



**ESSEX
SKATING
CLUB OF N.J., INC.**
Member United States Figure Skating Association

**BYLAWS
OF
THE ESSEX SKATING CLUB OF NEW JERSEY, INC**

AS AMENDED AND REVISED MAY 14, 2019

**ARTICLE I
NAME; EXISTENCE; OFFICES**

Section 1.1 Name. The name of this organization is the Essex Skating Club of New Jersey, Inc. (the "Club").

Section 1.2 Incorporation. The Club is incorporated as a nonprofit corporation under the laws of the State of New Jersey (the "State") and shall be governed by the New Jersey Nonprofit Corporation Act, Title 15A of the New Jersey Revised Statutes (the "Nonprofit Law").

Section 1.3 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 (each, a "Member") 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.

Section 1.4 Offices. The principal office of the Club shall be located at Richard J. Codey Arena, 560 Northfield Avenue, West Orange, New Jersey 07052. The registered office of the Club required by the Nonprofit Law to be maintained in the State may be, but need not be, the same as the principal office of the Club, and the address of the registered office may be changed from time to time by the Board of Trustees or by the Officers of the Club. The registered office of the Club is currently located at 560 Northfield Avenue, West Orange, New Jersey 07052.

ARTICLE II PURPOSES

Section 2.1 Principal 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.

Section 2.2 Mission Statement. The Club will be in full compliance with the mission statement of US Figure Skating as stated in Article II of the US Figure Skating bylaws. We create and cultivate opportunities for participation and achievement in figure skating. In addition to the foregoing and to the principal purpose described in Sec. 2.1 of these Bylaws, the mission of the Club shall be:

(a) To be organized exclusively for charitable and educational purposes provided for under Section 501(c)(7) of the current Internal Revenue Code. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its Members, Trustees, Officers or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. No substantial part of the activities of the Club shall consist of the dissemination of propaganda or otherwise attempting to influence legislation or public policy, and the Club shall not participate in, or intervene in (including the preparation or distribution of statements) any political campaign on behalf of any candidate for public office. The Club shall not carry on any activities not permitted (a) by a corporation exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code of 1986 (the "Code") or the Nonprofit Law; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code or the corresponding provision of any future United States Internal Revenue Law. In the event of dissolution of the Club, its assets shall be distributed only to organizations that enjoy exempt status in accordance with the provisions of section 501(c)(7) of the Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

(b) To support cooperative activities related to figure skating, which may include, but are not limited to, tests, competitions, exhibitions, schools, conferences, cooperation with professionals, rink owners and rink managers, and disseminating information concerning figure skating.

(c) To raise money to support the activities of the Club through the assessment of membership fees and dues and any other lawful means provided. However, none of the income of the Club shall inure to the private profit of any individual person.

(d) To offer scholarships based on merit to qualified skaters who are current Essex Skating Club home club Members in good standing with U.S. Figure Skating.

(e) To educate and inform the public about figure skating, with emphasis upon its, healthful aspects and its value as a family activity that contributes to the development of fitness and character in individuals of all ages.

(f) To provide an equal opportunity to eligible athletes, coaches, trainers, managers, administrators, and officials to participate without discrimination on the basis of race, color, ethnicity, religion, age, gender, sexual orientation, gender identity, disability, or national origin.

Section 2.3 Scholarships. The Club intends to maintain a scholarship committee approved by the Board. The principal purpose of this committee shall be to award the Essex Club Scholarship and the Duffy Scholarship once each skating season. The monetary amount of the Duffy Scholarship shall not exceed the annual interest received from the Duffy CD. The monetary amount of the Essex Scholarship shall not exceed the amount received from the annual scholarship donations. The scholarship committee shall report the names of the recipients to the Board prior to the annual meeting. The scholarship funds shall be administered by the Club Treasurer.

ARTICLE III MEMBERS

Section 3.1 Members. Any person may become a Member of the Club. Club Members shall be: required to abide by, and to conduct themselves in a manner consistent with, these Bylaws and any rules or regulations made by the Board of Trustees, as well as the Bylaws, Official Rules, policies, procedures, code of conduct, and code of ethics and principles of ethical behavior of U.S. Figure Skating and the United States Olympic Committee (“USOC”).

Section 3.2 Membership Application. An application for membership in the Club must be executed by the applicant or, if the applicant is under eighteen (18) years of age, or not legally competent, by the applicant’s parent or legal guardian.

