

**Charter**

The Commonwealth of Massachusetts

Be it known, that whereas

George Atkinson, Jr.  
Aaron Davis  
Brooks Frothingham

Arthur Drinkwater  
A. Winsor Weld  
J. Collins Warren

and Harold W. Baker

have associated themselves with the intention of forming a Corporation under the name of

THE SKATING CLUB OF BOSTON

for the purpose of promoting and encouraging skating and other athletic sports, and have complied with the provisions of the Statutes of this Commonwealth in such case made and provided, as appears from the certificate of the President, Treasurer, Secretary and Board of Governors of said Corporation, duly approved by the Commissioner of Corporations and recorded in this office:

Now, therefore, I, Albert P. Langtry, Secretary of the Commonwealth of Massachusetts, do hereby certify that said George Atkinson, Jr., Aaron Davis, Brooks Frothingham, Arthur Drinkwater, A. Winsor Weld, J. Collins Warren and Harold W. Baker, their associates and successors are legally organized and established as, and are hereby made, an existing corporation under the name of

THE SKATING CLUB OF BOSTON

with the power, rights and privileges, and subject to the limitations, duties and restrictions, which by law appertain hereto.

(Seal)

Witness my official signature, hereunto subscribed and the Great Seal of The Commonwealth of Massachusetts hereunto affixed, this twenty-third day of April in the year of our Lord One Thousand Nine Hundred and Twelve.

(Signed) ALBERT P. LANGTRY,  
Secretary of the Commonwealth

THE COMMONWEALTH OF MASSACHUSETTS

Articles of Amendment to the Articles of Organization  
(General Laws, Chapter 180, Section 7)  
(Effective September 9, 2002)

ARTICLE IV:

A. Said corporation/organization is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

B. No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

C. Upon dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

Articles of Amendment to the Articles of Organization  
(General Laws, Chapter 180, Section 7)  
(Effective May 16, 2003)

ARTICLE VI

A. The beginning of the fiscal year shall be changed initially to July 1, 2003 from September 1, 2003 and thereafter.

**Constitution**  
(As amended to May 16, 2003)

**Article I**  
Name

The Club shall be called The Skating Club of Boston.

**Article II**  
Object

The object of the Club shall be to foster good feeling among its members and promote interest in the art of skating.

**Article III**  
Character

The Club shall be exclusively an amateur association. No entry in the Club name shall be made in any competition or exhibition except with the approval of the Board of Governors.

**Article IV**  
Property

The legal title to all property and assets of the Club, now owned or hereafter acquired, whether real or personal, shall vest in the Club as a corporate entity. Without in any way limiting such power as it has under the laws of the Commonwealth, it is specifically provided that the Club may own, lease, sell and rent suitable land, buildings, and equipment for use of the Club and may place a lien upon the same to secure bond issues or other evidence of indebtedness representing money borrowed for corporate purposes. Termination of membership for any cause whatever shall operate as a release of every right and claim of the member in or against the Club. None of the income of the Club shall enure to the benefit of any member of the Club by reason of membership therein.

The use of the property of the Club shall be restricted to the members and their guests excepting to the extent the Board of Governors may in its discretion determine that other use is necessary in order to maintain unimpaired the financial position of the Club.

**Article V**  
Officers

1. The officers of the Club shall be a President, Vice-President, Secretary, Treasurer and eleven (11) other regular or honorary members of the Club, who together shall

**Constitution cont.**

## **Article V** cont.

constitute the Board of Governors, and they shall serve without compensation as such. The Board may also elect one of its members, who is not an officer, as chairman.

2. Officers and members of the Board of Governors shall be elected by ballot at the annual meeting as hereinafter provided and shall take office on the first day of the fiscal year following such meeting. The President, Vice-President, Secretary and Treasurer shall be elected for terms of one (1) year. Other members of the Board of Governors shall be elected for terms of two (2) years. Each officer and Board member shall hold office until his successor has taken office. Election shall be according to the following schedule: even years: President, Vice-President, Secretary, Treasurer and six (6) members of the Board of Governors; odd years: President, Vice-President, Secretary, Treasurer and five (5) members of the Board of Governors. No member of the Board of Governors who is not also an officer may succeed himself as a member of the Board of Governors for more than three (3) consecutive terms of two (2) years, however he will be eligible for reelection to the Board of Governors no sooner than one (1) election year after the completion of three consecutive terms of two years. Terms as an officer are not limited nor shall they count toward limitation of terms as a member of the Board of Governors. Five (5) shall constitute a quorum of the Board of Governors. Any vacancy occurring in any office or in the Board of Governors may be filled by the remaining members of the Board of Governors.

