

By-Laws of the Rochester Curling Club, Inc.

Article One - Organization

The name of this organization shall be: **Rochester Curling Club, Inc.** The organization shall have a seal that shall be in the form of a circle inscribed with the words "Rochester Curling Club, Inc." with the figures "1961" and a star within the circle:



Article Two - Purposes

The Rochester Curling Club has been organized for the following purposes: To foster regional, national and international amateur sports-competition; to develop, promote and encourage the sport of Curling; to develop youth programs, Junior programs and Adult programs that lead to national and international competition; To promote the sport to youth organizations, as well as to interested adults, by creating public awareness and appreciation of the sport.

Article Three -- Membership

Membership in this organization shall be open to all interested individuals regardless of race, creed, color, gender, national origin, or sexual orientation.

"Voting members" are members who are age 21 or older, and belong to one of the following membership categories: Full, Daytime, Honorary, and Intermediate.

Full Members are individuals who are current in their dues and after the introductory period have curled for the equivalent of two full seasons (not including the introductory period). This category provides for full curling and social privileges.

Day Time Members are individuals who are current in their dues and after the introductory period have curled for for the equivalent two full seasons (not including the introductory period). Day Time curlers may participate in Day Time leagues and all

club sponsored social events. This category provides for daytime curling and social privileges.

Article Three – Membership (Continued)

Intermediate Members are individuals who are current in their dues and after the introductory period have curled for the equivalent of less than two full seasons (not including the intro period). Intermediate members may participate in all leagues and club sponsored social events. This category provides for full curling and social privileges.

Honorary Members are individuals who have been granted special permission by the Board, to be considered as a non-dues paying Full member.

Non-voting membership categories are: Introductory, Half Year, Social, Gold Handle, Student, and Junior.

Introductory Members are individuals who are current in their dues and have curled up to the equivalent of one full season. This category provides for full curling and social privileges.

Half-year Members are individuals who are current in their dues but who cannot curl a full season due to absence from the area, for medical reasons, or other reasons approved by the Board of Directors. This category provides for full curling and social privileges for two draws within one season.

Social Members are individuals over the age of 21 years who have paid the Social Membership dues. Social Members shall be entitled to all the social privileges of the Club. Social Members may be granted, by the Board of Directors, limited curling privileges.

Student Members are individuals who are current in their dues and are matriculated students in an accredited educational program at the beginning of their first draw. This category provides for full curling and social privileges.

Junior Members are individuals who meet the USCA age requirements for the Junior National Championships. This category has curling and social privileges for Junior events.

Golden Handle Members are individuals who have been granted special permission by the Board to be considered as a non-dues paying member with social privileges.

Membership status may be revoked only by vote of the members at a duly called meeting. Dues will be refunded pro rata to the member whose membership has been revoked during the curling season.

At its discretion, the Board may develop subsets of the above categories.

Article Four - Meetings of the General Membership

The Annual Meeting shall be held during the month of April on a date designated by the Board of Directors. The Secretary of the Board of Directors shall notify by email, first class mail or personally, each voting member of the Rochester Curling Club at least ten days prior to the meeting of the time and place of the meeting. Thirty (30) percent of the voting members present in person or by proxy shall constitute a quorum.

Special Meetings of the Membership may be called by three or more members of the Board of Directors or by the membership, if ten (10) voting members sign a petition calling for a Special Meeting. Notice of a called special meeting shall be given personally, electronically or if requested by a member in writing to the secretary, by first class mail not less than ten (10) nor more than fifty (50) days prior to the date of the meeting, with such notice indicating the purpose of the meeting, to each member entitled to vote at such meeting.

Article Five – Voting at Meetings of Membership

Voting at all meetings shall be by voice or ballot, and tabulated by the Secretary or Acting Secretary. A member unable to attend the Annual or Special Membership Meetings may submit a signed proxy authorizing another person to act for such member and indicating the member's vote on agenda items that require Membership vote.

When there is a vote by "ballot," the meeting Chairperson, prior to the commencement of balloting, shall appoint a Committee of three members who shall act as the "Inspector of Election." At the conclusion of balloting, the "Inspector of Election" shall tabulate the results of the balloting, and shall certify to the Chairperson in writing the results of the ballot. The certification of the balloting shall be given to the Secretary and physically affixed to the minutes of that meeting.

Whenever any action (including 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 by a majority of the votes cast at such meeting.

No "Inspector of Election" shall be a candidate for office.