Section 3.3 Membership Approval. Any person may be approved for membership after an adequately completed and executed application with the current membership fee has been received. Membership approval shall be without regard to Applicant’s race, color, ethnicity, religion, age, gender, sexual orientation, gender identity, disability, or national origin.

Section 3.4 Classes of Membership. There shall be two (2) classes of membership: Home Club Membership (including Special Olympics/Therapeutic Skaters,

Basic Skills, Collegiate, and Honorary Members) and Associate Membership,. Each class and sub-class of membership shall have annual dues as established by the Board.

Section 3.5 Sanctions. No Home Club Member shall make entry in any U.S. Figure Skating or ISI sanctioned show, , exhibition, or competition without the approval of an Essex Skating Club Officer or Test Chair. The Secretary or Sanctions Officer is to maintain a record of all sanctions requested, and to file all required sanction forms with U.S. Figure Skating.

ARTICLE IV GOVERNANCE

Section 4.1 Annual Meeting. The Club shall hold an annual meeting of its Club Members for the purpose of electing Members of the Board of Trustees (each, a “Board Member” or “Trustee”) and for the transaction of such other business as may come before the meeting. The annual meeting shall be held in the Spring, no later than June 30th, the end of the corporate fiscal year. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Club or invalidate any action taken by the Board or Officers of the Club.

Section 4.2 Notice of Annual Meeting. Notice of the annual meeting shall be given by the Secretary to every Club Member in good standing, at least twenty (20) days before the date of the meeting. Notice may be given by mail, e-mail, or other reasonable form of communication, and shall include a proxy for any matter upon which a vote is to be taken.

Section 4.3 Voting. Only Home Club Members aged eighteen (18) years and older may vote. Any Member not legally competent shall have his or her vote transferred to the Member’s parent or legal guardian. All Home Club Members not in attendance at the annual meeting may vote by proxy. The only matter upon which Members may vote is the election of Trustees.

Section 4.4 Quorum. Twenty percent (20%) of the votes entitled to be cast by the Club Members on a matter shall constitute a quorum for action on the matter. All actions shall be taken by a majority of such quorum.

Section 4.5 Special Membership Meetings. The Secretary shall call special membership meetings at the discretion of the President or upon written request of five (5) Home Club Members in good standing with at least three (3) days’ notice.

Section 4.6 Meetings by Telecommunications. Any or all of the Club Members may participate in an annual or special membership meeting by, or the meeting may be conducted through, the use of any means of communication by which all persons participating in the meeting can hear each other during the meeting. A Club Member participating in a meeting in this manner is deemed to be present in person at the meeting.

Section 4.7 Termination, Expulsion, or Suspension. The Board of Trustees, by majority vote, shall have the power to suspend or expel any Club Member and terminate or suspend any membership for violation of the Bylaws or rules of the Club, US Figure Skating, or USOC, or for any conduct reasonably deemed improper. Any Club Member expelled or suspended shall be liable to the Club for dues, assessments, or fees incurred, or commitments made, prior to expulsion or suspension.

ARTICLE V BOARD OF TRUSTEES

Section 5.1 General Powers and Qualifications.

(a) Powers. The business and affairs of the Club shall be managed by its Board of Trustees (the "Board"), except as otherwise provided in the Nonprofit Law, the Club's Articles of Incorporation or these Bylaws. The Board shall have general control of all property belonging to the Club.

(b) Qualifications. Board Members must be (i) at least eighteen (18) years old; (ii) registered with U.S. Figure Skating; and (iii) Home Club Members of the Club in good standing in accordance with provisions of applicable rules of U.S. Figure Skating. Auxiliary Board Members may be added to the Board at the discretion of the President and will have no voting rights.

Section 5.2 Number of Board Members. The Board shall be composed of no more than fourteen (14) and no fewer than eight (8) Board Members, exclusive of Honorary Board Members.

Section 5.3 Term of Board Members. Board Members shall be elected each year at the annual meeting of the membership, and each shall serve a term of three (3) years. No Board Member may be elected to serve more than two (2) successive elected terms to the Board of Trustees unless he or she holds a position as a Club officer, a position on the U.S. Figure Skating Board of Directors, or a U.S. Figure Skating committee, or is an active U.S. Figure Skating official. The immediate past President, President, Vice President, Treasurer, Secretary and Membership Chair shall serve as holdover Board Members, notwithstanding the fact that any such holdover Board Member may be otherwise ineligible to be elected to the Board of Trustees. Such holdover Board Member shall serve on the Board until the completion of his or her term, any successively elected term or terms of office are completed, or a successor has been elected.

