

# 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. Locations not covered by other associations may be added from time to time, or as directed by USCA;
- 3) USCA- The United States Curling Association;
- 4) USOPC- The United States Olympic & Paralympic 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 has applied for and been accepted for membership in the GLCA and the USCA;
- 8) MEMBER or MEMBERS- Any individual curler who belongs to a MEMBER CLUB, curls at that on a regular basis (more than 6 times per season), and has paid dues to each of the MEMBER CLUB, the GLCA and the USCA;
- 9) GOOD STANDING- Any MEMBER who is current with their REGION AND USCA dues and whose MEMBER CLUB is current in their REGION and USCA dues;
- 10) ANNUAL MEETING- The meeting of the elected or appointed Directors of the GLCA from the various MEMBER CLUBS.

### SECTION 2 - NAME

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

### SECTION 3 - STATUS

The GLCA:

- 1) is a not-for-profit corporation, duly incorporated under the laws of the State of Michigan;
- 2) is the governing body for the sport of curling within the REGION;
- 3) is autonomous in the governance of its sport within the REGION;
- 4) independently determines and controls all matters central to such governance, does not delegate such determination and control, and is free from outside restraint;
- 5) is a member of the USCA and will act in accordance with USCA By-Laws to maintain its status as a Member in GOOD STANDING of that organization;
- 6) is prepared to meet the obligations imposed upon it by the USCA, the national governing body, as mandated in USOPC By-Laws Section 8, and in accordance with federal law by the United States Olympic & Paralympic Committee as such requirements are promulgated or revised from time to time;
- 7) provides an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in curling competitions without discrimination on the basis of race, color, religion, age, sex, sexual orientation, or national origin;

- 8) 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

- 1) To promote the game of curling and coordinate the efforts of the MEMBER CLUBS within the REGION;
- 2) To maintain friendly relations and affiliations with other state and regional CURLING CLUBS or organizations;
- 3) To represent CURLERS within the REGION in any national or international discussions;
- 4) To nominate the REGIONAL "member-elected" directors (USCA REGIONAL DIRECTOR) allocated to the GLCA as set forth in the USCA By-laws;
- 5) To conduct, organize and coordinate within the REGION entrance into all national men's, ladies, mixed, junior, college, or other events sanctioned by the USCA;
- 6) To foster national and international amateur sport competition;
- 7) 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 4A - TAX-EXEMPT STATUS

The GLCA shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Michigan. The GLCA shall be operated for charitable and educational purposes and it shall also have as its purpose those specifics found in Section 4. The GLCA shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 set forth in Section 4 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## SECTION 5 - MEMBERSHIP

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:

- 1) be located within the REGION;
- 2) abide by the rules of play adopted by the USCA or any variation thereof approved by the GLCA;
- 3) support, in both word and action, the policies, goals and programs of the GLCA;
- 4) select its MEMBERS without regard to race, color, religion, age, gender, national origin, or disability;
- 5) promote the game of curling within its area;
- 6) not engage in any activity that would endanger the tax exempt status of the GLCA or the USCA under the Internal Revenue Code Section 501(c)(3);
- 7) pay the annual membership fee for all MEMBERS to the GLCA as set by the GLCA's Board of Directors and;
- 8) pay the annual membership fee for all MEMBERS to the USCA as set by the USCA's Board of Directors, in accordance with USCA By-Laws Section 5.4 and 5.5.

## SECTION 6 - MEETINGS/NOTICE/VOTING

- 1) **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 at least 6 weeks prior to the revised meeting date.
- 2) **Special Meetings:** A special meeting of the Directors may be called at any time upon at least fifteen (15) days written or electronic notice by the President, Vice President, Secretary or Treasurer of the GLCA or any five (5) Directors.
- 3) Notice of the stated meetings or any special meeting shall be mailed or sent by electronic mail at least fifteen (15) 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.
- 4) 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.
- 5) 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 and USCA. The number of Directors allotted to each MEMBER CLUB, in accordance with Section 13.3, shall be certified bi-annually by the Treasurer of the GLCA. Except as otherwise provided by statute or by these By-Laws, a majority (greater than 50%) 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.
- 6) A majority (greater than 50%) of the voting 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.

