

BYLAWS
OF
NORWICH FIGURE SKATING CLUB, INC.

Adopted June 30, 2015

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**BYLAWS
OF
NORWICH FIGURE SKATING CLUB, INC.**

**ARTICLE I
*General***

These Bylaws are intended to supplement and implement applicable provisions of law and of the Certificate of Incorporation (the “Certificate of Incorporation”) of the **NORWICH FIGURE SKATING CLUB, INC.** (the “Corporation” or the “Club”).

**ARTICLE II
*Offices***

The principal office of the Corporation shall be located within the State of Connecticut, at the physical address of: the RoseGarden Ice Arena, 641 New London Turnpike, Norwich, CT. The Corporation shall continuously maintain within the State of Connecticut a registered office at such place as may be designated by the Board of Directors.

**ARTICLE III
*Membership***

Section 3.1 Eligibility.

The Corporation shall have two [2] class[es] of members. The classes of members are as follows:

(1) Voting Members: which shall consist of: a) Parents of skaters (under age 18), b) Adult skaters (18 and over), c) Coaches/Professionals, and d) Community members

(2) Non-Voting Members: which shall consist of: a) Skaters under the age of 18, and b) Associate members

Any figure skater, parent and/or legal guardian, coach or individual interested in the objectives and purposes for which the Club has been incorporated, are registered with U.S. Figure Skating, and expressing a desire to support the Club’s programs, may become a member of the Club. Membership in the Corporation shall not be transferable unless otherwise provided in the Corporation’s Certificate of Incorporation.

Membership in U.S. Figure Skating. The Club has been formed to be a member of the U.S. Figure Skating, to exist for the purposes specified in the Certificate of Incorporation of these Bylaws. As such, the Club and its members shall be subject to and abide by the Bylaws and Official Rules of U.S. Figure Skating, as in existence and amended from time-to-time by U.S. Figure Skating.

Section 3.2 Term of Membership and Dues. Membership shall be in effect until voluntary resignation, or removal pursuant to these bylaws. Any member may resign at any time by mailing or delivering written notice to the Secretary of the Corporation (any resignation to take effect when such notice is delivered unless the notice specifies a later effective date). Members of the Club shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws, Official Rules, policies, procedures, code of conduct, and code of ethics and principals of ethical behavior of U.S. Figure Skating. Any violation by a Member as to the Bylaws, Official Rules, policies, procedures, code of conduct, and code of ethics and principals of ethical behavior of U.S. Figure Skating shall be grounds for removal as a Member in the Club.

Any Member not paying the yearly Dues shall be grounds for removal as a Member in the Club. See also Section 4.13. The Club's fiscal year shall be July 1st to June 30th.

Section 3.3 Annual Meeting. A meeting of the members shall be held annually for the election of Directors and the transaction of other business as may properly come before the members in late May or early June, or as determined from time to time by the Board of Directors. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club.

Section 3.4 Special Meetings. Special meetings of the members may be called at any time by the President of the Board of Directors or by the Board of Directors. Such meetings may also be convened by members entitled to cast at least Ten [10%] percent of the total number of votes entitled to be cast at such meeting. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of the members. Special Meetings must be held at the Clubs physical place of business, which is the RoseGarden Ice Arena, 641 New London Turnpike, Norwich, CT.

Section 3.5 Regular Meetings. Regular meetings of the members may be held as determined by resolution of the members or of the Board of Directors.

Section 3.6 Place and Time of Meetings. Meetings of the members may be held at such place in the State of Connecticut, and at such hour as may be fixed in the notice of the meeting. If no place is stated, the meeting shall be held at the Club's principal office.

Section 3.7 Notice of Annual, Regular and Special Meetings. Notice of each meeting of the members shall be given by the Secretary and shall state the date, time and place of the meeting and, if it is a special meeting, shall indicate the purpose or purposes for which the meeting is being called. Notice of any annual or regular meeting need not indicate the purpose or purposes for which the meeting is being called, except that, unless stated in a written notice of such a meeting, (i) no adoption, amendment or repeal of the Corporation's Certificate of Incorporation or these Bylaws, and (ii) no matter, other than the election of directors at an annual meeting, may be brought up which expressly requires the vote of members pursuant to the Connecticut Revised Nonstock Corporation Act.

Notice of any meeting shall be given to each member entitled to vote at such meeting. The notice shall be given personally, by telephone or other form of wire or wireless communication, or by mail or private carrier not less than ten (10) nor more than sixty (60) days before the date of the meeting.

When an annual, regular or special meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment.

