

**By Laws
Of
Eau Claire Curling Club, Inc.**

**(A non-profit, non-stock Corporation organized pursuant to Chapter
181, Wisconsin State Statutes)**

Article I - Purpose

The primary purposes of the Corporation are:

- A) To support and promote the sport of curling and foster national, international, and Olympic competition in the sport of curling in ways consistent with the Corporation's charitable and educational purpose permitted under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).
- B) To raise funds through grants, donations, gifts, loans, or other lawful means for the purpose of supporting and promoting curling in ways consistent with the Corporation's charitable and educational purpose and permitted under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).
- C) In furtherance of the Corporation's charitable and educational purpose to make distributions and contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).
- D) To establish and maintain undertakings which are exclusively for the promotion of charitable or educational purposes with in the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).
- E) To otherwise have and exercise powers granted to non-stock corporations pursuant to Chapter 181, Wisconsin Statutes, provided, however:
 - 1. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its members, officers, directors, 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 specified in this Article I.

- 2. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing

or distributing of statements) any political campaign on behalf of any candidate for public office.

3. The Corporation shall not engage in any 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Code).

b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).

The operation and function of the Corporation shall not violate this Article I.

ARTICLE II - OFFICERS

Section 1 - Corporate Office. The principal office of the Corporation shall be located in Eau Claire County, Wisconsin. The registered office may be changed from time to time by the Board of Directors.

Section 2 - Corporate Agent. The Corporation shall have and continuously maintain in the State of Wisconsin a registered agent. The registered agent may be changed from time to time by the Board of Directors.

ARTICLE III - NON DISCRIMINATION

The Corporation shall not discriminate or make determinations based upon sex, race, color, creed, religion, or national origin in any of the operations of the Corporation, including but not limited to membership, participation and employment.

ARTICLE IV - MEMBERSHIP

Section 1 - Members. A member is a person who has paid dues for the current curling season. A membership is not transferable or assignable.

Section 2 - Types of Memberships. The Board of Directors shall establish dues and types of memberships. Classes of memberships and rights shall include:

<u>TYPE</u>	<u>VOTING RIGHTS</u>
Regular Member	Voting
Student Member	Voting
USCA Championships Competition Member	Non-Voting
Junior Member (in accordance with definitions Of United States Curling Association)	Non-Voting

Section 3 - Other Memberships. The Board of Directors may establish other terms, qualifications and types of memberships.

Section 4 - Dues and fees. Dues and Fees for all types of memberships shall be established by the Board of Directors. If the board of Directors has not established dues and/or fees by September 1, for the upcoming curling season, the dues and fees shall remain as the previous season. A member must pay dues for a season by the deadline(s) established by the Board of Directors.

Section 5 - Loans. Upon recommendation of the Board of Directors and approval of the majority of the regular membership, the authorized officers acting on behalf of the corporation may enter into such loan or financing arrangements as are approved by a majority of the membership. The officers signing a loan or financing documents shall in no way be considered to be personally obligated because of such signing on behalf of the corporation.

Section 6 - Resignation. A member may resign his/her membership by filing a written resignation with the Secretary. If a member resigns during the curling season for just cause, that person's membership dues may be prorated and the unused portion be refunded as determined by the Board of Directors.

Section 7 - Suspension or Termination. A member may be suspended or have his/her membership terminated for just cause after an appropriate hearing and a two thirds (2/3) vote of all the Board of Directors to suspend or terminate. A member shall be given at least five (5) days actual notice (delivered in person or by registered mail service) of such a hearing.

Section 8 - Reinstatement. Upon written request signed by a suspended or terminated member and filed with the Secretary, a member whose membership has been suspended or terminated maybe reinstated upon a vote of five (5) or a majority members of the Board of Directors.

ARTICLE V - MEETING OF MEMBERS

Section 1 -Annual Meeting. The annual meeting of the membership shall be held near the conclusion of the curling season each year in Eau Claire County at a time and place designated by the President of the Board of Directors. The Secretary shall provide notice of the time, date, and place of the annual meeting by conspicuously posting a notice at the curling facility at least ten (10) days before the meeting or by telephone or mailing or electronic notification to all members.

Sub section 1a. The primary purpose of the Annual meeting shall be the election of the Eau Claire Curling Club Board of Directors.

