

# FINGER LAKES CURLING CLUB, INC. BYLAWS

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UPDATED December 30, 2017

## ARTICLE I

### NAME AND LOCATION

The Corporation shall be known as the Finger Lakes Curling Club, Inc. The headquarters of the Corporation shall be located in Ithaca, New York.

## ARTICLE II

### OBJECTIVES AND ORGANIZATION

#### Section 1: Objectives and Purposes

- A. To promote the honorable sport of curling among persons regardless of race, color, creed, national origin, religion, age, sex, and sexual orientation.
- B. To teach, develop, promote, and encourage the sport of curling.
- C. To develop youth programs, junior programs, and adult programs that lead to regional, national, and international competition.
- D. To teach the sport to youth organizations as well as to interested adult groups by creating public awareness and appreciation of the sport.
- E. To encourage friendly relations and mutual understanding with members of curling clubs in the United States and the world.
- F. To encourage friendly relations with participants of other sports activities.
- G. To cooperate for the common good, and in times of emergency, serve the community, the state, and the world.
- H. To ensure the sound management of the buildings and properties owned, rented, or leased by the Corporation.

#### Section 2: Organization

The Corporation is to be organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future U.S. Internal Revenue Law); and provided further that no part of the Corporation shall inure to the benefit of or be distributed to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes herein set forth; and provided further that the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future U.S. Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding provisions of any future U.S. Internal Revenue Law).

## ARTICLE III

### SEAL

The Corporation shall have a seal bearing the name of the Corporation and such other device or inscription as the Board of Directors may determine. The Board of Directors may change the form of the seal at any time.

## ARTICLE IV

### MEMBERSHIP

#### Section 1: Eligibility

Any individual interested in the objectives and purposes of the Finger Lakes Curling Club is eligible for membership. Categories of membership, privileges, and dues with respect to each category of membership shall be as determined and specified by the Board of Directors.

#### Section 2: Application for Membership

- A. Application for membership must be made in writing or via email and submitted to the Membership Committee.
- B. Membership becomes effective upon acceptance by the Membership Committee and payment of applicable dues, as established by the Board of Directors.

#### Section 3: Membership Committee

The Membership Committee shall consist of three (3) members in good standing who shall be appointed by the President. At least one of those members should be a current Board member.

## ARTICLE V

### BOARD OF DIRECTORS

#### Section 1: Composition

The Board of Directors shall consist of six (6) persons who shall be the four (4) officers of the Corporation and two (2) additional directors. In addition, for a term of one year after the election of a new President, the Immediate Past President shall serve as an ex-officio member of the Board. All Directors must be members in good standing of the Finger Lakes Curling Club.

#### Section 2: Duties and Responsibilities

- A. Complete authority for the management and control of all the affairs of the organization shall reside with a Board of Directors, who may, subject to its review and final approval, delegate authority for execution of day-to-day affairs to the Executive Committee.
- B. The Board of Directors shall have ample powers to purchase, lease, pledge, and sell the personal and real property of the Corporation; to make all such contracts and agreements on behalf of the Corporation as it may deem to be needful or convenient for the successful prosecution and conduct of the Corporation's business.

- C. The Board of Directors shall employ and, for cause, remove all such persons and agents as it may deem necessary and proper for the conduct of the business of the Corporation, and shall determine and fix the compensation and duties of all agents, clerks, and servants of the Corporation, except in such instances as are expressly specified by these Bylaws and amendments thereto, and, in general, it shall do all such lawful acts and adopt all such lawful measures thereto as it shall deem best calculated to promote the interest of the members.
- D. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to a special instance. Unless so authorized by the Board of Directors, no officer, director, agent, or employee shall have the power to bind the organization by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or any amount.

### Section 3: Election of Directors

There shall be six (6) Directors, who shall be elected at each annual meeting by a majority of the voting members present or represented.

### Section 4: Term

All Directors shall be elected for a term of two (2) years. Directors can serve consecutive terms as long as nominated by the Nominating Committee and voted in by membership.