- 7) Proxies:
  - a) must be sent directly to the GLCA Secretary from the Director and received no less than 72 hours prior to the announced starting time of the meeting;
  - b) are not transferrable if the proxy holder is absent from the meeting;
  - c) expire at the closing of the meeting for which they were issued;
  - d) may contain specific directions or limitations for voting, which the holder is obligated to honor;
  - e) in absence of specific voting directions, the proxy holder is free to vote the proxy as he/she chooses.

#### SECTION 7 - APPLICATION PROCESS

- 1) The procedure for applying for membership in the GLCA shall be as follows:
  - a) 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 in the fall each year;
  - b) Said form shall:
    - i) contain a request for membership in the GLCA;
    - ii) contain the names and addresses of all the CURLERS represented by the applicant;
    - iii) contain a copy of the applicant's Articles of Incorporation/Charter and By-Laws;
    - iv) 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 and the USCA;
    - v) contain such other information as the GLCA may require, from time to time; and
    - vi) be executed by the Secretary of the applying member organization and contain the name of the organization.
  - c) Said By-Laws shall contain the following articles:
    - (1) They will select/admit its Individual Curlers without regard to race, color, religion, age, sex, sexual orientation or national origin;
    - (2) They will not endanger the tax exempt status of the GLCA or USCA under the Internal Revenue Code.
- 2) The election to membership shall be:
  - a) 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 in the fall each year; or
  - b) 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
  - c) subject to the payment of the first year's dues.

#### SECTION 8 - BILL OF RIGHTS AND ELIGIBILITY FOR COMPETITION

- 1) 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.
- 2) 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.
  - a) The Board of Review shall consist of the President of the GLCA and two (2) other Directors of the GLCA appointed by the Championship/Rules committee.
  - b) 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.

- c) The Board of Review proceedings shall be conducted in accordance with the Rules and Regulations of the USCA.
- d) 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.
- e) 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.
- f) 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. In the absence of such rules the GLCA will use USCA By-Laws Article 15 as a guideline in determination of eligibility.
- g) 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 GLCA by the Board of Review has the right to appeal such determination, but only in the following manner:

- 1) 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;
- 2) 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;
- 3) The decision of the Board of Directors shall be rendered in writing to the complaining MEMBER no later than sixty (60) days after the date that the written complaint was received by the President.
- 4) 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 all of its MEMBERS for the current year no later than January 31, 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 MEMBER CLUB's USCA current Membership Summary.

## SECTION 11 - RESIGNATION/REINSTATEMENT

- 1) 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. The Secretary will immediately notify the USCA of any club resignation from the GLCA.
- 2) 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.
  - a) The Board of Directors of the GLCA shall vote upon such request at the Board's next scheduled stated meeting.
  - b) Reinstatement shall:
    - i) require the affirmative vote of a majority of the Directors present or represented by proxy;
    - ii) be subject to the full payment by the former MEMBER CLUB of any and all accrued and unpaid dues, assessments or other charges to the GLCA and the USCA 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.

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

- 1) The Board of Directors shall:
  - a) have the control and management of the affairs and events of the GLCA;
  - b) be elected without regard to race, color, religion, age, sex or national origin;
  - c) 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;
  - d) agree to abide by the principles of the GLCA Ethics and Conflict of Interest Policy and agree to sign the GLCA Conflict of Interest Policy Disclosure Statement.
- 2) 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.
- 3) Board Size and Allocation: The Board of Directors shall consist of 25 members, including executives but not including any eligible 'Super' Directors or 'New Club' Directors as defined below. Each member club will be allocated one seat. Any remaining open seats from the 25 will be assigned to clubs in descending order of the number of members of a club, as defined below, until all seats have been allocated.
  - a) Reallocation of Board of Director Seats: Board of Director seats will be reallocated biennially in the year in which Board Executives are not elected.
  - b) Number of Members of a Club: For purposes of Director allocation, the number of members of a club will be defined as the average of the number of paid members in GOOD STANDING at 12:01am on February 1 of the year of reallocation and the same of the preceding year.
  - c) Super Directors: Member Clubs whose membership in GOOD STANDING as defined by Section 13.3.b exceeds  $1/6^{\text{th}}$  (one sixth) of the total membership in GOOD STANDING in the GLCA shall be allocated an additional (third) seat on the Board of Directors. This seat will be in addition to the total of 25 seats and will not deduct from any other Member Club's allocation of seats.