Section 2 - Special Meetings. Special meetings of the members may be called by the President, three (3) or more members of the Board of Directors or by twenty five (25) or more members. The person(s) calling such a meeting shall notify the Secretary of the special meeting. Notice of the time, date, location, and purpose of the special meeting shall be given by the Secretary to all members with voting rights. If such a meeting is scheduled during the curling season, such notice shall be made by conspicuously posting the notice at the curling facility at least ten (10) days before the meeting, or by telephone, or mailing, or electronic notification to all voting members at least five (5) days before the meeting. If such a meeting is scheduled during the curling off season, shall be given to all members with voting rights by telephone or mailing electronic notification at least ten (10) days before the meeting,

Sub section 2a. At least ten (10) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place, and purpose of such meeting shall be sent out. No business not mentioned in the notice shall be transacted at such meeting.

Section 3 - Voting. To vote, a member with voting rights must be personally present at a meeting, or cast his/her vote by proxy.

Section 4-Quorum. Ten percent (10%) of all members with voting rights shall constitute a quorum for a meeting of the membership.

Section 5 - Chairperson of Meetings. The President, and in the President's absence, the Vice-President of the Board of Directors, and in their absence, any member chosen by the majority of a quorum of members shall call the meeting to order and shall act as chairperson of such meeting. The Secretary of the Corporation shall act as Secretary of such meeting, but in the absence of the Secretary, the chairperson shall appoint any member to act as Secretary of the meeting.

ARTICLE VI - BOARD OF DIRECTORS NOMINATION AND ELECTION

Section 1 - Board of Directors' Nomination Committee. The Board of Directors may select a nominating committee composed of at least three (3) members appointed by the President and confirmed by the Board of Directors.

Section 2 - Nominations for the Board of Directors. All reasonable attempts shall be made to nominate three (3) persons for each vacancy on the Board of Directors. Nominees must be a current voting member in good standing. The Board of Directors and/or the nominating committee shall seek input from the membership for the nominations for the Board of Directors including conspicuously posting at the curling facility, no later than January 1st of

each curling season a notice seeking persons to be considered for nomination.

Section 3 - Voting and Election of Board of Directors. A voting member's vote for the Board of Directors shall be by secret ballot prior to the annual meeting. Ballots for the Board of Directors shall be available at the curling facility for at least fourteen (14) days prior to the end of the regular curling season. The Secretary and one additional officer or Director of the Corporation shall together tabulate the ballots. The nominees receiving the highest vote total in a Board of Directors election shall be elected. The results of the election shall be announced at the annual meeting each year.

ARTICLE VII - BOARD OF DIRECTORS

Section 1 Number, voting, and Term. The Board of Directors shall consist of seven (7) members. Each Director shall have one vote. Each Director shall hold office for a term of three (3) years, unless he/she should resign early. No person may serve consecutive three year terms on the board of Directors. However, if a person fills part of a term of another Board member, that person may follow such partial term with that person's own full three (3) year term. The immediate past President shall act in an advisory capacity to the Board of Directors as a non-voting Director unless time remains on that person's elected term to the Board of Directors.

Section 1a. At the place of holding the annual meeting of members and immediately following the same, the Board of Directors as constituted upon final adjournment of such annual meeting shall convene for the purpose of electing officers and transacting any other business properly brought before provided, that the organizational meeting in any year maybe held at a different time and place then that herein provided, by consent of the majority of the Directors of such new Board.

Section 2 - General Powers. The property, affairs and business of the Corporation shall be managed by the Board of Directors. The board of Directors' powers may not contradict the Corporation's purpose as described in Article 1, but otherwise shall include all powers which the Board of Directors may lawfully exercise, including but not limited to the following:

- a) To purchase, acquire, sell, convey, lease, assign, or transfer personal or real property on such terms and conditions as the board of Directors deem fit;
- b) To elect or appoint officers, agents, or employees as deemed necessary and to fix the duties, obligations, and compensation;
- c) To remove or suspend temporarily or permanently, any officer, agent, or employee appointed by it;

- d) To borrow money for the corporation purposes, except to no mortgage shall be given by this corporation on any of its property, either real or personal to secure the payment of its debts, or to borrow money without the consent of a majority of the voting members of the Corporation; and
- e) To authorize the President to sign contracts, notes and documents of indebtedness or other documents.

