

GREAT LAKES CURLING ASSOCIATION, INC. BY-LAWS

SECTION 1 - DEFINITIONS

Whenever the following words capitalized in this Section are used herein, they shall denote the person(s) or organization(s) indicated and/or shall have the meaning set forth in this paragraph:

1. GLCA: The Great Lakes Curling Association.
2. REGION or REGIONAL: The territorial limits of the states of Michigan, Ohio, Indiana, Kentucky and Tennessee.
3. USCA: The United States Curling Association.
4. USOC: The United States Olympic Committee.
5. CURLING CLUB or CURLING CLUBS: Any group of curlers sharing a common curling facility.
6. CURLER or CURLERS: Any individual who is an athlete involved in the sport of curling, or any a coach, trainer, manager, administrator, or official active in the sport of curling.
7. MEMBER CLUB: Any curling club or organization that is a member of the GLCA and which conducts curling programs or activities within the REGION.
8. MEMBER or MEMBERS: Any curler who belongs to a MEMBER CLUB.
9. ANNUAL MEETING: The meeting of the elected or appointed Directors of the GLCA from the various MEMBER CLUBS held the first Saturday in May of each year.

SECTION 2 - NAME

The name of this association shall be the “**Great Lakes Curling Association, Inc.**”

SECTION 3 - STATUS

The GLCA:

- is a not-for-profit corporation, duly incorporated under the laws of the State of Michigan;
- is the governing body for the sport of curling within the REGION;
- is autonomous in the governance of its sport within the REGION;
- independently determines and controls all matters central to such governance, does not delegate such determination and control, and is free from outside restraint;
- is a member of the USCA;
- is prepared to meet the obligations imposed upon it by the USCA, the national governing body, under Article VII, Sections One and Two, of the Constitution of the USOC; and

- notwithstanding any other provision of these By-Laws, shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under 501-C-3 of the Internal Revenue Code.

SECTION 4 - PURPOSE

- To promote the game of curling and coordinate the efforts of the MEMBER CLUBS within the REGION;
- To maintain friendly relations and affiliations with other state and regional CURLING CLUBS or organizations;
- To represent CURLERS within the REGION in any national or international discussions;
- To nominate the REGIONAL “member-elected” directors who will represent the GLCA at the USCA;
- To conduct, organize and coordinate within the REGION entrance into all national men’s, ladies, mixed, junior and college curling competitions;
- To foster national and international amateur sport competition within the meaning of 501-C-3 of the Internal Revenue Code, as amended.; and
- To carry out such other objectives as are deemed to be in the best interests of the game of curling as may, from time to time, be approved by a majority of the MEMBER CLUBS.

SECTION 5 - MEMBERSHIP

A. Any CURLING CLUB that is a MEMBER CLUB or seeks to be a MEMBER CLUB shall meet and/or adhere to all of the following requirements:

- be located within the REGION;
- abide by the rules of play adopted by the USCA or any variation thereof approved by the GLCA;
- support, in both word and action, the policies, goals and programs of the GLCA;
- select its MEMBERS without regard to race, color, religion, age, sex or national origin;
- promote the game of curling within its area;
- not engage in any activity that would endanger the tax exempt status of the GLCA under the Internal Revenue Code Section 501-C-3;
- pay the annual membership fee to the GLCA as set by the GLCA’s Board of Directors; and
- pay the annual membership fee to the USCA as set by the USCA’s Board of Directors.

SECTION 6 - MEETINGS/NOTICE/VOTING

A. **Stated Meetings:** The Directors, elected or appointed from the various MEMBER CLUBS, shall meet, at a minimum, twice each calendar year on the first Saturday in May, which shall be the ANNUAL MEETING, and the last Saturday in September unless said meeting dates are changed for good cause by a majority vote of the Directors.

B. **Special Meetings:** A special meeting of the Directors may be called at any time upon at least thirty (30) days written or electronic notice by the President, Vice President, Secretary or Treasurer of the GLCA or any five (5) Directors.

