

**AMENDED AND RESTATED BY-LAWS
OF
BUFFALO SKATING CLUB, INC.**

**ARTICLE I
OFFICES**

Section 1. Office. The office of Buffalo Skating Club, Inc. (the "Corporation") will be as follows:

P.O. Box 92
Buffalo, New York 14207

Section 2. Additional Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine.

**ARTICLE II
MEMBERSHIP**

Section 1. Membership. The membership of the Corporation shall consist of the following classes (each a "Member"):

(a) Adult Members. Adult Members are Members who are at least 18 years of age as of July 1 of the current membership year. In addition to the privileges authorized by the United States Figure Skating Association ("USFS") by-laws, they shall have the right to vote, hold office, and enjoy all the privileges of the Corporation. In accordance with the USFS by-laws, ineligible persons in skating shall have the right to vote but not hold office. An additional adult from the same household of an Adult Member shall qualify for membership at a reduced rate and shall have the same rights.

(b) Youth Members. Youth Members shall be under 18 years of age and shall not vote or hold office; however, they shall enjoy all

other privileges of the Corporation as may be determined by the Board of Directors from time to time. Additional family members from the same household of a Youth Member shall qualify for membership at a reduced rate and shall have the same rights. Youth Members are required to join with an adult legal guardian who will have the rights and privileges of Adult Members.

(c) Collegiate Members. Any college student enrolled in a matriculated program of study may join as a Collegiate Member. Collegiate Members shall have the rights of Adult Members or Youth Members depending on their age at a particular time.

(d) Coach/Professional Members. Any coaches approved by the Corporation and its Board of Directors may become a Coach/Professional Member. Coach/Professional Members shall have the rights of Adult Members.

(e) Official/Honorary Members. Any non-competing, non-testing USFS official designating the Corporation as their home club, as well as anyone designated by the Board of Directors from time to time as being eligible for Honorary Member status, shall be eligible to be an Official/Honorary Member. Official/Honorary Members shall have the rights of Adult Members.

(f) Associate Members. Associate membership shall be available to non-home club individuals as may be determined by the Board of Directors from time to time. Associate Members shall have rights as may be established by the Board of Directors from time to time.

(g) Such other membership classifications as may be established by the Board of Directors from time to time.

Section 2. Eligibility. Any person may become a Member of the Corporation if approved by a majority of the Board of Directors.

Section 3. Resignation. Any Member may resign from the Corporation by giving written notice to the Board of Directors.

Section 4. Suspension. A Member may be suspended for a period or expelled for cause by violating any of the By-Laws or rules of the Corporation, or for conduct prejudicial to the best interest of the Corporation. Suspension or expulsion shall be by two-thirds (2/3) vote of the membership of the Board of Directors, provided that a statement of the charges shall have been mailed by certified mail/return receipt to the Member at his last recorded address at least 15 days before final action is taken. This statement shall be accompanied by a notice of the time and place where the Board of Directors is to take such action. The Member shall be given an opportunity to present a defense at the time and place mentioned in such notice. Appeal rights, as may be granted by the Board of Directors, shall be as governed by the USFS rules and by-laws.

Section 5. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the Corporation by the Members.

Section 6. Payment of Dues. Dues shall be payable in advance on the first day of June in each fiscal year.

Section 7. Default and Termination of Membership. When any Member shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues became payable, the membership may thereupon be terminated by the Board of Directors in a manner provided in Article II Section 4 of these By-Laws. No Member in arrears for dues or other Corporation indebtedness shall be eligible to hold office, vote, be tested or compete as a Member of the Corporation. Additional limitations as permitted by USFS rules will also be enforced.

Section 8. Arrears for Dues. Arrears shall be defined as a failure to pay on or before the due date. Any Members in arrears for dues or any other indebtedness to the Corporation shall be notified by mail at his or her last known address. If the arrearage is not paid within one (1) month thereafter, the name of such delinquent Member shall be reported to the Board of Directors at its next meeting. The Board of Directors may drop

from the roll the name of any such delinquent Members and notify the USFS. A Member dropped from the roll for nonpayment of dues or other indebtedness may be reinstated to membership upon payment of any arrearage.

Section 9. Arrears for Dues Restrictions. No Member in arrears or other Corporation indebtedness shall be eligible to hold office, vote, be tested or compete as a Member of the Corporation. Additional limitations as permitted by the USFS rules will also be enforced.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the Members of the corporation, for the election of directors and for the transaction of such other business as may be set forth in the notice of meeting, shall be held in the spring of each year at such time and at such place either within or without the State of New York as the Board of Directors shall determine and the notice of the meeting shall specify.