Section 5.4 Nomination and Election of Board Members: Vacancies. Candidates for Board membership shall be nominated by a nominating committee appointed by the Board as well as by nomination from the floor at the annual meeting of the membership. In case of a vacancy, the Board shall elect a Club Member to serve as a Board Member for the balance of the unexpired term. The nominating committee shall be composed of at least three (3) but no more than five (5) Club Members. A member of the nominating

committee is not eligible to be elected to the Board, with the exception of a member who is eligible for a renewal term to the Board.

Section 5.5 Honorary Board Members. The Board may elect an Honorary Board Member for life or until his or her resignation. Honorary Board Members are eligible to vote on all matters brought before the Board.

Section 5.6 Resignation. A Board Member may resign at any time by giving written notice of resignation to the Board. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date.

Section 5.7 Removal. A Board Member may be removed, but only for cause, by the affirmative vote of the majority of votes cast by the Club Members.

Section 5.8 Suspension by Board. The Board shall have the power to suspend any Board Member, pending a final determination that cause exists for removal, if the Board determines, in its sole discretion, that there is a reasonable possibility that cause for removal may exist. The determination of whether cause exists shall be made by the Board in its sole discretion and shall not be set aside unless it is unreasonable, arbitrary, or capricious. Conduct constituting cause for removal includes, but is not limited to:

(a) Repeated failure to attend meetings or to maintain a reasonable degree of familiarity with the business conducted by the Board;

(b) Any conduct as a Board Member or individually that is disloyal or contrary to the interests of the Club, such as seeking or obtaining an improper personal benefit on account of the Trustee's position or exploiting for personal benefit information obtained as a Trustee; or

(c) Engaging in any action that reasonably would be viewed as likely to cause the Trustee's continued membership on the Board to cause embarrassment or reputational harm to the Board or the Club.

Section 5.9 Attendance at Board Meetings. Board Members are expected to attend Board meetings, either in person or via electronic means. Board Members who consistently fail to attend meetings may be asked to resign from the Board.

Section 5.10 Rules. The Board may prescribe rules for, among other things, the use of the Club's property, the admission of guests and approved pros, its own governance, and governance of the committees appointed by it. The Board may assess penalties for substantiated offenses committed.

Section 5.11 Membership Fees/Dues. The Board may establish, as it shall deem necessary and appropriate, such periodic membership fees, dues, and other assessments, and procedures for the manner of payment and collection thereof.

Section 5.12 Fiscal Powers of the Board. All material fiscal appropriations from the funds of the Club shall be made by the Board. Prior to the beginning of each skating season, the Treasurer shall prepare a proposed budget for the operations of the Club. Prior to each skating season, the Board shall approve the proposed budget, with such revisions as it deems necessary or appropriate. The Board shall periodically review such budget, based upon actual revenues from membership and other sources of revenue. All funds and revenues to the Club shall be maintained by the Treasurer of the Club.

Section 5.13 Board Meetings. The Board shall meet as often as required on dates set by the Board, on at least seven (7) days' written notice by mail or electronically. Special meetings may be called by the President on at least three (3) days' written notice by mail or electronically. The annual meeting of the Board for the election of officers and other business shall take place without notice immediately after the annual membership meeting. Any three (3) Board Members may call a Board meeting on at least two (2) days' written notice sent by mail or electronically to all of the Board Members. The notice shall state the date of the meeting, purpose for which the meeting is being called, and the names of the three (3) Board Members requesting the meeting. Any meeting of the Board at which a quorum is present may be adjourned to meet again at a time and place specified by the Board when it adjourns the meeting.

Section 5.14 Meetings by Telecommunications. Members of the Board or any committee thereof may participate in a meeting, or the meeting may be conducted, through the use of any means of communication by which all persons participating in the meeting can hear each other during the meeting. Such participation shall constitute presence in person at the meeting.

Section 5.15 Quorum and Voting. A majority of the total number of voting Board Members (excluding Honorary Board Members from the total) shall constitute a quorum for the transaction of business at any Board meeting. The vote of a majority of the Board Members present at a meeting at which a quorum is present (at the time of the vote) shall be the act of the Board. Honorary Board Members shall be voting Board Members.