Section 3.8 Waiver of Notice. A member may waive any notice required by law, the Certificate of Incorporation or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, shall be signed by the member entitled to such notice, and shall be delivered to the Secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records. Attendance at a meeting: (1) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 3.9 Proxies. Voting by proxy shall not be permitted.

Section 3.10 Quorum. Those members entitled to vote, present in person, at any meeting of members of the Corporation shall constitute a quorum for such meeting.

Section 3.11 Vote. Each voting member shall have one vote. Wherever action other than the election of directors is to be taken by vote of the members, it shall, except as otherwise required by law or the Certificate of Incorporation, be authorized if the votes cast by such members favoring the action exceed the votes cast by such members opposing the action. Directors shall be elected by a plurality of the votes cast by the members entitled to vote at a meeting at which a quorum is present.

Section 3.12 Presiding Officer and Secretary. At any meeting of the members, if neither the President, nor a Vice President, nor a person designated by the Board to preside at the meeting shall be present, the members present shall appoint a presiding officer for the meeting. If neither the Secretary nor an Assistant Secretary is present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

Section 3.13 Action without a Meeting. Any action permitted to be taken at a meeting of the members may be taken without a meeting if all members entitled to vote on the action consent in writing to the action. The action shall be evidenced by a written consent describing the action taken or to be taken, signed by the all of the members entitled to vote on the action, and delivered to the Secretary for inclusion in the minutes of the meetings of the members.

ARTICLE IV

Board of Directors

Section 4.1 Power of Board and Qualification of Directors. All corporate powers shall be exercised by or under the authority of, and the activities, properties and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. A Director need not be a resident of the State of Connecticut.

Section 4.2 Number of Directors. The number of Directors constituting the entire Board of Directors shall be not fewer than three and no more than 9. The number of Directors may be increased or decreased by action of the Board of Directors.

Section 4.3 Election and Term of Directors. At each annual meeting of the members, the voting members shall elect or re-elect Directors, each Director to hold office for a term of one year until the next annual meeting of the members and until his or her successor has been elected and qualified. Any Board member may serve as many consecutive terms as needed.

Section 4.4 Removal of Directors. Except as may otherwise be provided in the Certificate of Incorporation, any one or more of the Directors may be removed with or without cause at any time by action of the Board of Directors. A Director may be removed only at a meeting called for that purpose, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director.

Section 4.5 Resignation. Any Director may resign at any time by delivering written notice to the Board of Directors, its President, or the Secretary of the Corporation. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date.

Section 4.6 Newly-Created Directorships and Vacancies. Newly created directorships, resulting from an increase in the number of Directors, and vacancies occurring in the Board of Directors for any reason, shall be filled by the Board. Such vacancy shall be filled until the next annual meeting at which Directors are elected.

Section 4.7 Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held at such times as may be fixed by the Board. Special meetings of the Board of Directors may be called at any time by the President of the Board or a majority of the Directors.

Regular scheduled and special meetings of the Board of Directors may be held at any place in or out of the State of Connecticut. Regular scheduled meetings of the Board may be held without notice of the date, time, place or purpose of the meeting, except that, unless stated in the written notice of the meeting, no vote on the adoption, amendment or repeal of these Bylaws or the Corporation's Certificate of Incorporation may occur. Notice of each special meeting of the Board shall include the date, time and place of the meeting and shall be given personally, by telephone, telegraph, teletype or other form of wire or wireless communication, or by mail or private carrier not less than two (2) days before the date of the meeting and shall state the purpose or purposes for which the meeting is called.

Special meetings of the Directors shall be held whenever called by the President, the Secretary or upon the written request of at least one-third of the members of the Board of Directors.

A Director may waive any notice required by law, the Certificate of Incorporation or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, shall be signed by the Director, and shall be delivered to the Secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such Director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 4.8 **Quorum of Directors and Voting.** Unless a greater proportion is required by law or by the Certificate of Incorporation or these Bylaws, a majority of the number of Directors prescribed in accordance with Section 4.2, but in no event fewer than two, Directors shall constitute a quorum for the transaction of business. Except as otherwise provided by law or by the Certificate of Incorporation or these Bylaws, the vote of a majority of the Directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board. Voting by proxy is not permitted.

Section 4.9 **Action without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. Such action shall be evidenced by one or more written consents describing the action taken, shall be signed by each Director and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 4.9 is the act of the Board of Directors when one or more consents signed by all the Directors are delivered to the Corporation. The consent may specify the time at which the action taken thereunder is to be effective. A Director's consent may be withdrawn by a revocation signed by the Director and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the Directors.