C. Notice of the stated meetings or any special meeting shall be mailed or sent by electronic mail at least thirty (30) days prior to the scheduled date of the meeting to each Director at his or her address as it appears in the Secretary's most recent record, stating the time and place of the meeting. The notice of a special meeting of the Directors shall, also, state the purpose for which such meeting is called.

D. Any ANNUAL MEETING may act on any proposal included in the notice of the meeting, and in addition thereto, any other proposal except a proposal for which special notice is required by statute.

E. At any meeting of the Board of Directors each MEMBER CLUB shall be entitled to one (1) vote for each Board Member representing such MEMBER CLUB provided that the MEMBER CLUB is current in its dues payment to the GLCA. The number of Directors allotted to each MEMBER CLUB shall be certified annually by the Treasurer of the GLCA. Except as otherwise provided by statute or by these By-Laws, a majority of the votes represented at the meeting, in person or by proxy, shall be sufficient to adopt or reject any proposal and confirm each Director. A Director shall be deemed to be present if that Director is present on a conference video or telephone call where such Director can hear all of the proceedings and be heard by all of the other Directors present at the physical location of the meeting.

F. Fifty percent (50%) of the members of the Board of Directors, present or represented by proxies received in writing, by email or by facsimile, shall constitute a quorum for the transaction of business. A Director shall be deemed to be present if that Director is present on a conference video or telephone call where such Director can hear all of the proceedings and be heard by all of the other Directors present at the physical location of the meeting.

SECTION 7 - APPLICATION PROCESS

A. The procedure for applying for membership in the GLCA shall be as follows:

- Submission of a written application, in the form prescribed by the GLCA from time to time, to the Secretary of the GLCA at least sixty (60) days prior to the ANNUAL MEETING or the regularly scheduled stated meeting of the GLCA held the last Saturday in September each year;
- Said form shall:
 - contain a request for membership in the GLCA;
 - contain the names and addresses of all the CURLERS represented by the applicant;
 - contain a copy of the applicant's Articles of Incorporation/Charter and By-Laws;
 - contain a statement that the applicant will actively participate in the conduct of the affairs of the GLCA and will abide by rules and regulations of the GLCA;
 - contain such other information as the GLCA may require, from time to time; and
 - be executed by the Secretary of the applying member organization and contain the name of the organization.

B. The election to membership shall be:

- (i) by the affirmative vote of a majority of the Directors representing the MEMBER CLUBS, in person or by proxy, at the ANNUAL MEETING or at the regularly scheduled stated meeting held the last Saturday in September each year; or
- (ii) by the affirmative vote of a majority of the Directors representing the MEMBER CLUBS, in person or by proxy, at a special meeting called for the purpose of acting on such application subject to confirmation at the ANNUAL MEETING; and
- (iii) subject to the payment of the first year's dues.

SECTION 8 - BILL OF RIGHTS AND ELIGIBILITY FOR COMPETITION

A. Membership in a MEMBER CLUB provides equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in athletic competition, without discrimination on the basis of race, color, religion, age, sex, or national origin.

B. Any MEMBER shall be entitled to notice and a hearing before a Board of Review before being declared ineligible to participate in a competitive event sanctioned by the GLCA. The Board of Review shall consist of the President of the GLCA and two (2) other Directors of the GLCA appointed by the President. The GLCA and the complaining MEMBER may be represented by counsel or by any other duly authorized representative at the hearing of the Board of Review. The Board of Review proceedings shall be conducted in accordance with the Rules and Regulations of the USCA. Notice of the time and place of such hearing shall be in writing and given to such MEMBER at least then (10) days prior to the date of the hearing. The hearing shall be held within twenty five (25) miles of the MEMBER CLUB of such MEMBER as listed in the most current records of the GLCA. The determination of eligibility by the Board of Review shall be based upon the rules of eligibility of the GLCA, as promulgated from time to time, which rules shall not be more restrictive than the eligibility rules of the USCA. After hearing by the Board of Review, if the MEMBER being declared ineligible feels that he or she has been wronged in the interpretation and application of the USCA Rules by the Board of Review such MEMBER shall have the right to appeal such determination to the full Board of Directors of the GLCA pursuant to the appellate procedures set forth in Section 9 hereof.