Section 2. Special Meetings. Special meetings of the Members may be called by the Board of Directors or by the President or Vice President, and shall be called by the President or Vice President at the request in writing of three or more Members of the Board of Directors, or at the request in writing of at least 10% of the Members of the Corporation entitled to vote. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Members shall be held at such time and at such place either within or without the State of New York as the Board of Directors or the person calling the meeting shall determine and the notice of the meeting shall specify.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given, personally or by mail (including e-mail), not less than 10 or more than 50 days before the date of the meeting, to each

Member. If mailed, such notice shall be deposited in the United States mail, with first-class postage thereon prepaid, directed to the Member at his or her address as it appears on the record of Members. The notice shall state the place, date and hour of the meeting, the purpose or purposes for which the meeting is called and, unless it is the annual meeting, indicate that the notice is being issued by or at the direction of the person calling the meeting. The business which may be transacted at the meeting shall be confined to business which is related to the purpose or purposes set forth in the notice.

Section 4. Quorum. A quorum at all meetings of the Members shall consist of not less than ten percent (10%) of the Members eligible to vote at the time of the mailing of the notice of the meeting. In the absence of a quorum, the President may adjourn the meeting to be reconvened at a date, not less than ten (10) days, or more than twenty (20) days subsequent, without further notice. The order of business and all other matters of procedure at every meeting of Members may be determined by the President or presiding officer.

Section 5. Action Without a Meeting.

(a) By Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing (or counterparts thereof) that sets forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof and received by the Corporation. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Members.

(b) By Written Ballot. Any action that may be taken at any annual, regular or special meeting of Members may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter. The written ballot shall: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against the proposed action. Approval by written ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to

be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (A) indicate the number of responses necessary to meet the quorum requirements; (B) state the percentage of approvals necessary to approve each matter other than election of directors; (C) specify the time by which the ballot must be received by the Corporation in order to be counted; and (D) be accompanied by written information sufficient to permit each person voting to reach an informed decision. Written ballots may not be revoked.

ARTICLE IV PURPOSES

Section 1. Purposes. The purposes of the Corporation are:

(a) to promote and assist the improvement of the athletic abilities of individuals and thereby to promote their moral and mental improvement; to promote and improve the health and well-being of individuals by providing instruction, training, and opportunities to participate in the amateur sport of ice figure skating; to promote the athletic development of children and adults through instruction, training, and participation in the amateur sport of ice figure skating and thereby also to improve their academic and social abilities; to support and promote competitive amateur ice figure skating by sponsoring and organizing amateur ice figure skating competitions under the rules of the USFS including but not limited to local, sectional, and regional competitions within the system of competitions established by the USFS to qualify figure skaters to participate in national and international competitions such as the Olympics; and

(b) to do any other act or thing incidental to or in connection with the foregoing purposes or in advancement thereof, but

not for the pecuniary profit or financial gain of the corporation's Members, directors or officers.

ARTICLE V DIRECTORS

Section 1. Management of Corporate Affairs. Except as otherwise provided by law, the certificate of incorporation of the Corporation or these by-laws, the activities, property, and affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number. The number of Directors which shall constitute the entire Board shall be a minimum of three (3) and may be altered by resolution adopted by a vote of a majority of the entire Board of Directors. Directors must be at least 18 years of age and voting Members of the Corporation who have designated the Corporation as their "Home Club" under the applicable rules of the USFS. Any director may resign at any time by giving written notice to the Board, the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect on receipt thereof by the Board and acceptance of the resignation shall not be necessary to make it effective.

Section 3. Election of Board of Directors. The Members shall elect the Board of Directors by the vote of a majority of Members eligible to vote. The term of each Director shall be for two (2) years which will run with the fiscal year of the Corporation.

Section 4. Removal. The Board of Directors may, by majority vote of all Directors then in office, remove a Director for cause and/or in accordance with the applicable provisions of the New York State Not-For-Profit Corporation Law.

Section 5. Vacancies. If any vacancies occur in the Board of Directors by reason of the death, resignation, retirement, disqualification or removal from office of any Director, or if any new directorships are created, all of the Directors then in office, although less than a quorum,

may, by majority vote, choose a successor or successors, or fill the newly created directorship, and the Directors so chosen shall hold office until the next annual election of Directors and until their successors shall be duly elected and qualified, unless sooner displaced; provided, however, that if in the event of any such vacancy, the Directors remaining in office shall be unable, by majority vote, to fill such vacancy within thirty (30) days of the occurrence thereof, the President or the Secretary may call a special meeting of the Board of Directors at which successors shall be duly elected and qualified, unless sooner displaced.