Section 3 • Resignation. A Director may resign at any time during his/her term by filing a written letter of resignation with the Secretary. If the Secretary is the one tendering his/her resignation it shall be filed with the President.

Section 4 - Removal. A Director may be removed at any time by a vote of the majority of voting members (present in person or by proxy) at a meeting of members where a quorum is present. A Director shall immediately and automatically cease to be a Director if removed by such a majority vote of the members or if the Director's membership terminates by suspension, termination, or non-payment of dues.

Section 5 - Vacancies. In case of any vacancy through death, resignation, removal or other causes, the unexpired Director's term shall be filled by the person who received the next highest vote total in the most recent Board of Director's election, If such a person declines to serve, then the person with the next highest vote total shall be given an opportunity to serve. Said person shall serve the remainder of the unexpired term.

Section 5a. Should there be no member remaining from the elected process, said vacancy shall be filled by a majority of the remaining Directors. Each person so selected to fill a vacancy shall remain a Director only until he/she has served the unexpired term of the Director he/she is succeeding.

Section 6 - Annual Meeting of the Board of Directors. The annual meeting of the Board of Directors shall be held at any time and date prior to the annual meeting of members.

Section 7 - Special Meetings of Board of Directors. Special meetings of the board of Directors shall be noticed by the Secretary upon direction of the President, or in the absence of the President, the Vice-President, or upon written request of any three (3) Board members. The Secretary shall give notice of such meeting personally, by mail, telephone, facsimile, or electronic notification at least seven (7) days prior to the meeting which notice shall specify the date, time, place, and agenda of the meeting. Directors may waive such notice requirement.

Section 8 - Place of Meetings. All meetings of the board of Directors shall be held at a place designated by the President or other person calling for such a meeting. In the President's absence, or in the event of a failure to designate a

place for said meeting, the place of said meeting shall be designated by a majority of the board of Directors.

Section 9 - Action by Consent (Without Meeting). If a majority of Directors consent to an action without a meeting, such action shall be a valid corporate action though authorized by the Board of Directors at a duly called meeting. However, no monetary expenditure exceeding five hundred (\$500) dollars may be approved by such consent.

Section 10 - Power to Appoint other Officers and Agents. The Board of Directors shall have the power to appoint such other officers and agents as the Board may deem necessary to transact the business of the corporation.

Section 11 - Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If at any meeting less than quorum is present, a majority of those present may adjourn the meeting to another time.

Section 12 - Annual Audit. The Board of Directors shall annually appoint a committee to audit the financial records of the Corporation and shall instruct the committee to report its findings in writing, the Board of Directors within a period of time to be designated by the Board of Directors.

Section 13 - Chairperson of Meetings. The President, and in his/her absence, the Vice President, and in his/her absence, any director chosen by the majority of the Directors present, shall call the meeting of the Board of Directors to order and shall act as chairperson of such meeting. The Secretary of the Corporation shall act as Secretary at all meetings of the Board of Directors but, in the absence of the Secretary, the chairperson shall appoint a person to act as Secretary of the meeting.

ARTICLE VIII - OFFICERS

Section 1 - Election and Terms. The Board of Directors shall elect a Vice President, Secretary and Treasurer at its annual meeting. In the event that the Vice President does not become the President, The Boards of Directors shall elect a President from its then current Board members. The Board of Directors may also appoint such other officers as it deems appropriate. The Vice President shall be a member of the Board of Directors. The President, Secretary, and Treasurer do not need to be a member of the Board of Directors. All officers shall hold such offices until the next annual meeting of the Board of Directors unless he/she resign, or are removed.

Section 2 - Powers. The officers shall have the power to carry on the day-to-day operations of the Corporation insofar as such day-to-day operations do not require action by the Board of Director and do not conflict with the purposes of the Corporation described in Article 1.

Section 3 - President. The principal duties of the President shall be to act as principal executive officer of the Corporation; preside over all meetings of the membership and Board of Directors meetings and sign contracts, notes, deeds, mortgages, bonds, instruments or other documents which the board of Directors authorizes. The President shall perform all duties authorized by law, these Bylaws, and the Board of Directors. Without specific approval by the Board of Directors, the President is authorized to commit the Corporation to expenditures not to exceed three hundred (\$300) dollars. However, the President shall not be permitted to spend more than one hundred and fifty (\$150) dollars on any one item. These amounts may be exceeded for an emergency expenditure.