Section 4.10 **Meetings by Conference Telephone.** Any one or more members of the Board of Directors may participate in any meeting of the Board by, or conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

Section 4.11 **Compensation of Directors.** No Director shall receive compensation for services rendered to the Corporation in such capacity, but Directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine, consistent with the requirements of section 33-1092 of the Connecticut General Statutes. Notwithstanding the foregoing, the Corporation shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes. Directors may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the Board of Directors, subject, however, to Article VIII of these Bylaws and to sections 33-1127 through 33-1139 of the Connecticut General Statutes.

Section 4.12 **Minutes.** The Secretary shall record or arrange to be recorded the minutes of each meeting of the Board of Directors and upon adoption by the Board of Directors shall retain such minutes with the permanent records of the Corporation.

Section 4.13 **Dues.** The Board of Directors may establish, as it shall deem necessary and appropriate, such periodic membership dues, other assessments and procedures for the manner of payment and collection thereof.

Section 4.14 **Delegates to the U.S. Figure Skating Governing Council.** The Club's Board of Directors shall appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with Article VII, Section 2 of the U.S. Figure Skating Bylaws. The Club's delegates shall be representatives of

the Club at the Governing Council meeting for which they are appointed as delegates and shall attend said meeting, either in person or represented by proxy. The Club will file a certificate of appointment of its delegates with the Secretary of U.S. Figure Skating, duly signed by an authorized Officer of the Club. Delegates to the U.S. Figure Skating Governing Council must be registered members of the Club and must meet the qualifications as set forth in Article VII, Section 1 of the U.S. Figure Skating Bylaws.

ARTICLE V ***Committees***

Section 5.1 **Committees.** The Board of Directors may create one or more committees and appoint one or more members of the Board and/or one or more members from the general membership, to serve on them. The creation of a committee and the appointment of Directors to a committee shall be approved by a majority of all the Directors in office when the action is taken. To the extent specified by the Board of Directors, any committee may exercise the power of the Board, provided all the voting members of such committee are Directors of the Corporation. Notwithstanding the above, a committee may not:

- (i) approve or recommend to members action that by law requires approval by members;
- (ii) fill vacancies on the Board of Directors or, except as provided in this section, on any of its Committees;
- (iii) adopt, amend or repeal these Bylaws or make changes to the Corporation's Certificate of Incorporation;
- (iv) approve a plan of merger;
- (v) approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than in the usual and regular course of affairs of the Corporation; or
- (vi) approve a proposal to dissolve the Corporation.

The Board of Directors may appoint one or more Directors as alternate Directors to replace any absent or disqualified Director during the Director's absence or disqualification.

Section 5.2 **Committee Rules.** Sections 4.7, 4.8, 4.9 and 4.10 of these Bylaws, which govern meetings, action without meetings, participation in meetings by conference telephone, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members as well, except that committees shall not be required to hold annual meetings.

Section 5.3 **Compliance with Standards of Conduct.** The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 33-1104 of the Connecticut General Statutes.

Section 5.4 **Advisory Committees.** In addition to the committees described above, the Board of Directors or the President may appoint one or more Directors and/or one or more

other persons, not Directors, to serve as one or more advisory committees, which shall have no power to exercise any power of the Board of Directors.

Section 5.5 **Minutes.** Each Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors, and such minutes shall be retained with the permanent records of the Corporation.

ARTICLE VI *Officers*

Section 6.1 **Officers; Eligibility.** The Board of Directors shall elect from among them a President, Secretary, Treasurer, and such other officers as determined by the Board of Directors. The same individual may simultaneously hold more than one office, except that no Officer may hold the office of the President and the Treasurer simultaneously.

Section 6.2 **Term of Office and Removal.** Each officer shall hold office for one year and until his or her successor has been appointed and qualified. All officers shall be appointed at the annual meeting of the Board of Directors or at any other meeting of the Board as the Board may determine. Any officer may be removed by the Board of Directors at any time with or without cause. Re-election or appointment of an officer shall not of itself create any contract rights in the officer or the Corporation. There shall be no limit to the number of times an officer can be re-elected to a particular office.

Section 6.3 **Resignation.** Any officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective time, the resignation shall be effective when the notice is delivered to the Board of Directors, its Chairman (if any), or the Secretary of the Corporation.

Section 6.4 **Powers and Duties of Officers.**

A. *President.* The President shall preside at each meeting of the Directors and shall have such powers and duties as usually pertain to the office of President and shall perform such other duties as may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these Bylaws, by the Board of Directors or by law.

B. *Vice President, if any.* In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice President, the Board of Directors shall *determine which of* them shall so perform the duties of the President under such circumstances. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.

C. *Secretary.* The Secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the members and of the Board of Directors and for authenticating and maintaining the records of the Corporation, and shall give or cause to be given

all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary.