Article Six - Order of Business for Annual and Board of Directors Meetings

1. Roll call
2. Reading of the minutes of the preceding meeting
3. Reports of officers
4. Reports of committees
5. Old and unfinished business
6. New business
7. Adjournment

Article Seven - Board of Directors

A Board of Directors consisting of no fewer than nine members, shall manage the business of this organization. The Directors shall be elected each March, and take office immediately following the Annual Meeting of that same year. The Directors shall serve for a three (3) year term. The candidates are proposed for election in accordance with the terms outlined in Article Nine - Nominating Committee. To be eligible for the Board of Directors, a member must be a voting member for the equivalent of one full season at the Rochester Curling Club by the time of the election.

The Board of Directors shall have the control, and management of the affairs and business of this organization.

A simple majority of the total number of Directors shall constitute a quorum, and the meetings of the Board of Directors shall be held at the discretion of the Board.

Each Director shall have one vote and no vote can be cast by proxy.

The Board of Directors may make such rules and regulations covering its meetings as may be necessary, in its discretion.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year, and at the next General Election the individual receiving the fourth most votes will fill the balance of the vacancy term.

At each meeting of the Board of Directors the President, or in the absence of the President, the Vice President shall preside as the chairperson, or in the absence of such officers, a chairperson chosen by a majority of the directors present at such

meeting shall preside as the chairperson.

The Board shall meet a minimum of ten (10) times per calendar year and shall have its annual meeting immediately following the annual Membership meeting. The Board shall appoint the Officers at this annual meeting.

Any Director may resign at any time by giving written notice to the President or Secretary. Such resignation shall take effect at the time specified in the notice or if no time is specified, then at the time the notice is delivered. If a Director misses either 3 Board meetings in a row, or 4 meetings in a rolling 12-month period they are automatically removed from the board. However a 2/3 vote by the Board can excuse 1 missed meeting. Any or all of the Directors may be removed for any reason by vote of the general membership at a special meeting called for that purpose.

Indemnification:

(a) Right to Indemnification. Any person who was, is, or is threatened to be made, a party to any action or proceeding, whether civil or criminal (including an action by or in the right of any other corporation, partnership, joint venture, trust, employees benefit plan or other enterprise which any Director or Officer of the organization served in any capacity at the request of this organization), by reason of the fact that he/she is, or was, a Director or Officer of the organization, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity shall be indemnified by this organization against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred in connection with the defense or appeal of any such action or proceeding; provided, that no indemnification shall be made to or on behalf of any Director or Officer if a judgment or final adjudication adverse to the Director or Officer established that he/her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he/she personally gained in fact a financial profit or other advantage to which he/she was not legally entitled. This organization shall indemnify any such person seeking indemnity in connection with an action or proceeding initiated by such person only if such action or proceeding was authorized by the Board of Directors of this organization up to the limits of insurance coverage carried by the organization.

(b) Non-Exclusivity of Rights. The rights conferred on any person by paragraph (a) shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, By-Law, agreement or disinterested Directors or otherwise.

Article Seven - Board of Directors (Continued)

(c) Insurance Subject to the laws of New York, this organization may maintain insurance at its expense to protect itself and any Director, officer, employee or agent of the organization against any expense, liability or loss of the general nature contemplated by this section, whether or not the organization would have the power to indemnify such person against such expense, liability or loss under the laws of New York.

(d) Separability It is the intent of this organization to indemnify its Directors to the fullest extent authorized by the laws of New York as they now exist or may hereafter be amended. If any portion of these indemnification provisions shall for any reason be held invalid or unenforceable by judicial decision or legislative amendment, the valid and enforceable provisions will continue to be given affect and shall be construed so as to provide the broadest indemnification permitted by law.

Article Eight - Officers

The Organization shall have the following Officers:

President
Vice President
Secretary
Treasurer

The Officers are elected by vote of the Board of Directors at its annual meeting immediately following the Annual Meeting of the Members. The President of the organization and the Vice President must be Board members. The Secretary and Treasurer may be any Club member over the age of 21.

Any officer may be removed by the Board of Directors with or without cause at any time.

Any officer may resign at any time by giving written notice to the Board of Directors, or to the President or Secretary. Any such resignation shall take effect at the time specified in the notice or if no time is indicated, then upon delivery of the notice.

Any vacancy in any office shall be filled by a vote of the Board of Directors.