### Section 5: Vacancies

Vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors for the unexpired portion of the term of office from a slate submitted by the Nominating Committee.

### Section 6: Meetings

- A. The Board of Directors shall hold meetings at least every other month. Additional special meetings may be called by the President, Treasurer, or two or more Directors.
- B. Notice of Meetings:
  - 1. Regular Meetings: notice shall be given to each Board Member not less than one week prior to the date of the meeting.
  - 2. Special Meetings: may be called on forty-eight (48) hours' notice.
- C. At all meetings of the Board of Directors, no vote, ballot, act, or resolution shall be valid or effective unless a quorum of four (4), which is a majority, is present and by an affirmative assent of at least a majority of the Directors present and voting.

## ARTICLE VI

### OFFICERS

#### Section 1: Offices and Terms

The officers of the Corporation shall consist of a President, Vice President, Treasurer, and Secretary elected at the annual meeting of the Corporation. All officers shall be elected for a term of two (2) years. No officer shall serve for more than three (3) consecutive terms.

## Section 2: President

- A. The President shall be ex-officio Chair of the Board of Directors and of the Executive Committee and preside at all meetings of the organization. The President shall be responsible for issuing the call for all meetings of the above.
- B. The President shall appoint the chairs of all committees unless otherwise provided, and be an ex-officio member of all committees.
- C. The President shall have and exercise general charge and supervision of the affairs of the organization.
- D. In the absence or incapacity of the Treasurer, the President shall sign all checks.

## Section 3: Vice President

The Vice President shall assist the President as requested and, in the absence or incapacity of the President, shall serve as Acting President.

## Section 4: Secretary

- A. The Secretary shall be Secretary of the Corporation, Board of Directors, and Executive Committee. As such, the Secretary shall keep an accurate record of all proceedings of the meetings of the Corporation, Board of Directors, and Executive Committee.
- B. The Secretary shall be responsible for keeping files and handling all correspondence relative to actions resulting from these meetings.
- C. In the absence or incapacity of the Secretary, the President shall select from the active membership an Assistant Secretary who shall temporarily assume the Secretary's duties.

## Section 5: Treasurer

- A. The Treasurer shall be responsible for the custody of all Corporation funds and shall sign all checks of an amount as set from time to time by the Board of Directors after vouchers have been presented, approved by the President or Secretary. Approval of vouchers for payment up to a threshold amount of \$500, as set by the Board of Directors, must be given by the Executive Committee, except for payment of routine charges and curling expenses that may exceed the threshold amount.
- B. The Treasurer shall see that accurate books are kept.
- C. The Treasurer shall collect all dues and make a financial report at regular Board meetings.
- D. The Treasurer shall make a financial report to the membership at the annual meeting. An annual report shall be made available to the membership when the books and records are finalized for the end of the fiscal year.
- E. The Treasurer shall be a member of the Board of Directors and Executive Committee.

## Section 6: Removal of Officers

Any officer of the Corporation or member of the Board of Directors may be removed from office for just cause by a two-thirds vote of the Board of Directors at any regular or special meeting.

## ARTICLE VII

### EXECUTIVE COMMITTEE

#### Section 1: Composition

The officers of the Corporation shall comprise the Executive Committee. The President shall be the chair.

#### Section 2: Duties and Responsibilities

The Executive Committee shall have and may exercise, during intervals between the Board of Directors' meetings, all the powers of the Board of Directors in the management of the affairs of the Corporation; provided, however, that the Executive Committee shall have no power to amend the Bylaws or the Certificate of Incorporation, to obligate the Corporation to leaseholds, or to recommend or arrange the dissolution of the Corporation.

#### Section 3: Meetings

Meetings may be called at any time by the chair, vice chair, or any two Executive Committee members.

#### Section 4: Quorum

A majority of the Executive Committee shall constitute a quorum at any regular or special meetings. A majority vote of those present or voting shall be required for affirmative action.