SECTION 9 - RIGHT OF APPEAL

Any MEMBER who feels that he or she has been wronged in the interpretation or application of the Rules of Eligibility of the USCA by the Board of Review has the right to appeal such determination, but only in the following manner:

- The complaining MEMBER shall submit a written complaint to the President of the GLCA stating clearly his or her grievance and all facts relating thereto.
- The President, within thirty days (30) after receipt of the complaint, shall then present the complaint to the entire Board of Directors of the GLCA for review and final ruling at the Board's next scheduled stated meeting or at a special meeting called by the President for the purpose of reviewing said complaint.
- The decision of the Board of Directors shall be rendered in writing to the complaining MEMBER no later than ninety (90) days after the date that the written complaint was received by the President.

- If the complaining MEMBER is dissatisfied with the decision of the Board of Directors, then the complaining MEMBER may appeal such determination to the USCA, pursuant to the rules of said USCA.

SECTION 10 - DUES

Each MEMBER CLUB shall pay annual dues for each of its MEMBERS for the current year in an amount to be fixed by the Board of Directors of the GLCA, from time to time. Each MEMBER CLUB shall attach to its dues payment a copy of the MEMEBR CLUB's USCA current Membership Summary.

SECTION 11 - RESIGNATION/REINSTATEMENT

A. A MEMBER CLUB may resign from the GLCA, at any time, by filing a written letter of resignation with the Secretary of the GLCA. However, such resignation shall not relieve the MEMBER CLUB of its obligation to pay any accrued and unpaid dues, assessment or other charges.

B. A MEMBER CLUB may request reinstatement in the GLCA by filing a written letter to that effect, signed by a duly elected officer of the former MEMBER CLUB, with the Secretary of the GLCA. The Board of Directors of the GLCA shall vote upon such request at the Board's next scheduled stated meeting or at a special meeting called by the President or Secretary for the purpose of acting upon such request. Reinstatement shall require the affirmative vote of a majority of the Directors. Also, reinstatement shall be subject to the full payment by the former MEMBER CLUB of any and all accrued and unpaid dues, assessments or other charges **and** compliance with any other terms or conditions that the Board of Directors may deem appropriate.

SECTION 12 - DIVIDENDS

No dividend shall be paid and no part of the income of the GLCA shall be distributed to any MEMBER, MEMBER CLUBS, Directors or Officers. The GLCA may, however, pay compensation in a reasonable amount to any MEMBER, MEMBER CLUBS, Directors or Officers for services rendered to the GLCA and may confer benefits upon any MEMBER or MEMBER CLUBS in conformity with its purposes. Distribution of the assets of the GLCA upon dissolution and final liquidation shall be made in accordance with the provisions of Section 181.51 of the Michigan statutes, as now or hereafter amended, except that MEMBERS or MEMBER CLUBS shall not participate in such distribution except to vote on a plan of distribution under the provisions of Section 181.52 of the Michigan statutes.

SECTION 13 - BOARD OF DIRECTORS - GENERAL POWERS/NUMBER/TENURE

A. The Board of Directors shall:

- have the control and management of the affairs and events of the GLCA;
- be elected without regard to race, color, religion, age, sex or national origin; and
- elect director or directors to the Board of Directors of the USCA in accordance with the By-Laws of the USCA at its September stated meeting, immediately preceding the first year of the term of office for said USCA director or directors.

B. Each Director shall, at the time of his or her election and at all times during his or her term of office, be a MEMBER in good standing of a MEMBER CLUB.

Number of MEMBERS of a MEMBER CLUB in good standing during the previous curling season as represented on the rolls of the GLCA	Number of GLCA Directors allotted to each MEMBER CLUB
1-39	1
40-59	2
60 or greater	3

C. Each MEMBER CLUB shall be entitled to representation on the Board of Directors of the GLCA in accordance with the following table:

D. The Secretary of the GLCA, on or before January 15th of each year, shall request in writing from each MEMBER CLUB its selection of its elected Director or Directors, whose election is to be confirmed at the ANNUAL MEETING. The Secretary shall present at the ANNUAL MEETING the names of the MEMBER CLUB'S selected Directors for recordation on the rolls of the GLCA. It shall be the responsibility of each MEMBER CLUB to keep their allocated Director position or positions filled.