Article Eight – Officers (Continued)

The President:

- 1) shall preside at all membership meetings and, by virtue of the office, shall, when in attendance, serve as Chairperson of the Board of Directors.
- 2) shall present an Annual Report of the organization at the Annual Meeting.
- 3) shall be responsible, for the proper maintenance and/or filing of all books, reports and certificates as required by law.
- 4) is authorized to sign checks or drafts on behalf of the organization and to enter into contracts on behalf of the organization
- 5) shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
- 6) shall provide a report at the Annual Meeting of the members with regard to the financial position of the organization.
- 7) shall, if his/her term as president terminates at the same time his/her term as a director terminates, serve for one additional year as an ex-officio, non-voting member of the Board of Directors

The Vice President: In the event of the absence, or inability of the President to exercise the powers of the office, the Vice President shall act as President of the organization, with all the rights, privileges and powers as if the Vice President had been duly elected President.

The Secretary shall

- 1) keep the minutes and records of the organization in appropriate books.
- 2) file any certificate required by any federal or state statute.
- 3) give and serve all notices to Members of the organization.
- 4) be the official custodian of the records and seal of the organization.

5) present to the membership at any meetings any communication addressed to the Secretary of the organization.

Article Eight – Officers (Continued)

6) submit to the Board of Directors any communications, which shall be addressed to the Secretary of the organization

7) attend to all correspondence of the organization.

8) exercise all duties incident to the office of Secretary.

The Treasurer shall:

1) have the care and custody of all monies belonging to the organization and be solely responsible for such monies or securities of the organization.

2) have authority to sign checks and/or drafts of the organization.

3) render at stated periods as the Board of Directors shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

4) present a financial report at the Annual Meeting affirmed by an independent certified or public accountant selected by the Board of Directors showing financial statements for the twelve (12) month fiscal period terminating not more than eleven (11) months prior to said meeting. In addition, the Treasurer must submit more current non-affirmed financial statements.

5) exercise all duties incident to the office of Treasurer.

The Treasurer must have the ability to sign checks on all regular and special funds of the Club.

No Officer or Director shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed too prevent an Officer or Director receiving any compensation from the organization for duties performed other than as a Director or Officer.

Article Nine - Nominating Committee for Board of Directors

A Nominating Committee will be established by January 15 of each year. The nominating committee shall propose to the membership, through the Board of Directors, a slate of eligible candidates to the Board of Directors. The Board of Directors cannot veto the slate of candidates.

The Nominating Committee will consist of three most recent past presidents and two members-at-large. The past president who has been out of office the longest will chair the Committee. The members at large for the nominating committee shall be chosen by the chairman of the committee. Any member of the Nominating Committee will be excused from the Committee if the member is a candidate for any office being considered by the Committee. In such case, the individual, if a past president, would be replaced by, the next prior past president. In the event there are insufficient past presidents to complete the committee, the necessary members would be selected by the chairman of the committee.

Each nominee for Director on the slate must be approved by a majority vote of the Nominating Committee. The Membership can propose alternate candidates for the Board of Directors by submitting a nominee or nominees supported by ten (10) Member signatures to the Secretary.

Article Ten - Salaries

The Board of Directors shall hire and fix the compensation of any and all employees that it, in its sole discretion, may determine to be necessary in the conduct of the business of the organization.

Article Eleven - Committees

The Board of Directors may designate committees, each of which shall consist of such persons with such authority as determined by the Board of Directors. Each committee shall serve at the pleasure of the Board, and the term of each member of each committee shall be for a period of one year or less, as determined by the Board of Directors. The Board of Directors as required may determine permanent committees.

Article Twelve - Dues

Dues shall be determined annually by the Board of Directors.

Article Thirteen - Amendments

A majority of the Board of Directors, or any twenty voting Members, may propose amendments to these ByLaws at any time by submitting them in writing, over their signatures, to the Secretary. The Board of Directors may call a special meeting to vote upon amendments so submitted, or they may submit such proposals at the next Annual Meeting.

The Secretary shall mail a notice of such proposed amendments to the voting members of the Club at least two weeks before the meeting at which action thereon is to be taken.

During the consideration of any amendment so proposed, amendments may be made thereto by a majority of the voting Members present in person or by proxy. Any proposed amendment to these ByLaws may be adopted by a two-thirds vote of the voting Members present in person or by proxy.

In witness that these are the By-laws of the Rochester -Curling Club, Inc., as approved by the Members, in person or by proxy, at the Special Meeting of the Membership.