These Directors will have no additional or special powers other than providing additional representation for their club on the Board.

- d) New Clubs: New Member Clubs which join the GLCA will be allocated one seat on the Board through one complete allocation cycle. This seat will be in addition to the 25 and will not result in an existing club losing a seat during that allocation cycle.
  - e) Non-voting Associate Clubs: Existing Member Clubs whose membership in GOOD STANDING as defined by Section 13.3.b is less than 8, will be assigned the status of a "Non-voting Associate Club". A Non-voting Associate Club will have a voice but no vote for all actions taken by the Board of Directors, and their Board of Director seat will be assigned to another club. Full voting status will be reestablished automatically at the next regular reallocation cycle at which they meet or exceed 8 members in GOOD STANDING as defined by Section 13.3.b. This clause will take effect one full reallocation cycle after enactment of this clause.
- 4) The Secretary of the GLCA, on or before April 15<sup>th</sup> 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 forty-five (45) days prior to the ANNUAL MEETING at which the elections are to be held. All nominations submitted to the Secretary will be received no later than 30 days prior to the ANNUAL MEETING and forwarded to the Governance committee for review and distributed by the Secretary to the Board of Directors no less than 10 days prior to the ANNUAL 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. Floor nominees must be prepared to establish their credentials and eligibility in accordance with Subsection 6 below at the time of their nomination;
- 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 shall commence and end with the conclusion of the ANNUAL MEETING at which the election took place.
- 6) No individual may serve more than three (3) consecutive terms on the Executive Committee. That person will become eligible to be on the Executive Committee again after at least one (1) full term off.

- 7) 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.
- 8) Any Officer or agent elected or appointed by the Board of Directors may be removed for cause by a vote of two-thirds ( $\frac{2}{3}$ ) of the Board of Directors present. Any Officer or agent elected or appointed by the Board of Directors may be removed without cause by a vote of three-fourths ( $\frac{3}{4}$ ) of the Board of Directors present whenever in its judgment the best interests of the GLCA would be served thereby.
- 9) No more than one (1) person from any MEMBER CLUB may serve on the Executive Committee at any time.

#### SECTION 16 - PRESIDENT

The President shall:

- 1) be the principal executive Officer of the GLCA;
- 2) supervise and control all of the business and affairs of the GLCA;
- 3) preside at all meetings of the GLCA;
- 4) individually execute any contract, agreement, or instrument necessary for the conduct of the business of the GLCA as authorized by the Executive Committee and approved by the Board of Directors;
- 5) 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;
- 6) Serve as a member of but not Chair the Governance/Nominating Committee.

#### SECTION 17 - VICE PRESIDENT

The Vice President shall:

- 1) perform the duties assigned to him or her, from time to time, by the Board of Directors;
- 2) 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;
- 3) Serve as a member of but not Chair the Championship/Rules Committee.

#### SECTION 18 - TREASURER

The Treasurer shall:

- 1) 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;
- 2) have charge and custody of and be responsible for all funds and securities of the GLCA;
- 3) receive and give receipts for monies due and payable to the GLCA from any source whatsoever;
- 4) 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;
- 5) 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;
- 6) The Treasurer shall not dispense funds amounting to less than \$300 without Executive Committee approval, nor shall the Treasurer dispense funds amounting to more than \$300 without full Board Approval;
- 7) Serve as a member of but not Chair the Audit/Finance Committee.