3. On or before the first day of February of each year, the Board of Governors shall appoint a Nominating Committee of not less than three (3) nor more than five (5) members (none of whom shall be members of the Board of Governors). The Secretary of the Club shall thereupon notify all regular members of the Club of the appointment of such committee and invite them to send to the Chairman of the Nominating Committee the names of such persons as they desire to propose for the consideration of such committee. The Nominating Committee shall be at liberty in its uncontrolled discretion to adopt any such proposed name or names or to refrain from such adoption.

4. The Nominating Committee shall on or before the 10th day of each March make and deliver to the Secretary of the Club its nominations for the Officers and Board of Governors to be voted on at the ensuing annual meeting. The Secretary of the Club, upon receipt of said nominations shall forthwith, and in no event later than the 15th day of March, send a list of such nominations and the names of the Nominating Committee to members of the Club entitled to vote, together with a notice of their rights to make further nominations as hereinafter provided. Any ten members of the Club desiring to make further nominations for the Officers and Board of Governors may at any time prior to March 25th of each year deliver in hand to the Secretary such nominations in writing, signed by them. The notice of the annual meeting shall not be sent out prior to March

## **Constitution** cont.

**Article V** cont.

30th and shall contain a notice of all nominations, whether made by the Nominating Committee or by ten members as above provided. No person not nominated as herein provided shall be a candidate for office at the annual meeting against a person nominated in accordance with the foregoing provisions.

The Secretary shall mail with the notice of the annual meeting a ballot on which shall be listed all the nominations made as aforesaid. Any regular member may sign his ballot and send it to the Secretary and the Secretary of the meeting shall cast such ballot accordingly.

**Article VI**  
Election of Members

Any candidate for the Club shall be proposed to the Secretary by two members to whom the candidate is personally known. Candidates shall be elected by the Board of Governors or by a committee appointed by them.

**Article VII**  
Voting

Any person over twenty-one years of age regularly having privileges of the Club, except such persons holding honorary and special class memberships, shall be entitled to vote.

The Board of Governors may direct that a ballot by mail may be taken for use at any meeting of the Club on any subject it considers of sufficient importance. A ballot shall be taken for any proposed changes in either the Constitution or the By-Laws. The Secretary of the meeting shall cast such ballot as indicated thereon with the same effect as if the regular members submitting them were personally present at such meeting. Any member qualified to vote at any meeting may give a proxy, and the person holding such proxy may cast a vote or ballot for such absent member which shall have the same force and effect as if such member were present and voting.

**Article VIII**  
Amendment or Repeal

This Constitution may be amended or repealed by a vote of two-thirds of the members present, or voting by ballot or by proxy, at any meeting, notice of the general character of such amendment or repeal having been given seven days before such meeting.

**By-Laws**  
(As amended to May 21, 2004)

**Article I**  
Meetings of the Club

Seven (7) days' written notice of any meeting of the Club shall be given by the Secretary.

The annual meeting of the Club at which officers shall be elected and any business may be transacted shall be held in April or May of each year.

Special meetings shall be called whenever the President or Board of Governors consider them expedient, or whenever ten (10) members of the Club shall, in writing setting forth the general character of purpose thereof, request that a meeting be held.

Fifteen (15) members of the Club shall constitute a quorum for any meeting of the Club.

**Article II**  
Officers

*President and Vice-President.* The President shall preside at all meetings of the Club and of the Board of Governors. In his absence the Vice-President or Chairman of the Board if any shall perform his duties. In the absence of the President, Vice-President and the Chairman of the Board if any, a Chairman shall be chosen by vote.

*Secretary.* The Secretary shall issue all notices, keep a record of all meetings of the Club and Board of all other important matters concerning the Club. In case of the illness or temporary absence of the Secretary, the Board of Governors shall appoint a Secretary pro tem.

*Treasurer.* The Treasurer shall keep the accounts of the Club, receive all dues, and pay all bills, duly approved by one other member of the Board of Governors, keeping proper vouchers. At the Annual Meeting he shall make a statement of the Club's finances. In case of the illness or temporary absence of the Treasurer, the Board of Governors may designate any member of the Club to serve as Acting Treasurer until the Treasurer shall take up his duties again or until his successor is elected.