## ARTICLE VIII

### OPERATING COMMITTEES

#### Section 1: Committees

The Board of Directors shall establish committees as required to conduct the affairs of the club. The regulations and operating procedures of each committee shall be determined by the Board. Each committee shall report to the Board at regular intervals or whenever requested and shall report on their stewardship at the annual meeting.

#### Section 2: Composition

All committees shall be comprised of a chair selected by the President and additional members selected by the committee chair.

## ARTICLE IX

### NOMINATING COMMITTEE

#### Section 1: Appointment

Immediately after the election at the annual meeting, the President shall appoint a Nominating Committee composed of two (2) members in good standing and one (1) current Board member to function as necessary for the coming year.

## **Section 2: Duties**

The Nominating Committee shall meet as often as necessary and shall nominate from the members in good standing of the club all necessary officers and Board members.

## **Section 3: Notice**

A list of names proposed by the Nominating Committee for election as officers and Board members of the club shall be emailed at least two (2) weeks prior to the annual meeting, along with notice of the annual meeting.

# **ARTICLE X**

## **FINANCIAL MATTERS**

### **Section 1: Fiscal Year**

The fiscal year of the corporation shall be from May 1 to April 30.

### **Section 2: Donations and Gifts**

The Board of Directors may raise funds and solicit donations and gifts, including bequests, for the accomplishment of the purposes of the organization.

### **Section 3: Hold Harmless Clause**

The Finger Lakes Curling Club, Inc. will indemnify and hold harmless any director, officer, or member from any suit, damage, claim, judgment, or liability arising out of or asserted to arise out of conduct of such person in his or her capacity as a director, officer, or a member performing services for the Corporation, except in cases involving willful misconduct.

# **ARTICLE XI**

## **ANNUAL MEETING**

### **Section 1: Notice, Time, and Location**

The annual meeting of the Corporation shall be held no later than the close of the fiscal year at the place and time decided by the officers, provided that at least two weeks' notice by email has been sent to all members in good standing.

### **Section 2: Purpose**

- A. To receive reports on the stewardship of all officers and standing committees.
- B. To elect officers and Board members, as may be required, for the ensuing year.
- C. To transact such other business as may properly come before the meeting.

### **Section 3: Quorum**

Seven members in good standing shall constitute a quorum. A majority vote of those present or voting shall be required for affirmative action.

#### Section 4: Postponement

If, for any reason, the annual meeting cannot be held as originally scheduled, an alternate time and date may be set. The meeting shall also be valid and binding and shall give full effect to any business transacted if the members have been notified at least seven (7) days prior to said meeting.

### ARTICLE XII

#### RESIGNATION, LEAVE OF ABSENCE, AND FORFEITURE OF MEMBERSHIPS

##### Section 1: Resignations

A member may resign at any time, but such resignation does not relieve a member from payment of dues.

##### Section 2: Leaves of Absence

Leaves of absence may be granted at the discretion of the Board of Directors with such remission of dues as the Board sees fit.

##### Section 3: Forfeiture of Membership

The Board of Directors may at any time, upon due cause, request the forfeiture of membership. Failure to pay dues or other conduct, which the Board of Directors deems inconsistent with the best interests of the Corporation, shall constitute grounds for termination of membership by a vote of the Board of Directors. At any time, the Board of Directors may, upon due cause, request the forfeiture of membership in writing. The aggrieved party may request a hearing with the Board of Directors.

### ARTICLE XIII

#### AMENDMENTS

Proposed amendments to the Bylaws shall first be submitted to the Board of Directors by a Bylaws Committee (three (3) members selected by the President) or a proposal signed by not less than five (5) members. Upon approval by the Board, the amendments shall be included on the agenda of the annual meeting, or a special meeting. Upon acceptance by a two-thirds (2/3) vote of the members present, the amendments shall become effective immediately.

### ARTICLE XIV

#### DISSOLUTION

Upon the dissolution of the Corporation, the members shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations and operated exclusively for the charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law), as the members shall determine.