SECTION 14 - OFFICERS

The principal Officers of this GLCA shall consist of a President, a Vice President, a Secretary, and a Treasurer. Such other officers and/or assistant officers as the Board of Directors may be deem necessary may be appointed by the Board of Directors to serve at its pleasure.

SECTION 15 - OFFICERS - NOMINATION, ELECTION AND TERM OF OFFICE

1. Nominations for the principal Officers shall be solicited by the Secretary in writing or by electronic mail from all Directors at least ninety (90) days prior to the ANNUAL MEETING at which the elections are to be held. All nominations submitted to the Secretary will be included with the meeting notice for the ANNUAL MEETING and submitted to the Board of Directors at such meeting.

2. The Board of Directors at the ANNUAL MEETING shall, also, ask for any additional nominations from the floor which may be submitted either in person or in writing at the ANNUAL MEETING; however, no nomination shall be considered if submitted by a voting Director except in accordance with subparagraph 1. above.

3. All nominations submitted, whether in accordance with subparagraphs 1. or 2. above shall be given equal consideration.

4. The principal Officers of the GLCA shall be elected biannually by the Board of Directors at the ANNUAL MEETING. If the election of Officers shall not be held at the ANNUAL MEETING, such election shall be held as soon thereafter as it is conveniently possible.

5. The term of office shall be for two (2) years, and coincident with the fiscal year of the GLCA.

6. A vacancy in any office for any reason may be filled for the unexpired portion of the term, or new offices created and filled, at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

7. Any Officer or agent elected or appointed by the Board of Directors may be removed by a vote of two-thirds ($\frac{2}{3}$) of the Board of Directors whenever in its judgment the best interests of the GLCA would be served thereby.

SECTION 16 - PRESIDENT

The President shall:

- be the principal executive Officer of the GLCA;
- supervise and control all of the business and affairs of the GLCA;
- preside at all meetings of the GLCA;
- individually execute any contract, agreement, or instrument necessary for the conduct of the business of the GLCA as authorized and approved by the Board of Directors;
- perform all duties incident to the office of President and such other duties as may be prescribed, from time to time, by the Board of Directors.

SECTION 17 - VICE PRESIDENT

The Vice President shall:

- perform the duties assigned to him or her, from time to time, by the Board of Directors; and
- in the absence of the President or in the event of the President's inability or refusal to act, perform the duties of the President and when so acting shall have all of the powers and authority of the President.

SECTION 18 - TREASURER

The Treasurer shall:

- have a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine, from time to time;
- have charge and custody of and be responsible for all funds and securities of the GLCA;
- receive and give receipts for monies due and payable to the GLCA from any source whatsoever;
- deposit all such monies in the name of the GLCA in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and
- perform all of the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to him or her by the Board of Directors.

SECTION 19 - SECRETARY

The Secretary shall:

- keep the minutes of the meetings of the of the Board of Directors in one or more books provided for that purpose;
- see that all notices are duly given in accordance with the provision of these By-Laws or as required by law;

- be custodian of the records and seal of the GLCA and see that the seal of the GLCA is affixed to all documents, the execution of which on behalf of the GLCA under its seal is duly authorized in accordance with the provisions of these By-Laws;
- keep a register of the post office address, telephone number and email address of each Director which shall be furnished to the Secretary by each Director; and
- perform all of the duties incident to the office of Secretary and such other duties as, from time to time, may be assigned to him or her by the Board of Directors.

SECTION 20 - ASSISTANT TREASURERS AND ASSISTANT SECRETARIES

The Board of Directors may appoint, from time to time, assistant treasurer or treasurers and an assistant secretary or secretaries as the Board deems necessary or advisable. If required by the Board of Directors, any assistant treasurer(s) shall give bond for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine. Any assistant treasurers and/or assistant secretaries shall perform such duties as shall be assigned by them by the Treasurer or Secretary, respectively, or by the Board of Directors.