Section 6. Compensation. No Director of the Corporation shall receive, directly or indirectly, salary, compensation or emolument from the Corporation, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation.

Section 7. Special Advisors. From time to time, the Board of Directors may designate as special advisors a chosen number of outstanding persons from the community who are interested in the objectives of the Corporation to assist the corporation in its operations. Selection as a special advisor shall not confer upon those selected any right to vote or to participate in the management of the Corporation, nor any liability with respect thereto.

Section 8. USFS Delegates. The Board of Directors shall appoint from among its registered eligible Members a number of delegates in proportion to the total number of registered Members of such Member Club during the preceding fiscal year as specified in the USFS by-laws, Article XV. The delegate(s) shall be representative(s) between the Corporation and the USFS and shall attend the USFS Governing Council meeting, either in person or by proxy. Said Corporation shall file a certificate of such appointment with the USFS and the certificate shall be provided by the USFS.

Section 9. Past President Ex-Officio Member. The immediate past President, when his or her term ends, will become an ex-officio Member of the Corporation's Board of Directors.

ARTICLE VI MEETINGS OF THE BOARD

Section 1. Place. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of New York.

Section 2. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.

Section 3. Special Meetings. Special meetings of the Board may be called by the Chairman of the Board, if any, or by the President or Vice President on two (2) days notice personally or by e-mail or facsimile to each director; special meetings shall be called by the Chairman, President, Vice President or Secretary in like manner and on like notice on the written request of two directors.

Section 4. Quorum. At all meetings of the Board, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time-to-time, without notice other than announcement at the meeting, until a quorum shall be present. Any one or more Members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

Participation by such means shall constitute presence in person at a meeting.

Section 5. Action by Written Consent. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting upon the unanimous consent of all the Members of the Board or the committee in writing or by e-mail. The resolution and the written consents thereto by the Members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

ARTICLE VII COMMITTEES OF DIRECTORS

Section 1. Designation of Committees.

(a) The Board of Directors shall designate from among the Members the following Committee:

(i) Executive Committee. There will be an Executive Committee consisting of the President, Vice President, Secretary, Treasurer, and optional Assistant Secretaries and Treasurers as may be determined by the Board of Directors from time to time. In the interim between meetings of the Board of Directors, the Executive Committee shall have all the authority of the Board of Directors except as otherwise provided by law and shall serve at the pleasure of the Board of Directors. It shall be the duty and function of the Executive Committee to function between Board of Directors meetings and with such authority as may be conferred upon it by the Board of Directors, and to dispose of matters referred to it by the Board of Directors. All acts done and power and authority conferred by the Executive Committee from time to time within the scope of its authority shall be, and may be deemed to be, and may be specified as being, an act under the authority of the Board of Directors.

(b) The Board of Directors may designate from among the Members from time to time the following committees:

(i) Membership Committee. The Membership Committee shall formulate plans to attract and obtain new Members for the Corporation, and devise ways of retaining the existing Membership. It shall submit all applications for Membership to the Board of Directors.

(ii) Competitions Committee. The Competitions Committee shall make the arrangements and conduct all competitions sponsored by the Corporation, obtaining any necessary sanctions for such events, maintaining all required records, and collecting any stipulated fees.

(iii) Tests and Judges Committee. The Tests and Judges Committee shall make all technical arrangements for National and Club tests, maintaining all records required by the USFS, collecting required fees for tests and transmitting them, through the Corporation's Treasurer, to the USFS.

(iv) Committee on Professionals. The Committee on Professionals shall, subject to the approval of the Board of Directors, supervise the Professionals and their operations.

(v) Other Committees. Any other committees deemed appropriate by the Board of Directors may be created by resolution or resolutions adopted by a majority of the entire Board of Directors. Any other designated committees shall have such a name as may be provided from time to time in the resolution or resolutions of the Board of Directors, shall serve at the pleasure of the Board of Directors, and shall have, to the extent provided in such resolution or resolutions, all the authority of the Board of Directors except as otherwise provided by law.

ARTICLE VIII NOTICES

Section 1. Form, Delivery. Except as otherwise set forth in these By-laws, notices to Directors and Members shall be in writing and may be delivered personally, by mail, or e-mail. Notice by mail shall be deemed to be given at the time when the same shall be deposited in the post office or a letter box, in a postpaid sealed wrapper, and shall be addressed to directors or Members at their addresses appearing on the records of the Corporation, unless any such Director or Member shall have filed with the Secretary of the Corporation a written request that notices intended for him be mailed to some other address, in which case the notice shall be mailed to the address designated in such request.