## SECTION 19 - SECRETARY

The Secretary shall:

- 1) keep the minutes of the meetings of the of the Board of Directors in one or more books provided for that purpose;
- 2) see that all notices are duly given in accordance with the provision of these By-Laws or as required by law;
- 3) 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;
- 4) 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;
- 5) 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 treasure 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 "At-Large" 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 21A- STANDING COMMITTEES

The GLCA will have the following Standing Committees: Audit/Finance, Governance/Nominating, Championships/Rules, and Membership. All Standing Committees report to and are accountable to the GLCA Board.

- 1) Each Standing Committee shall consist of at least three (3) individuals:
  - a. one (1) Executive Committee member as specified;
  - b. at least one (1) other non-Executive GLCA Board member;
  - c. other non-Board GLCA Member(s) as may seem appropriate for the committee's needs.
- 2) Audit/Finance- Duties:
  - a. To oversee and review the GLCA's financial systems and reports, to assist the Board and Treasurer in fulfilling fiscal responsibilities;
  - b. ensure that financial reports are accurate and timely;
  - c. make policy recommendations to the Board;
  - d. oversee the selection and use of outside financial auditors;
  - e. provide other board members with explanations and insights into the GLCA's financial situation.

- 3) Governance/Nominating- Duties:
  - a. will ensure that the biannual slate of Officer nominees meet any and all qualifications as called for in this document and report their findings to the Board via the Secretary at least fifteen (15) days prior to the Annual Meeting;
  - b. will ensure that there is at least one qualified individual for each Office in the biannual vote for Officers;
  - c. will, without comment or participation from any Executive, empanel a temporary committee to investigate any action(s) related to Section 15.8;
  - d. will ensure that the USCA REGIONAL DIRECTOR nominees meet any and all qualifications as called for in this document and report their findings to the Board at least fifteen (15) days prior to the Annual Meeting;
  - e. will ensure that there is at least one qualified individual nominated for the position of USCA REGIONAL DIRECTOR (GLCA NOMINEE);
  - f. will coordinate with the Midwest Curling Association (MCA) to obtain approval of any GLCA NOMINEE and to approve any MCA NOMINEES for USCA REGIONAL DIRECTOR
  - g. will empanel a temporary committee charged with the task of developing and presenting Amendments to these By-laws;
- 4) Championship/Rules- Duties:
  - a. establish the format for each and all GLCA Regional Championship and report same to the Board at the Annual Meeting prior to the Championship in question;
  - b. establish the location and make all such arrangements necessary for the successful completion for each and all GLCA Regional Championship and report same to the Board at the Annual Meeting prior to the Championship in question;
  - c. the committee Chair will, with committee advice, appoint Directors to serve on any Board of Review actions related to Sections 8.
- 5) Membership- Duties:
  - a. focus on developing and implementing programs to support member clubs;
  - b. promote GLCA member clubs activities;
  - c. continually update/develop a strategic/business plan keeping the GLCA a relevant organization;
  - d. will report annual operating budgets to the finance committee including input on membership dues.

## SECTION 22 – USCA REGIONAL DIRECTORS

- 1) Pursuant to USCA By-laws, the GLCA and Midwest Curling Association (MCA) are allocated one (1) USCA REGIONAL DIRECTOR. Beginning in 2021, the GLCA and MCA will stagger responsibility for the nomination of the USCA REGIONAL DIRECTOR. Initially, the GLCA Board of Directors shall nominate a USCA REGIONAL DIRECTOR (GLCA NOMINEE). Thereafter, every two (2) years, the nomination process will alternate with MCA nominating the USCA REGIONAL DIRECTOR (MCA NOMINEE).
  - a) In the event that no nominee is put forth by the region whose term it is to nominate a USCA REGIONAL DIRECTOR, the other region may field a nominee.
- 2) GLCA Nominees need not be a member of the GLCA Board of Directors but must be a MEMBER in GOOD STANDING and conform to the qualifications outlined in USCA By-Laws Section 7.4, that being:
  - a) Each director of the Board of Directors must be a citizen of the United States and eighteen (18) years of age or older;
  - b) A director will:
    - i) have the highest personal and professional integrity;