*Board of Governors.* The Board of Governors shall have full management and control of all property and assets of the Club, with power to sell and dispose of the same or any part thereof. They shall enforce obedience to the Constitution and By-Laws, shall make or authorize all necessary contracts or purchases, shall cause the accounts of

**By-Laws** cont.

**Article II** cont.

the Treasurer to be audited, and shall generally make such rules and regulations and do all such things for the proper management of the affairs of the Club as they may deem best. The Board of Governors may appoint such committees as they may desire to assist them in the management of the Club and may abolish the same or remove any member thereof.

**Article III**

Meetings of the Board of Governors

The Board of Governors shall hold meetings whenever they may elect. At the request of any member of the Board of Governors. a special meeting shall be called and notice shall be given by the Secretary.

**Article IV**

Membership Dues and Fees  
Certificates of Membership

a. Regular memberships (not including special classes of memberships established by the Board of Governors under Article VI hereof) shall consist of Family, Single, Family and Single Non-Skating, and Supporting memberships. The annual dues and entrance fees for said memberships shall be as follows:

	Annual Dues	Entrance Fees
Family	\$395.00	\$200.00
Single	\$240.00	\$125.00
Family (Non-Skating)	\$250.00	none
Single (Non-Skating)	\$150.00	none
Supporting	\$125.00	none

b. In addition to payments required in the foregoing section a., each holder of a regular membership shall be obligated to purchase a non-interest bearing Certificate of Membership in the amount of \$400.00. which shall be redeemable upon termination of membership to the extent of the amount paid therefor. Payment therefore shall be made at the time of election.

No Family shall be required to purchase more than one (1) Certificate of Membership although one or more memberships may be held by said Family.

**By-Laws** cont.

#### **Article IV cont.**

Upon the individual skating membership of the Club reaching 750, exclusive of special classes of membership established by the Board of Governors under Article VI hereof, entrance fees will be double the amount set forth in the above tabulation.

Failure to make payment of entrance fees within thirty (30) days after election to membership shall render such election null and void, unless waived by the Board of Governors. Annual dues in excess of \$100.00 may be paid in two equal semiannual installments due July 1st and February 1st during the skating year. Payment of annual dues or of a semi-annual installment thereof shall be considered an assent to the Constitution and By-Laws. Notice of annual dues shall be sent to each member at the address appearing on the books of the Club on or before July 1st of each year. Failure by any member to pay annual dues or a semiannual installment shall be reported by the Treasurer to the Board of Governors for such action as it deems expedient. Members failing to pay a semi-annual installment within thirty-one (31) days from July 1st or February 1st during the skating year, as the case may be, may be dropped from membership by the Board of Governors.

If a member shall, by written notice to the Secretary prior to July 1st, request the privilege of remission of annual dues because of non-use of the Club during the current skating season, the Board of Governors may, upon payment of a fee of \$50.00, remit the annual dues of such member. The Secretary may assume that such a request has been renewed in each subsequent year without the need for a written notice. A member granted the privilege of remission of annual dues has no current standing as a Club member and is not entitled to participate in the social activities of the Club, to introduce guests, or sponsor candidates for membership, but may make occasional use of the Clubhouse and ice privileges upon payment of such fees as the Board of Governors may determine.

Family membership shall give all privileges of the Club to husband, wife, and unmarried children.

Supporting membership shall give the privileges of the Club to husband and wife.

The increase in entrance fees shall become effective at the end of the skating season during which the individual skating membership (exclusive of members of special classes of membership) has reached 750 persons.

The Board of Governors shall have the power to modify, defer and waive the entrance fees and other charges.

**By-Laws cont.**

**Article V**

Honorary Membership

Honorary Membership may be conferred by the unanimous vote of all members of the Board of Governors present at a meeting upon any person deemed worthy of such membership, the candidate having been duly proposed and notice of such proposal having been included in the notice for the meeting. Honorary members shall enjoy all the privileges of the Club except voting. They shall be exempt from initiation fee and dues and shall have no interest in the property of the Club.

**Article VI**

Special Members

The Board of Governors may make rules and regulations concerning the admission of non-members to the privileges of the Club. The Board of Governors may also create special classes of membership, and determine what annual dues and entrance fees are to be paid by persons elected to such special classes of membership and from time to time the privileges of members holding such special classes of membership.

**Article VII**

Resignation

Any members whose resignation from the Club shall not have been received in writing, by the Secretary, by July 1st in any year shall become liable for the ensuing year's dues.

**Article VIII**

Discharge

No member shall receive an honorable discharge unless all his dues to the Club shall have been paid. The Board of Governors shall have full power, for cause, to expel or suspend any member whose conduct, in their opinion, shall have endangered the welfare of the Club.