SECTION 21 - EXECUTIVE COMMITTEE

The Executive Committee shall consist of the four (4) principal Officers plus one (1) additional Director to be elected by the Board of Directors. The Executive Committee shall decide any issue where time is of the essence and it is impractical to wait to present such issue to the entire Board of Directors at its next regularly scheduled meeting or to call for a special meeting of the Board of Directors or to otherwise poll the entire Board of Directors. All decisions of the Executive Committee shall be reviewed and either ratified or rejected by the full Board of Directors at its next regularly scheduled meeting.

SECTION 22 – USCA REGIONAL DIRECTORS

1. The Board of Directors shall nominate, from time to time, REGIONAL “member-elected” directors who will represent the GLCA at the USCA so that at all times the GLCA has its full allotment of REGIONAL “member-elected” directors. Nominees for the position of REGIONAL “member-elected” director need not be a member of the GLCA Board of Directors but must be a MEMEBR in good standing.

2. Nominations for the REGIONAL “member-elected” directors shall be solicited by the Secretary in writing or by electronic mail from all Directors at least ninety (90) days prior to the ANNUAL MEETING at which such nominations are to be made. All nominations submitted to the Secretary will be included with the meeting notice for the ANNUAL MEETING and submitted to the Board of Directors at such meeting.

3. The Board of Directors at the ANNUAL MEETING shall, also, ask for any additional nominations from the floor which may be submitted either in person or in writing at the ANNUAL MEETING; however, no nomination shall be considered if submitted by a voting Director except in accordance with subparagraph 2. above.

4. All nominations submitted, whether in accordance with subparagraphs 2. or 3. above shall be given equal consideration.

5. The term of office for a REGIONAL “member-elected” director shall be three (3) years as prescribed by the USCA. The terms for the GLCA’s REGIONAL “member-elected” directors shall not run concurrently.

6. A vacancy, for any reason, may be filled for the unexpired portion of the term at any meeting of the Board of Directors. Each REGIONAL “member-elected” director shall hold office until his or her successor shall have been duly nominated and accepted by the USCA.

7. Any REGIONAL “member-elected” director may be removed by a vote of two-thirds ($\frac{2}{3}$) of the Board of Directors whenever in its judgment the best interests of the GLCA would be served thereby.

SECTION 23 - BOOKS AND RECORDS

The GLCA shall keep correct and complete books and records of account and minutes of all of its proceedings. The books and records of the GLCA may be inspected by any MEMBER CLUB or its agent or attorney, upon written request, for any proper purpose at any reasonable time.

SECTION 24 - FISCAL YEAR

The fiscal year of the GLCA shall begin on the first day of May and end on the last day of April of each year.

SECTION 25 - AMENDMENTS TO BY-LAWS

These By-Laws may be repealed or amended, in whole or in part, by a vote of two-thirds ($\frac{2}{3}$) of the Board of Directors. However, no such changes in the By-Laws shall be adopted unless the Directors shall have been notified in writing of the subject of the proposed change by letters mailed or by electronic mail sent at least thirty (30) days prior to the date of the meeting at which such changes are to be considered; or unless each such Director not so timely notified shall execute a waiver of such notice.

SECTION 26 - AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation for the GLCA may be amended in whole or in part by a two thirds ($\frac{2}{3}$) vote of the Board of Directors. However, no such changes in the Articles shall be adopted unless the Directors or MEMBER CLUBS shall have been notified in writing of the subject of the proposed change by letters mailed or telegrams sent at least thirty (30) days prior to the date of the meeting at which such changes are to be considered; or unless each such Director or MEMBER CLUBS, as the case may be, not so timely notified shall execute a waiver of such notice.

SECTION 27 - INDEMNIFICATION

The GLCA shall defend, indemnify and hold harmless each of its Directors and Officers from and against any and all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such Director or Officer arising out of the latter’s performance of his or her duties on behalf of the GLCA, unless such claim or expense was caused by a fraud or willful neglect on the part of said Director or Officer.

APPROVED SEPTEMBER 29, 1987

AMENDED OCTOBER 14, 1995

AMENDED OCTOBER 10, 1998

AMENDED OCTOBER 18, 2003

AMENDED MAY, 2008