- ii) have demonstrated exceptional ability and judgment;
  - iii) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USCA;
  - iv) Directors will possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, understanding of the responsibilities and obligations of a National Governing Body for the Olympic sport of curling, and have diverse experience in the key business, financial, and other challenges that face USCA, from time to time;
  - v) Directors will have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, legal and sport; and
  - vi) Shall possess a SafeSport certificate or its equivalent.
- 3) Any GLCA NOMINEE for the USCA REGIONAL DIRECTOR position shall be approved by the MCA Board of Directors, which approval shall not be unreasonably withheld.
  - 4) Any MCA NOMINEE for the USCA REGIONAL DIRECTOR position shall be approved by the GLCA Board of Directors, which approval shall not be unreasonably withheld.
  - 5) GLCA Nominees shall be solicited by the Secretary in writing or by electronic mail from all Directors at least forty-five (45) days prior to the ANNUAL MEETING at which the election is to be held. All nominations submitted to the Secretary will be received no later than 30 days prior to the ANNUAL MEETING and forwarded to the Governance committee for review and distributed by the Secretary to the Board of Directors no less than 10 days prior to the ANNUAL MEETING.
  - 6) The Board of Directors at the ANNUAL MEETING may also ask for any additional nominations from the floor which may be submitted either in person or in writing at the ANNUAL MEETING. Floor nominees must be prepared to establish their credentials and eligibility in accordance with subparagraphs 8) and 13) below at the time of their nomination;
  - 7) All nominations submitted, whether in accordance with subparagraphs 5. or 6. above shall be given equal consideration.
  - 8) The GLCA Nominees, by having their name placed in nomination agree that if elected they will:
    - a) conform to USCA Director Attendance requirements as stated in USCA By-Laws Section 7.11
    - b) conform to adopted USCA policies of Director Expectations and Responsibilities.
    - c) accept potential sanction or replacement by the GLCA Board of Directors for failure to meet the requirements set out in subsections 22.8.a and 22.8.b above.
  - 9) The term of office for a USCA REGIONAL DIRECTOR shall be two (2) years as prescribed by the USCA.
  - 10) At the conclusion of the two (2) year term of the GLCA NOMINEE elected by the Board of Directors, the MCA shall nominate the USCA REGIONAL DIRECTOR, which nominees shall be approved by the GLCA Board of Directors.
  - 11) A vacancy, for any reason, may be filled for the unexpired portion of the term at any meeting of the Board of Directors. Each USCA REGIONAL DIRECTOR shall hold office until his or her successor shall have been duly nominated, elected and accepted by the USCA, or until their term limitation is exceeded;
  - 12) Any USCA REGIONAL DIRECTOR elected by the GLCA/MCA Board of Directors may be removed by a vote of two-thirds ( $\frac{2}{3}$ ) of the full membership of the GLCA/MCA Board of Directors whenever in their judgment the best interests of the GLCA/MCA would be served thereby;
  - 13) The USCA REGIONAL DIRECTOR will be term limited in accordance with USCA By-Laws Section 7.10.

#### 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 present. 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 present. 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 sent by electronic mail 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

AMENDED OCTOBER 21, 2011

AMENDED MAY 2, 2015

AMENDED MAY 8, 2021

## **GREAT LAKES CURLING ASSOCIATION ETHICS AND CONFLICT OF INTEREST POLICY**

The Great Lakes Curling Association ("GLCA") has had, and will continue to have, the policy to require its directors, officers, leaders, volunteers and employees to maintain the highest standards of ethics and propriety in activities and relations with all parties. The GLCA further expects that its directors, officers, leaders, volunteers be aware of and comply with GLCA's Code of Ethics and Fiduciary Responsibilities of Individual Directors.

The following principles govern this Ethics and Conflict of Interest Policy.