Section 5.16 Compensation. Board Members shall not receive compensation for their services as such, except that Board Members shall not be required to pay dues. However, reasonable expenses of Board Members for attendance at Board meetings and conduct of other authorized Club business may be paid or reimbursed by the Club. Board Members shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 5.17 Appointment of Committees. The Board intends to appoint the following standing committees: Ice Monitors, Membership, Synchronized Skating, Social Media, Tests, Theater on Ice, Special Olympics/Therapeutic Skating, Pro Liaison, Competitions and Special Events, Athlete Advisory, Scholarships, and SafeSport. The Board may appoint such ad hoc committees from time to time as it deems necessary or appropriate. Upon appointment, the Board shall charge each committee with its duties and responsibilities.

Section 5.18 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if, prior to the action, each Board Member consents in writing to the action, which consent may be transmitted electronically. Each written consent shall be filed with the minutes of the proceedings of the Board. Action by the Board by written consent shall have the same force and effect as a unanimous vote of the Board Members for all purposes. Any certificate or other document that relates to action taken by consent may state that the action was taken by unanimous written consent of the Board without a meeting.

ARTICLE VI OFFICERS

Section 6.1 Number and Qualifications. The Officers shall be a President, a Vice President, a Secretary, a Treasurer, a Membership Chair, a Test Chair, an Immediate Past President, and such other Officers as the Board may, from time to time elect. Officers shall be elected from among Home Club Members who, upon election as Officers, shall become Board Members. The Immediate Past President shall have no voting privilege unless granted voting privileges by the Board after accession of the new President. With the exception of the Immediate Past President, the Officers shall be elected at the annual meeting of the Board of Trustees. The offices of the Secretary and the Treasurer may be combined.

Section 6.2 Compensation. Officers shall not receive compensation for their services as such, except that Officers shall not be required to pay dues. However, the reasonable expenses of Officers may be paid or reimbursed by the Club. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 6.3 Resignation. An Officer may resign at any time by giving written notice (including electronically) of resignation to the Board. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date.

Section 6.4 Removal. Any Officer may be removed by the Board whenever, in its judgment, the best interests of the Club will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not in itself create contract rights.

Section 6.5 Vacancies. A vacancy in any office, however occurring, may be filled by the Board for the unexpired portion of the term.

Section 6.6 Authority and Duties of Officers. The Officers of the Club shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board or these Bylaws, except that in any event, each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. It shall be the duty of the President to take charge of the Club and to preside at all meetings of the Club and the Board. The President shall have the entire supervision and management of the Club and its property in accordance with the action of the Board; the power to suspend any Member for violating the Bylaws or regulations of the Club, pending approval of the Board; and the right to call special Board meetings and Club meetings. The President, together with the Secretary or Treasurer or other individuals so authorized by the Board, shall sign all agreements and contracts made by the Club upon the approval of the Board.

(b) Vice-President. It shall be the duty of the Vice-President to assist the President in the discharge of duty, and in the absence or incapacity of the President the Vice President shall assume the President's duties and officiate instead. In the absence of both the President and the Vice President, the Secretary shall assume the duties of the President and officiate.

(c) Secretary. It shall be the duty of the Secretary to keep the minutes of the proceedings of the Club and the Board and to supervise all reports and documents connected with the business of the Club and its relation with U.S. Figure Skating, to supervise keeping a roll of Board memberships together with the dates of their election and a record of all Board Members elected, deceased, suspended, or expelled. The Secretary shall notify a new Board Member of his or her election to the Board and shall furnish the new Board Member with a copy of the Bylaws and rules of the Club. The Secretary shall supervise correspondence of the Club and prepare and issue notices of all meetings of the Club and the Board. The Secretary shall also be responsible for ensuring that the Club files its annual report with the State of New Jersey and for ensuring the annual review of the rules and regulations of the Club and their presentation to the Board for annual approval at the meeting prior to the annual meeting for inclusion, as may be appropriate, in the annual membership packet for the general membership.