**Article IX**

Amendment or Repeal

These By-Laws may be amended or repealed by vote of two-thirds of the members present, or voting by ballot or by proxy, at a meeting, the general character of such amendment or repeal having been stated in the notice for the meeting.

**By-Laws cont.**

**Article X**  
Indemnification

The Club shall, to the extent legally permissible, indemnify each of its governors and officers against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a governor or officer, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Club; provided, however, that as to any matter disposed of by a compromise payment by such governor or officer, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interest of the Club, after notice that it involves such indemnification: (a) by a majority of the disinterested governors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such governor or officer appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Club; or (b) by a majority of the disinterested members entitled to vote. Expenses including counsel fees, reasonably incurred by any such governor or officer in connection with the defense or disposition of any such action, suit or other proceedings, may be paid from time to time by the Club in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Club if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6, or any successor provision thereto. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any governor or officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise by law. As used in this paragraph, the terms "governors" and "officers" include their respective heirs, executors and administrators, and an "interested" governor is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending or threatened.

**Article XI**

**Conflict Resolution and Grievance Procedure**

Conflict Resolution

It is the expectation of the Board of Governors that every effort will be made to resolve any conflict occurring between skater(s), coaches, parents and/or other members of the

**By-Laws cont.**

## **Article XI cont.**

Club by informal means, including direct, one-to-one discussion and mutual resolution of problems. In the event that all informal means have been used and exhausted, the following procedure will be utilized”

### **Grievance Procedure**

All conflicts brought before the Board will be handled in a timely and confidential manner, using due process. Grievances will refer to single incidents and be filed by Individual Club Members. They cannot reflect cumulative events and must be signed and dated by one individual only. In the event that the aggrieved person is under the age of 18 years of age, that person’s legal guardian must sign the grievance.

All grievances shall be presented to the Board of Governors in writing, containing the following essential information:

- a. Name of the aggrieved person, signature and date;
- b. Reference to the specific article, section, paragraph of sentence of the Club Constitution, By-Laws or Rules at issue in the grievance;
- c. The nature of the grievance, with as many specific facts as available, such as date, time, statements and witnesses;
- d. Informatl actions taken in an effort to resolve the conflict.  
Action proposed to resolve the grievance.

The grievance shall be mailed to the President, in care of The Skating Club of Boston office address within one week of the event or incident forming the basis for the grievance. Failure to meet the filing deadline may constitute a waiver of the grievance in the sole discretion of the Board.

The President shall send a copy of the grievance to the person against whom the grievance has been filed within twenty four (24) hours of its receipts by him.

The person against whom the grievance has been filed shall have one week (7 days) to respond to the grievance in writing, which response shall be mailed to the President, who shall send a copy of this response to the person filing the grievance within twenty four (24) hours of receipt.

## **By-Laws cont.**

## Article XI cont.

The President shall establish a grievance committee to meet with the parties involved and to come to a decision to resolve a specific grievance. Any members involved in the grievance shall be disqualified from serving on the committee. The membership of the grievance committee shall consist of:

- a. The President or Vice President; and
- b. Two members of the Board of Governors (in rotating alphabetical order.)

The appointed grievance committee shall meet with the involved parties in a closed special meeting within ten (10) days of the filing of the grievance (receipt date.) The final decision of the grievance committee shall be reached no later than twenty one (21) days from the receipt date of the grievance.

If disciplinary action is required, the following actions can be taken (depending upon the severity of the offense:

- a. Warning: a written warning is sent to the person cited in the grievance;
- b. Probation (starting date, length and terms to be recommended by the grievance committee;
- c. Suspension (starting date, length and terms to be recommended by the grievance committee;
- d. Once the grievance committee has made its decision, a dated letter shall be sent to the person filing the grievance and to the person against whom the grievance has been filed, describing the specific terms, conditions, and basis for the decision. Such letter shall be mailed to both parties, within twenty four (24) hours of the decision, and will become a part of the official records of the Board.

Either party to the grievance may appeal the decision of the committee to the full Board within one week (7 days) of the receipt of the decision, which shall act upon the appeal at its next regularly scheduled meeting. The decision of the Board shall be recorded in the minutes of the meeting and shall also be sent in writing to the parties within twenty four (24) hours of the close of the meeting. Such decision will be final in so far as the Club is concerned, but shall not prevent an appeal to USFS to the extent permitted and provided for in its By Laws, with the parties being responsible for all resulting costs and fees.