- The business of the GLCA and its members is to be conducted in observance of both the spirit and the letter of applicable federal and state laws.
- No set of guidelines can guarantee acceptable behavior. The guidelines set out below are not a precise map to acceptable conduct. They are signposts. Each individual must find his or her own way.
- Those who serve the GLCA or its members must avoid any real conflict of interest as well as avoid the appearance of any conflict of interest.
- All conduct is founded on the individual's own sense of integrity. Those who accept the honor of serving the GLCA and its members must also accept the burdens of public disclosure and public scrutiny. Properties, services, opportunities, authority and influence of the GLCA and its members are not to be used for private benefit.
- Each individual is expected to exhibit honesty, loyalty, candor and professional competence in relationships with other individuals, be they inside the GLCA or outsiders.
- Other volunteer work, business interests, government activity and/or family relationships may create potentially conflicting interests. What is required of those who serve is the disclosure of conflicting interests when they arise, as well as physical absence from and strict nonparticipation in any evaluation process relating to the matter in question.
- All who vote on GLCA issues must use these guidelines to help assess whether a conflict of interest, or the appearance of a conflict of interest, may exist. If there is a conflict of interest, or the appearance of a conflict of interest, it must be disclosed. It is understood that some real or potential conflicts of interest do not become evident until some new issue comes before a board or committee for evaluation and possible action. These situations cannot always be covered in advance by completing the conflict of interest and disclosure form.
  - If there is any doubt as to the presence of a real or perceived conflict, any connection one may have with the issue at hand must be disclosed.
  - After reading this Ethics and Conflict of Interest Policy, the initial assessment of whether to vote or to abstain from discussing and voting on the issue at hand is up to the individual. In considering your decision, remember that the GLCA values your judgment, your discussion input, and your vote. However, you always have the obligation to raise any known or potential perceived conflict to the Board of Directors. As discussed in this document, the Board of Directors or the GLCA President may choose to excuse you from discussing and voting on a given issue based upon an actual or perceived conflict of interest.
  - An example of when one probably should abstain from a vote: You are related to, the coach of, or a team member of an athlete or team involved in a discipline issue.
- Gifts, cash, travel, hotel accommodations, entertainment, or favors are neither to be given nor received, except those of nominal value exchanged in the normal course of business
- Each individual has the responsibility to maintain the confidentiality of the GLCA, as to both the GLCA proprietary and sensitive information.

## CODE OF ETHICS

Directors, officers, leaders, volunteers are required to comply with this Code of Ethics when representing or participating in GLCA activities or events:

1. Conduct all dealings with honesty and fairness.
2. Respect the rights of all to fair treatment and equal opportunity, free from discrimination or harassment of any type.
3. Know, understand and comply with the laws, regulations and codes of conduct governing the conduct of GLCA business.
4. Ensure that all transactions are handled honestly and recorded accurately.
5. Avoid conflicts of interest, both real and perceived.
6. Never use GLCA assets or information for personal gain.
7. Recognize that even the appearance of misconduct or impropriety can be very damaging to the reputation of the GLCA and act accordingly.

In view of these principles, GLCA adopts the following Ethics and Conflict of Interest Policy:

1. Directors, officers, committee members, and other leaders to be identified on an as-needed basis (collectively referred to as "Leaders") shall adhere to the highest standards of honesty, good faith, and fair dealing in all activities relating to GLCA.
2. Without full and complete disclosure to and approval by the Ethics Committee, no Leader or any member of his or her respective immediate family or households, shall have any position of influence with, or a material financial interest in, any corporation or other entity that conflicts, or could reasonably be expected to conflict, with the proper performance of the Leader's duties or responsibilities to GLCA, or which could reasonably be expected to affect the Leader's or Employee's independent judgment and action with respect to transactions between GLCA and such other entity.
3. Annually, the Secretary shall send, or cause to be sent, a copy of this Conflict of Interest Policy and a copy of a disclosure statement, to each Leader in which they will fully disclose the nature and extent of any actual or potential conflict of interest. This disclosure statement shall be completed, signed and returned to the Board Secretary or his or her designee. Each new Leader shall participate in a similar procedure upon assumption of his or her responsibilities.
4. In addition to the annual reporting referred to above, upon learning of a conflict, potential conflict or appearance of a conflict of interest, a Leader shall provide the President (or his or her designee) with a full and complete written disclosure of all facts of the position, interest, transaction or situation.
5. All individuals, when considering an issue for which an actual or potential conflict of interest exists, will avoid evaluating, or in any other way influencing, directly or indirectly, or voting on the matter involved. At the discretion of Board of Directors or the President of the GLCA an individual may be asked to be physically absent during any evaluation and/or vote. Issues affected include, but are not limited to, the award of contracts, the purchase of goods and services, and the allocation of GLCA resources.
6. After due consideration of an issue of conflict of interest or perceived conflict of interest, the Ethics Committee shall submit a confidential report to the Board of Directors and the Chief Executive Officer (if the issue at hand involves said Chief Executive Officer, the confidential report shall be submitted to the Board of Directors) concerning any action, position or interest of a Leader or Employee that may present a potential conflict, actual conflict, or appearance of conflict of interest, together with the Committee's recommendations concerning the same. The Board of Directors shall take such action as it believes is appropriate based on the information provided by the Ethics Committee.
7. The Board of Directors shall administer this Policy, and any disputed action with respect to this Policy shall be resolved by the Board of Directors.
8. GLCA shall post a copy of this Ethics and Conflict of Interest Policy in a central place where it may be reviewed by leaders and members of GLCA.