Section 4 - Vice President. The principal duties of the Vice president shall be to act as President in the event of the President's inability or disability to act with all the powers and restrictions of the President and to perform Presidential duties authorized by the President and such other duties authorized by the Board of Directors. The Vice president shall become the President after serving as Vice president.

Section 5 - Secretary. The Secretary shall attend all meetings of the members and the Board of Directors, and of the executive committee, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. He/She shall safely keep in his/her custody the seal of the corporation and shall have the authority to affix the same to all instruments where its use is required. He/She shall give all notices required by statute, Bylaws, or resolution. He/She shall perform such other duties as may be delegated to him/her by the Board of Directors or by the executive committee.

The Secretary shall keep a list of names, post office, and e-mail address of each member; countersign, witness, or attest on any document executed by the Corporation: and perform all other duties authorized by the Bylaws and the Board of Directors.

Section 6 - Treasurer. The principal duties of the Treasurer (and Co-Treasurer if established by the Board of Directors) shall be to have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; he/she shall deposit all moneys, securities, and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors. He/She shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the President at the regular meetings of the Board and whenever requested by them, an account of all his/her transactions as treasurer and of the financial condition of the corporation. If required by the Board, he/she shall deliver to the President of the corporation and shall keep in force, a bond in form, amount, and with a surety or sureties satisfactory to the Board conditioned for faithful performance of the duties of his/her office, and for the restoration to the corporation in case of his/her death, resignation, retirement, or

removal from office, of all books, papers, vouchers, money, and property of whatever kind in his/her possession or under his/her control belonging to the corporation.

Section 6a.- Duties. The Treasurer shall perform all other duties authorized by the Bylaws and the board of Directors.

Section 7 - Delegation of Duties. In case of any officer's absence or inability to act, the Board of Directors may delegate or temporarily delegate the duties of such officer to any other officer or Director.

Section 8 - Vacancies. Vacancies in any office may be filled by election by the Board of Directors for the unexpired portion of the term of office vacated.

Section 9 - Removal. An officer may be removed by the Board of Directors whenever five (5) or majority of the Directors believe it is in the best interest of the Corporation at a properly noticed meeting where the subject of removal of such an officer has been included in the notice of such meeting.

Section 10 - Indemnification. Each officer and Director of the Corporation shall be indemnified by the Corporation against any and all claims and liabilities to which that person has or shall become subject by reason of serving or having served as an officer or Director by reason of any action alleged to have been taken, omitted, or neglected by him or her as officer or Director. The Corporation shall reimburse such person by and in connection with any such claim or liability, provided, however, that no such person shall be indemnified against or reimbursed for any expense incurred in connection with any claim or liability arising out of that person's own willful misconduct or gross negligence.

ARTICLE IX - COMMITTEES

The Board of Directors may designate one or more committees as deemed necessary for the efficient operations of the Corporation. The designation of any committee and delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibilities imposed by law or by these Bylaws.

ARTICLE X - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors. The Corporation shall keep a record of names and addresses of its officers, Directors, and members. All books and records may be inspected by any member in person or by a member's agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI - FISCAL YEAR

The fiscal year for the Corporation shall run October 1st to September 30th.

ARTICLE XII - SEAL

The Corporation shall have no corporate seal.

ARTICLE XIII - WAIVER OF NOTICE

Whenever notice is required under law, the Articles of Incorporation, or these Bylaws, a proper waiver by the person or persons entitled to such a notice shall be deemed equivalent to the giving of such notice.

ARTICLES XIV - AMENDMENTS TO BYLAWS

These Bylaws may be altered or amended by the vote of at least five (5) or a majority of the Board of Directors present at any regular or special meeting and by two-thirds (2/3) of the voting members present in person or by proxy at any annual or special meeting of the members where a quorum is present, provided, however, that the written notice of such a meeting shall include a notice of the intention to alter or amend the existing Bylaws and identify the type and nature of such proposed alteration or amendments, provided, however, that in the event Section 501(c)(3) tax exempt status is granted by the Internal Revenue Service to this Corporation these Bylaws may not be amended or altered in any manner to contradict or adversely affect the Corporation's purposes described in Article 1.

Unanimously adopted and approved by all the Board of Directors of the Eau Claire Curling Club, Inc. this 29th day of March, 2010.