D. *Treasurer.* The Treasurer shall have the custody of, and be responsible for, all funds and property of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer may designate, subject to approval of the Board of Directors. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. As authorized by the Board, the Treasurer shall make disbursements in accordance with the two-signature requirement of the Club. Expenditures shall not exceed \$75 without approval made by a majority vote of the Board. He or she shall at all reasonable times exhibit the books and accounts to any officer or Director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his or her duties as the Board of Directors may require, for which he or she shall be reimbursed.

Section 6.5 **Surety Bonds.** The Board of Directors may require any officer or agent of the Club to execute to the Club a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration of the Club of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Club.

ARTICLE VII

Directors' Conflicting Interest Transactions

Section 7.1 **Conflicts of Interest; Adoption of Policy.** The Corporation shall adopt a conflict of interest policy to assure that any potential "Directors' Conflicting Interest Transaction" as that term is defined in Section 33-1127 of the Connecticut General Statutes, or any potential "Excess Benefit Transaction" involving a "Disqualified Person," (including a director or officer of the Corporation) as those terms are defined in Section 4958 of the Internal Revenue Code, shall only be undertaken after the requisite disclosure, determinations and voting by Directors as provided in Sections 33-1129 and 33-1130 of the Connecticut General Statutes and under any relevant regulations of the Internal Revenue Service.

Section 7.2 **Disclosure; Annual Review of Policy.** The conflict of interest policy shall be reviewed by the Board at least annually. At the time of their election or appointment, each Director or officer of the Corporation may be asked to complete a disclosure statement identifying all related parties of the Director or officer who have a conflicting interest with respect to any transaction between such person and the Corporation. These statements shall be kept on file at the Corporation's office, and copies shall be distributed to all Board members for their reference. These statements shall be updated annually and any additions or other changes shall be made by the Director or officer in writing as they occur.

ARTICLE VIII

Miscellaneous

Section 8.1 **Fiscal Year.** The fiscal year of the Corporation shall July 1st to June 30th.

Section 8.2 Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments. Unless otherwise stated, the Treasurer shall as authorized by the Board make disbursements in accordance with the two-signature requirement of the Club. Expenditures shall not exceed \$75 without approval made by a majority vote of the Board.

Section 8.3 Books and Records. The Corporation shall keep at its office correct and complete books and records of the accounts, activities and transactions of the Corporation, the minutes of the proceedings of the members, the Board of Directors and any committee of the Corporation, and a current list of the members, Directors and officers of the Corporation and their business addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 8.4 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 8.3 of this Article, a member, their agent or attorney is entitled to inspect and copy such records during regular business hours on the premises of the Club's principal office. The Club may impose a reasonable charge, covering costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A member may also inspect any other records at a reasonable location specified by the Club upon the same terms and conditions. Members entitled to inspect these other records must also meet the following requirements: (i) the member must have been a member at least three (3) months immediately preceding the demand; (ii) the demand must be made in good faith and for a proper purpose; (iii) the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and (iv) the records must be directly connected with the described purpose. The rights set forth herein may not be abolished or limited by the Articles of Incorporation or these Bylaws.

Section 8.5 Limitations on Use of Membership List. Unless the Board of Directors gives its consent, the Club's membership list or any part thereof may not be: (i) obtained or used by any person for any purpose unrelated to a member's interest as a member; (ii) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election by the corporation; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

Section 8.6 Financial Statement. Upon the written request of any member, the Club shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

Section 8.7 Conveyances and Encumbrances. Property of the Club may be assigned, conveyed or encumbered by such Officers of the Club as may be authorized to do so by

the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Club shall be authorized only in the manner prescribed by applicable statute.

Section 8.8 Amendments to Bylaws. Subject to the notice requirements of Section 3.7, the Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present.

Section 8.9 References. Reference in these Bylaws to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in these Bylaws to a provision of the Connecticut General Statutes or any provision of Connecticut law set forth in such statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law.

Section 8.10 Solicitation. No individual may solicit on behalf of the Club without the knowledge and written consent of the Board.

Section 8.11 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, they may file a complaint in writing to the Board of Directors of the Club. Such complaints will be investigated and resolved according to the Club's conflict resolution policy that the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.

Section 8.12 Indemnification. The Club shall indemnify any Director, Officer or Agent of the Club, to the extent the Club is financially able.

BYLAWS CERTIFICATION

The undersigned certifies that he/she is the Secretary of the **NORWICH FIGURE 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 Bylaws of the Club.

Dated: 6/30/2015.

KAREN D. HANSEN

Name: Karen D. Hansen