve if the Director reasonably believes the committee merits confidence.

Section 6.3 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 Article.

ARTICLE VII

JUNIOR BOARD

Section 7.1 Junior Member. For purposes of this Article, a child of a Member or Member's spouse under the age of 18 is a "Junior Member." Each Junior Member shall be eligible to participate on the Junior Board as set forth in this Article 7.

Section 7.2 Purpose. The purpose of the Junior Board is to give the Junior Members who actively participate in the Club a voice in the affairs of the Club and, wherever possible, to enable them to assist officers and directors in attaining Club objectives. The Junior Board shall act under the By-laws of the Club.

Section 7.3 Composition and Election. The Junior Board shall be comprised of nine (9) Junior Members who shall hold office for the term of two (2) years. They shall be elected to the office by ballot at the same time and in the same manner as Directors are elected to the Board. Only Junior Home Club Members in good standing and between the ages of five (5) and seventeen (17) years inclusive, shall be eligible to vote. The Junior Members of the Junior Board shall elect their own officers at a meeting to be held as soon as possible following the Annual Meeting. These officers shall hold office for the term of one (1) year or until successors are appointed. Junior Members of the Junior Board must be between the ages of twelve (12) and eighteen (18) years of age, and have not completed high school. Any candidate must be 12 years of age by the Annual Meeting in order to be considered for nomination.

Section 7.4 Statement of Responsibility. Junior Directors and candidates will be required to sign a statement of responsibility.

Section 7.5 Finances. The Junior Board shall prepare and submit to the Board for its approval at its Annual Meeting, a budget of the Junior Board's anticipated expenditures for the coming skating year together with proposals for sources of revenue to meet such expenditures. The Junior Board should submit a financial report to the Board at the close of the skating year or by June 15 of any given year, whichever occurs first.

Section 7.6 Advisor. The Junior Board shall have an adult advisor who will be appointed by the Club President and will select a co-advisor (individually and collectively "Advisor"). The Advisor must be present at all meetings of the Junior Board and the Junior Board and will represent the Junior Board at meetings of the Board upon request.

ARTICLE VIII CONFLICTS OF INTEREST

Section 8.1 Definition. As used in this Section 7.1: (i) "Conflicting Interest Transaction" 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 8.2 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 or of a committee of the Board 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 or the committee, and the Board 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 or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.

Section 8.3 Loans. The Club shall make no loans 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 IX AMENDMENTS

Section 9.1 Amendments. Amendments to these By-laws, including replacement in its entirety, may be acted upon at any Annual or Special Meeting of the Club Membership, provided that the notice of meeting states the general character of the proposed amendments and further provides that the proposed amendments shall have been presented to the Board fifteen (15) days in advance of such meeting. The Directors may propose changes to any Amendment during this fifteen (15) day period, and these changes may be accepted by a two-thirds (2/3) vote of all Directors prior to the meeting. If the changes to the Amendment are not accepted, the original Amendment shall be presented to the Members. An additional notice period is not required. A two-thirds (2/3) vote of all Members present in person or appearing virtually in accordance with the above or with any emergency orders issued by the State of New York shall be necessary for the adoption of any Amendment.

ARTICLE X CONFLICT RESOLUTION

Section 10.1 Procedure. If any Member or Members, or Director has a complaint against another Member(s) or coach for an infraction of any by-law, rule, policy or procedure of the Club or for any action or conduct deemed to be injurious to the welfare of the Club or other Members, they may file such complaint in writing (the "Complaint") with the Board. Such Complaint will be investigated according to the Club's written conflict resolution policy adopted by the Club in accordance with the Bylaws of the Association as modified from time-to-time by the Board (the "Policy"). The Complaint

shall set forth the acts complained of, the facts of the case and the names of witnesses, if any.

Section 10.2 Discipline. Upon receipt of the Complaint, the Board shall follow the procedures set forth in the Policy. If the parties do not come to an accord following this procedure, a meeting of the Board shall be called and held as soon as practicable in order to investigate the same. The complainant or complainants and the Member complained of shall receive at least seven days notice of such meeting in order that they and any witnesses may appear and be heard. The statements and evidence presented at the hearing shall be reduced to writing and filed with the Corresponding Secretary. After the hearing, the Board shall render a decision. Recommendations may include dismissal of the Complaint, discipline, suspension, or expulsion of the party or parties involved or other appropriate discipline as the Board deems appropriate. Such decision shall be reduced to writing and filed with the Corresponding Secretary, a copy of which decision is placed in the involved parties files. Immediately thereafter, the Corresponding Secretary shall mail copies of the hearing and decision to the complainant or complainants and to the Member complained of. An appeal from the decision of the Board may be taken to the Club Membership within seven (7) days thereafter by serving upon the Corresponding Secretary a written notice of such appeal. A special meeting of the Membership shall thereupon be called for consideration of the case and a two-thirds vote of all Members present at such meeting shall be necessary to reverse the decision of the Board. No Complaint shall be heard by the Board until both parties complete the conflict resolution process. If an involved party does not comply, the Board may take disciplinary action.

ARTICLE XI INDEMNIFICATION

Section 11.1 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 (a) such person conducted himself or herself in good faith, (b) such person reasonably believed that (1) in the case of a Director action in his or her official capacity, that his or her conduct was in the Club's best interests, or (2) in all other cases, that such person's conduct was at least not opposed to the Club's best interests, and (c) in the case of any criminal proceeding, such party had not reasonable cause to believe his or her conduct was unlawful. However, the Club may not indemnify a person either (a) 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 (b) 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 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 XII MISCELLANEOUS

Section 12.1 Records. The Club shall keep as permanent records minutes of all meetings of its Members and the Board, a record of all actions taken by its Members or the Board without a meeting, and actions taken by a committee in place of the Board. The Club shall also maintain the following records: (a) appropriate accounting records; (b) its Articles of Incorporation and By-laws; (c) Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of Members of any class or category of Members, if any; (d) a list of names and business or home addresses of its current Directors and Officers; (e) 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; (f) all written communications within the past three (3) years to members; and (g) all financial statements prepared for periods during the last three (3) years that a member of the Club could have requested under State law.

Section 12.2 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 12.1 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 or at a reasonable location specified by the Club. 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. Members entitled to inspect these records must also meet the following requirements: (a) the member must have been a member at least three (3) months immediately preceding the demand; (b) the demand must be made in good faith and for a proper purpose; (c) the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and (d) the records must be directly connected with the described purpose.

Section 12.3 Wording. As used in these By-laws, words of masculine gender shall mean and include correlative words of feminine gender and words in the singular shall mean and include correlative words in the singular.

Section 12.4 Fiscal Year. The fiscal year of the Club shall be such period as may be fixed by the Board.

Section 12.5 Severability. The invalidity of any provision of these By-laws shall not affect the other provisions hereof, and in such events these By-laws shall be construed in all respects as if such invalid provision were omitted.

BY-LAWS CERTIFICATE

The undersigned certifies that he/she is the Secretary of Amherst Skating Club, Inc. and that he/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 By-laws of the Club.

Dated: May 11, 2021

Name: Stacey L. Moar
Secretary, ASC Board of Directors

Amended November 7, 2020