(d) Treasurer. It shall be the duty of the Treasurer to be the principal financial officer of the Club and to have the care and custody of all its funds, securities, evidences of indebtedness, and other personal property. The Treasurer shall keep a record of all receipts and disbursements and shall render a written report at each regular meeting of the Board. The funds shall be deposited in the name of the Club in any bank or banks approved by the Board in a checking account or savings account as the Board may direct, or funds may be invested in securities approved by the Board. All checks for withdrawal of funds from the checking account and all withdrawal vouchers from the savings account shall be signed by the Treasurer or a Board approved Assistant Treasurer. The Treasurer shall be responsible for the prompt payment of all proper financial obligations and shall obtain insurance as required by the Board. The Treasurer must report at every meeting of the Board as to the financial condition of the Club. The Treasurer may make disbursements from the accounts of the Club only on approval of the Board or as such expenditure is part of a budget approved by the

Board. The Treasurer must maintain current and complete records of all payments of dues and fees and report thereon to the Board.

(e) Membership Chair. It shall be the duty of the Membership Chair to process all applications for Club and U.S. Figure Skating membership on an annual basis, both renewals and new applications. The Membership Chair shall maintain records of all the Club Members. These records shall include the U.S. Figure Skating number, home address, telephone number, e-mail address, and emergency contact information. The Membership Chair shall also communicate with Club Members by mail or e-mail (1) at annual membership renewal time; and (2) at the beginning of each skating season to provide Club ice schedules and additional expected events to be organized by the Club for the new season.

(f) Test Chair. It shall be the duty of the Test Chair to chair the Tests Committee and to plan, organize, schedule, and coordinate the Club's test sessions. In addition, the Test Chair shall verify and disseminate to U.S. Figure Skating the results of each test session. The Test Chair is authorized to buy ice for the test sessions and to approve the expenses incurred to conduct the test sessions.

Section 6.7 Bonds. The President and/or Treasurer may be bonded as designated by the Board.

ARTICLE VII STANDARD OF CONDUCT FOR BOARD MEMBERS AND OFFICERS

Section 7.1 General. Each Board Member and Officer shall perform his or her duties as a Board Member or Officer, including, without limitation, his or her duties as a member of any committee of the Board (i) in good faith; (ii) in a manner the Board Member 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 Board Member 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 7.2 Reliance on Certain Information and Other Matters. In the performance of his or her duties, a Board Member 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: (i) one or more Officers of the Club whom the Board Member 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 that the Board Member or Officer reasonably believes to be within such person's professional or expert competence; (iii) a committee of the Board of

Trustees on which the Board Member or Officer does not serve, if the Board Member reasonably believes the committee merits confidence; unless, in any case, the Board Member or Officer knows such information to be false or unreliable.

Section 7.3 Limitation on Liability. A Board Member or Officer shall not be liable to the Club or its Members for any action the Board Member or Officer takes or omits to take as a Board Member or Officer if, in connection with such action or omission, the Board Member or Officer performs his or her duties in compliance with this Article.

ARTICLE VIII CONFLICTS OF INTEREST

Section 8.1 Definition. As used in this Section 8.1: (i) “conflicting interest transactions” means a contract, transaction, or other financial relationship between the Club and a Board Member of the Club, or between the Club and a party related to a Board Member, or between the Club and an entity in which a Board Member of the Club is a director or officer or has a financial interest; and (ii) a “party related to a Board Member” means a spouse, a descendent (including through adoption), an ancestor, a sibling (by the whole or half-blood), the spouse or descendent (including through adoption) of a sibling, an estate or trust in which the Board Member or a party related to a Board Member has a beneficial interest, or an entity in which a party related to a Board Member 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 Board Member of the Club or a party related to a Board Member or an entity in which a Board Member of the Club is a director or officer or has a financial interest, or solely because the Board Member is present at or participates in the meeting of the Club’s Board of Trustees or of a committee of the Board of Trustees that authorizes, approves, or ratifies the conflicting interest transaction, or solely because the Board Member’s vote is counted for such purpose if: (i) the material facts as to the Board Member’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Trustees or the committee, and the Board of Trustees or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Board Members, even though the disinterested Board Members are less than a quorum; or (ii) the material facts as to the Board Members 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 on terms at least as favorable to the Club as could be obtained in an arm’s-length transaction. Common or interested Board Members may be counted in determining the presence of a quorum at a meeting of the Board of

Trustees or of a committee that authorizes, approves, or ratifies the conflicting interest transaction.

Section 8.3 Loans. No loans shall be made by the Club to its Board Members or Officers. Any Board Member 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 CONFLICT RESOLUTION

If any Member of the Club has a complaint against another Member of the Club for an infraction of any Bylaw, rule, policy, or procedure of the Club, other than skating rules, he or she may file a complaint in writing to the Board. Such complaints will be investigated and resolved in accordance with the Club's conflict resolution policy, which the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.