As adopted by the GLCA Board of Directors on the 2nd day of May, 2015 in Fort Wayne, Indiana.

**GLCA CONFLICT OF INTEREST POLICY  
DISCLOSURE STATEMENT/QUESTIONNAIRE**

PRELIMINARY NOTE: For purposes of this statement, the term "Related Parties" shall include the following: any immediate family member or member of your household; any corporation or organization of which you are an officer or a partner or are, directly or indirectly, the beneficial owner of 5 percent or more of any class of equity securities, or by whom you are employed on a commission or other basis by which you would be in a position, directly or indirectly, to benefit financially from a transaction between GLCA and such corporation or organization; or any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.

1. NAME (Please print): \_\_\_\_\_
2. CAPACITY: \_\_\_\_\_ Board of Directors      \_\_\_\_\_ Committee Member  
                  \_\_\_\_\_ Other, specify: \_\_\_\_\_
3. Have you or any of your Related Parties provided services or property to GLCA in the past year, other than in the normal course of your leadership or employment duties?    \_\_\_\_\_ YES      \_\_\_\_\_ NO (If "YES", please specify in the space provided below)
4. Have you or any of your Related Parties purchased services or property from GLCA in the past year (other than as a member of GLCA and other than items that may be sold in the ordinary course of GLCA's operations to its members and the public)?  
                  \_\_\_\_\_ YES      \_\_\_\_\_ NO (If "YES", please specify in the space provided below)
5. Please indicate whether you or any of your Related Parties had, have, or will have any direct or indirect interest in any business transaction(s) to which GLCA was or is a party?  
                  \_\_\_\_\_ YES      \_\_\_\_\_ NO (If "YES", please specify in the space provided below)
6. In the past year did you or any of your Related Parties receive, or are entitled to receive, directly or indirectly, any personal benefits from, or as a result of your relationship with, GLCA that in the aggregate could be valued in excess of \$200 that were not or will not be compensation directly related to your duties to GLCA or benefits from being a member of GLCA?  
                  \_\_\_\_\_ YES      \_\_\_\_\_ NO (If "YES", please specify in the space provided below)
7. Are you or any of your Related Parties a party to or have an interest in any pending legal proceedings involving GLCA?  
                  \_\_\_\_\_ YES      \_\_\_\_\_ NO (If "YES", please specify in the space provided below)
8. If there is any relationship or matter not disclosed above which might be perceived to compromise your obligations to the GLCA under the Statement of Principles, or which may raise questions of a conflict between your duty and loyalty to the GLCA and your economic self-interest, please that relationship or matter. If none, state, "None". \_\_\_\_\_

Please Explain any Affirmative Answer Above : \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

(continue on back if necessary)

In signing this Disclosure Statement, I acknowledge receiving and understanding of the GLCA Statement of Principles on Ethical Behavior and Conflict of Interest, and I pledge my full support for the principles and guidelines contained therein. I have completed this Conflict of Interest Disclosure Statement completely and to the best of my knowledge.

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
DATE