Section 2. Waiver. Whenever a notice is required to be given by any statute, the Certificate of Incorporation or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated thereon, shall be deemed equivalent thereto.

ARTICLE IX OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President and one or more Vice Presidents, a Secretary and a Treasurer and shall be elected by the Board of Directors. Any two or more offices may be held by the same person. The Board of Directors may also elect a Chairman of the Board and may elect or appoint such other officers as it may determine.

Section 2. Term of Office; Removal. All officers shall hold office for such term as may be prescribed by the Board of Directors. Any officer elected or appointed by the Board may be removed with or without cause at any time by the Board.

Section 3. Compensation. The compensation of all elected officers of the Corporation, if any, shall be fixed by the Board of Directors, and the compensation of appointed officers and agents, if any, shall either be so fixed or shall be fixed by officers thereunto duly authorized.

Section 4. Vacancies. If the office of any officer becomes vacant for any reason, the Board of Directors may fill such vacancy. Any officer so appointed or elected by the Board shall serve only until such time as the unexpired term of his predecessor shall have expired unless reelected or reappointed.

Section 5. The Chairman of the Board. If there be a Chairman of the Board of Directors, he shall preside at all meetings of the directors and shall have such other powers and duties as may from time to time be assigned by the Board.

Section 6. The President. The President shall be the Chief Executive Officer of the Corporation. In the absence of the Chairman of the Board, or if there be no Chairman, he shall preside at all meetings of the directors. He shall be ex officio a Member of all standing committees, have general and active management and control of the business and affairs of the Corporation subject to the control of the Board of Directors, and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute in the name of the Corporation all deeds, bonds, mortgages, contracts and other instruments requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Section 7. The Vice Presidents. The Vice President or, if there be more than one, the Vice Presidents, in the order of their seniority or in any other order determined by the Board, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall generally assist the President and perform such other duties as the Board of Directors shall prescribe.

Section 8. The Secretary. The Secretary shall attend all meetings of the Board and record all votes and the minutes of all proceedings electronically or in the Corporation's books and records to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall act. He shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of the Treasurer or an Assistant Secretary or Treasurer. He shall keep in safe custody the certificate books and stock books and such other books and papers as the Board may direct and shall perform all other duties incident to the office of Secretary.

Section 9. Assistant Secretaries. The Assistant Secretaries, if any, in order of their seniority, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board of Directors shall prescribe.

Section 10. The Treasurer. The Treasurer shall have the care and custody of the corporate funds, and other valuable effects, including securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

ARTICLE X GENERAL PROVISIONS

Section 1. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time-to-time designate.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 3. Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, New York". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE XI MEMBERSHIP IN THE USFS

The Corporation shall maintain its membership in the USFS and conduct its affairs in a manner consistent with the by-laws of that association. Members shall conduct themselves in a manner consistent with the codes and ethics as stated by the USFS and the United States Olympic Committee.

ARTICLE XII AMENDMENTS

Section 1. Power to Amend. The Board of Directors shall have power to make, alter, amend and repeal the By-Laws of the Corporation at any regular or special meeting of the Board. However, any by-law adopted by the Board may be amended or repealed by vote of the holders of shares entitled at the time to vote in the election of any directors.

ARTICLE XIII INDEMNIFICATION

Section 1. Indemnification of Directors and Officers. The Corporation shall indemnify any Director, Officer or agent of the Corporation to the fullest extent permitted by the Nonprofit Law and any other applicable laws of the State if (a) such person conducted himself or herself in good faith, (b) such person reasonably believed (i) in the case of a director acting in his or her official capacity, that his or her conduct was in the Corporation's best interests, or (ii) in all other cases, that such person's conduct was at least not opposed to the Corporation's best interests, and (c) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. However, the Corporation may not indemnify a person either (a) in connection with a proceeding by the Corporation in which the person is or has been adjudged liable for gross negligence or willful misconduct in the performance of the person's duty to the Corporation or (b) in connection with any proceeding charging improper personal benefit to the person, whether or not involving action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person (even if the Corporation was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by the Corporation 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 Directors by a majority vote of a quorum of the Board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

ARTICLE XIV CONFLICT RESOLUTION

Section 1. If any Member of the Corporation has a complaint against another Member of the Corporation for an infraction of any By-law, rule, policy or procedure of the Corporation, other than skating rules, they may file a complaint in writing to the Board of Directors of the Corporation. Such complaints will be investigated and resolved according to the Corporation's conflict resolution policy that the Corporation is required to adopt and have in effect in accordance with the By-laws of USFS.