ARTICLE X INDEMNIFICATION

The Club shall indemnify any Board Member, Officer, or agent of the Club to the fullest extent permitted by the Nonprofit Law and any other applicable law 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 Board Member 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 in which the person is or has been adjudged liable for gross negligence or willful misconduct in connection with the subject of the proceeding; 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 Trustees by a majority vote of a quorum of the Board, which quorum shall consist of Board Members not parties to the subject proceeding, or by such other person or body as permitted by law.

ARTICLE XI MISCELLANEOUS

Section 11.1 Records. The Club shall keep as permanent records minutes of all meetings of its Club Members and the Board, a record of all actions taken by the Board without a meeting, and of actions taken by a committee in place of the Board, and a record of all waivers of notices of meetings of Members, the Board, 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 Board Members and Officers; (v) a copy of its most recent New Jersey annual report delivered to the State; (vi) a record of its Members that permits preparation of a list of the name and address of all Club Members in alphabetical order and, if applicable, by class which shows the number of votes each Member is entitled to cast; (vii) all written (including electronic) 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 Nonprofit Law; *provided, however*, that any records that have been added pursuant to this amended and revised version of the Bylaws shall be required to be retained only from and after the date of adoption of these Bylaws.

Section 11.2 Inspection and Copying of Club Records. Upon written demand delivered at least five (5) business days before the date on which a Club Member wishes to inspect and copy any of the Club records identified in Section 11.1 of this Article, a Club Member or his or her agent or attorney shall be 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 Club Member may also inspect any other records at a reasonable location specified by the Club upon the same terms and conditions. Club Members entitled to inspect these other records must also meet the following requirements: (i) the Club Member must have been a Club Member for 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 Club Member must describe with reasonable particularity the purpose and the records the Club 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 11.3 Limitations on Use of Membership List. Unless the Board 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 Club Member's interest as a Club Member; (ii) used to solicit money or property; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

Section 11.4 Financial Statements. Upon the written request of any Club Member, the Club shall mail to such Club 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 11.5 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, and such authorized persons shall have the 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 11.6 Fiscal Year. The fiscal year of the Club begins on July 1st and ends on June 30th, to correspond with the fiscal year of U.S. Figure Skating.

Section 11.7 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 11.8 Notices.

(a) Unless otherwise specified herein, all notices required to be delivered pursuant to these Bylaws shall be effective only if in writing (including sent electronically) or by telephone confirmed in writing, all such writings to be delivered personally, as set forth herein, during normal business hours or sent electronically or by registered or certified mail, postage prepaid and return receipt requested, to the recipients' postal addresses, facsimile numbers, or electronic mail addresses, as applicable, as recorded on the books and records of the Club, or to such other postal address, facsimile number, or electronic mail address as may be provided by any recipient from time to time.

(b) In computing the period of time for the giving of any notice, the day on which the notice is given shall be excluded and the day on which the matter noticed is to occur shall be included. If notice is given by personal delivery, then it shall be deemed given on the date personally delivered to such person. If notice is given by facsimile, it shall be deemed delivered when the sender receives an acknowledgment that the facsimile was sent successfully. If notice is given by electronic mail, it shall be deemed given when sent. If notice is given by mail, it shall be deemed given when deposited in the mail addressed to the person to whom it is directed, with prepaid postage thereon. If notice is given in any other manner authorized herein or by law, it shall be deemed given when actually delivered, unless otherwise specified herein or by law.

Section 11.9 Amendments. The Bylaws may be amended by the vote of at least a majority of the Board Members at any Board meeting called for that purpose, or by vote of two thirds (2/3) of the Club Members present at the annual meeting, due notice of the

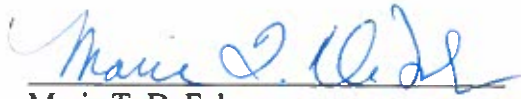
action being contemplated having been given at least ten (10) days prior to said meeting. These Bylaws, upon due adoption, supersede all prior versions.

[Remainder of page intentionally blank.]

BYLAWS CERTIFICATE

The undersigned certifies that she is the Secretary of The Essex Skating Club of New Jersey, Inc., 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: May 14, 2019



Marie T. DeFalco