

FINGER LAKES CURLING CLUB, INC. BYLAWS

ADOPTED December 30, 2017; REVISED February 18, 2023

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

Commented [j1]: Moved non-discrimination language to Article IV (Membership).

Section 2: Organization

- A. The Corporation is to be operated exclusively as a non-profit, tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, as may be amended in the future. The Corporation shall refrain from engaging in any activity not permitted by an organization exempt from federal income tax under Section 501(c)(3).
- B. 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.

Commented [j2]: Simplified the language in this section without affecting the overall content and meaning.

Section 3: Affiliation

The Corporation may affiliate with regional and/or national curling organizations to help achieve its objectives. Affiliation or non-affiliation with such organizations will have no bearing on the status of the Corporation, and affiliation may not be a requirement of its operation.

Commented [j3]: Brand new section.

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, regardless of race, color, national origin, religion, sex, disability, age, sexual orientation, marital status, familial/parental status, or gender identity. Categories of membership, privileges, and dues with respect to each category of membership shall be as determined and specified by the Board of Directors.

Commented [j4]: Moved this from Article II, Section 1 (Objectives and Purposes) and updated it to be more consistent with current non-discrimination language.

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: Resignations

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

Commented [j5]: Sections 3, 4, and 5 were previously in a separate article, but it makes more sense to consolidate all of the membership-related content in the same article.

Section 4: 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 5: 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 V
BOARD OF DIRECTORS

Section 1: Composition

The Board of Directors shall consist of seven (7) persons, who shall be the four (4) officers of the Corporation and three (3) additional members. 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.

Commented [j6]: Changed from six (6) Board members.

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 and Term

- A. Board elections shall take place during the thirty (30) days leading up to the annual meeting, or at the annual meeting if the voting is not electronic, at the Board's discretion.
- B. Six (6) of the Directors shall be elected by the membership to three-year terms, which shall be staggered so that two Directors are elected each year. The seventh Director shall be the Treasurer, who will be appointed by the Board to a one-year term following the annual meeting.

Commented [j7]: Previously, the Board election was to be held at the annual meeting, but this allows the option of holding the election electronically prior to the annual meeting. Which election process is used (electronically before the annual meeting, or in person at the annual meeting) would be up to the Board.

Section 4: Resignation and Vacancies

Directors may resign from the Board at any time by giving written notice to the President or Secretary. 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 of candidates submitted by the Nomination and Election Committee.

Commented [j8]: This adds staggered Board terms, expands the terms from two to three years, and makes the Treasurer an appointed Board position. The Treasurer is an important position requiring a unique and specific skill set, and giving the Board the opportunity to appoint a qualified candidate from among the club's members is a prudent and sensible way to fill the position.

Commented [j9]: New addition.

Section 5: Meetings

- A. The Board of Directors shall hold meetings at least every other month. Additional 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.

Section 6: Removal of Directors

Any member of the Board of Directors may be removed from the Board for just cause by a two-thirds vote of the remaining Board members at any regular or special meeting. "Just cause" may include, but is not limited to, non-performance, unexcused absences from Board meetings, or acting against the best interests of the Corporation.

Commented [j10]: Copied the first sentence from Article VI, Section 6 (Removal of Officers) and added a definition of "just cause."

ARTICLE VI

OFFICERS

Section 1: Offices and Terms

The officers of the Corporation shall consist of a President, Vice President, Treasurer, and Secretary. The Board shall elect from its own members the President, Vice President, and Secretary; the Treasurer shall be appointed by the Board. Officer elections shall occur within thirty (30) days after the annual meeting, and all officers shall serve for a term of one (1) year. With the exception of the Treasurer, no officer shall serve for more than three (3) consecutive terms.

Commented [j11]: Changes to this section include officers elected by the Board instead of the membership, Treasurer becomes an appointed position, officer elections occur within 30 days after the annual meeting rather than at the annual meeting, and officer terms shorten from two years to one year.

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 nominate the chairs of all committees, subject to approval by a majority of the Board, 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.

Commented [j12]: Changed from the President appointing all committee chairs.

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.
- 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.

Commented [j13]: Simplified/updated the language and moved a sentence about pre-approval expense thresholds to Article IX (Financial Matters).

Section 6: Removal of Officers

Any officer may be removed from office for just cause by a two-thirds vote of the Board of Directors at any regular or special meeting. "Just cause" may include, but is not limited to, non-performance, unexcused absences from Board or Executive Committee meetings, or acting against the best interests of the Corporation.

Commented [j14]: Added a definition of "just cause."

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: Nomination and Election Committee

- A. At the Board meeting immediately after the annual meeting, the Board shall appoint a Nomination and Election Committee composed of two (2) members in good standing and one (1) current Board member to function as necessary for the coming year. Committee members must not be candidates for election during their tenure on the committee.
- B. The Nomination and Election Committee is responsible for planning and executing the Board nomination and election process. These duties include announcing Board member vacancies, collecting and validating nominations, announcing the slate of candidates, coordinating the voting process, and certifying the outcome of the election.

Commented [j15]: Moved this from its own article, changed committee name from Nominating Committee, changed from President appoints to Board appoints, added a sentence about committee members not being candidates for election (conflict of interest), and widened the scope of the committee's duties to include running Board elections.

Section 2: Membership Committee

- A. The Membership Committee shall consist of three (3) members in good standing who shall be appointed by the Board. At least one of those members should be a current Board member.
- B. The duties of the Membership Committee include maintaining a roster of current members, working with the Treasurer to ensure all membership dues are paid, encouraging member retention, and pursuing efforts to increase membership.

Commented [j16]: Moved from Article IV (Membership) and added duties.

Section 3: Other Committees

- A. The Board of Directors shall establish other 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.
- B. All committees shall be comprised of a chair selected by the Board and additional members selected by the committee chair.

Commented [j17]: Changed from selected by the President.

ARTICLE IX

FINANCIAL MATTERS

Section 1: Fiscal Year

The fiscal year of the corporation shall be from July 1 to June 30.

Commented [j18]: Changed from May 1 to April 30. This is more consistent with the fiscal years of most non-profit organizations, and it allows us to curl into May or June while remaining within the same fiscal year as the rest of the curling season.

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: Expenditure Pre-Approval

Pre-approval of expenditures above a threshold amount of \$500, as set by the Board, must be given by the Executive Committee, except for payment of routine charges and curling expenses that may exceed the threshold amount.

Commented [j19]: New section, with much of the content moved from the Treasurer's duties.

ARTICLE X
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 a 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 Board members, **if required**, for the ensuing year.
- C. To transact such other business as may properly come before the meeting.

Commented [j20]: Changed to reflect that the Board election may happen prior to the annual meeting.

Section 3: Quorum

Twenty (20) members in good standing or 20% of the voting membership, whichever is smaller, shall constitute a quorum. A majority vote of those present or voting shall be required for affirmative action.

Commented [j21]: Changed from seven (7) members.

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 XI
INDEMNIFICATION

The Corporation 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.

Commented [j22]: Formerly in Article IX (Financial Matters); moved to its own article, consistent with the bylaws of many other curling clubs and non-profit organizations.

ARTICLE XII

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 voted on at a special meeting. Upon acceptance by a two-thirds (2/3) vote of the members present, the amendments shall become effective immediately.

ARTICLE XIII

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, or to one or more exempt organizations operated for such purposes under Section 501(c)(3) of the Internal Revenue Code, as may be amended in the future.

Commented [j23]: Simplified the language without affecting the content or meaning.