

BY-LAWS GRAND FORKS CURLING CLUB

SECTION 1 - NAME

The name of this organization shall be "Grand Forks Curling Club, Inc.," sometimes referred to herein as GFCC or Club. The principal office of the corporation in the state of North Dakota shall be located in the city of Grand Forks and county of Grand Forks and state of North Dakota.

SECTION 2 - PURPOSE

GFCC has been formed and is maintained to:

- A. Promote the game of curling and to unite curlers in the Greater Grand Forks area.
- B. Maintain friendly relations and affiliations with the United States Curling Association (USCA), the United States Womens Curling Association (USWCA), the North Dakota Curling Association (NDCA), and the International Curling Federation (ICF).
- C. Represent Grand Forks Curlers in NDCA discussions.
- D. Conduct, manage and operate all local competitions that lead to NDCA sanctioned championships.
- E. Foster national and international amateur sport competition within the meaning of 501-C-3 of the Internal Revenue Code, as amended. Notwithstanding any other provision of these by-laws, the GFCC 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 3 - DEFINITIONS

- A. Curler – any amateur athlete, coach, trainer, manager, administrator or official active in the sport of curling.
- B. Curling Club - a group of curlers sharing a common curling facility.
- C. Member - any curler who pays dues to GFCC.

SECTION 4 - MEMBERSHIP

- A. Membership in GFCC shall be open to any curler without regard to race, color, religion, age, sex, or national origin. With payment of annual dues the member shall be entitled to the right to vote at all regular and special meetings of GFCC.
- B. Each member shall:
 - 1) Adhere to the rules of play adopted by the United States Curling Association (USCA) and the United States Womens Curling Association (USWCA) as appropriate.
 - 2) Support in word and action the policies and programs of GFCC.
 - 3) Pay annual membership dues.

SECTION 5 – DUES

Each member of the GFCC shall pay annual dues in the amount and at a time fixed by the Board of Directors. Any member who fails to pay the dues shall not be eligible to participate in any organized activity of GFCC until such dues have been paid. GFCC dues shall include the annual dues of NDCA, USCA, and USWCA.

SECTION 6 – MEETINGS

- A. The annual meeting of the GFCC shall be held ~~on the first Tuesday in April~~ **within 30 days of the plant being turned off** every year for the purpose of electing directors, and for the transaction of such other business as may come before the membership. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.
- B. Special Meetings - Special meetings of the membership may be called by the President, by the Board of Directors, or by not less than one-fourth of the total membership of GFCC.
- C. Written or printed notice stating the place, day and hour of the meeting and, in case of special meeting, the purpose or purposes for which the meeting is called, shall be delivered

not less than ten nor more than thirty days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be considered to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the membership rosters of the GFCC, with postage thereon prepaid.

- D. A waiver of notice provided in paragraph C hereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
- E. Each member shall be entitled to one vote.
- F. Quorum shall consist of one-fourth of members, either in person or by proxy.

SECTION 7 - BOARD OF DIRECTORS

- A. The Board of Directors shall manage the affairs of GFCC.
- B. The Board of Directors shall consist of ~~eleven~~ **nine** members. At each annual meeting ~~three~~ **two** directors shall be elected for a 3-year term and two directors shall be elected for a 1-year term. **One director will be the immediate Past President of the Scotties Board of Directors.** Each director shall hold office until the next annual meeting or until a successor has been elected and qualified. Directors need not be residents of the State of North Dakota but must be members of GFCC.
- C. Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the remaining directors. Such director shall serve the unexpired term.
- D. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
- E. A regular meeting of the Board of Directors shall be held without any other notice than this by-laws immediately after, and at the same place, as the annual meeting of GFCC. The Board of Directors may provide, by resolution, the time and place, for the holding of additional regular meetings without other notice than such resolution.
- F. Other meetings of the Board of Directors may be held at the call of the President or at the request of any five board members.

SECTION 8 - OFFICERS

- A. The Executive Committee of GFCC shall consist of President, Vice- President, Secretary, and Treasurer, each of whom shall be elected from and by the Board of Directors for a one year term coincident with the fiscal year of the GFCC.
- B. The first meeting of the newly elected Board of Directors shall be held before the end of the fiscal year, at which time all officers shall be elected.
- C. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgement, the best interests of the GFCC would be served thereby.
- D. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the elected term.
- E. The PRESIDENT shall be the principal executive officer of the GFCC and shall in general supervise and control all of the business of the GFCC. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the organization thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, leases, or other instrument which the Board of Directors have authorized to be executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- F. In the absence of the President, or in the event of a disability, inability, or refusal to act, the VICE-PRESIDENT shall perform the duties of President, and when so acting shall have all the powers of and be subject to all other restrictions upon the President. The Vice-President shall perform such other duties as may be from time to time assigned by the President or the Board of Directors.

- G. The SECRETARY shall:
- 1) Keep the minutes of the annual and special meetings and of the Board of Directors meetings in one or more books provided for that purpose and post one copy at the Curling Club.
 - 2) Mail all meeting notices in accordance with the provisions of these by-laws.
 - 3) Be custodian of the GFCC records.
 - 4) Keep a register of the post office addresses of each member which shall be furnished to the Secretary by each member.
 - 5) Have general charge of the membership records of the GFCC.
 - 6) In general, perform all duties incident to the office of the Secretary and other duties as from time to time may be assigned by the President or by the Board of Directors.
- H. The TREASURER, if required by the Board of Directors, shall be bonded for the faithful discharge of duties in such sum as the Board of Directors shall determine. The Treasurer shall:
- 1) Have charge and custody of and be responsible for all funds and securities of the GFCC; receive and give receipts for monies due and payable to the GFCC and deposit all such monies in the name of the GFCC in such bank or other depository as shall be selected by the Board of Directors.
 - 2) In general, perform all the duties incident to the office of the Treasurer and such other duties as may from time to time be assigned by the President or by the Board of Directors.

SECTION 9 - NDCA REPRESENTATION

The Board of Directors shall elect two representatives to serve as Members of the Board of Directors of the NDCA.

SECTION 10 - FISCAL AFFAIRS

- A. Dividends - No dividends shall be paid and no part of the income of the GFCC shall be distributed to its members, directors, or officers. The GFCC may, however, pay compensation in a reasonable amount to members, directors, or officers for services rendered, and may confer benefits upon members in conformity with its purposes.
- B. The Board of Directors may authorize any officer or officer's agents or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the GFCC, and such authority may be general or confined to specific instances.
- C. No loans shall be contracted on behalf of the GFCC and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- D. All checks, drafts, or other orders for the payment issued in the name of the GFCC, shall be signed by such officer or officers, agent or agents of the GFCC, and in such manner, as shall from time to time be determined by resolution of the Board of Directors.
- E. All funds of the GFCC not otherwise employed shall be deposited from time to time to the credit of the GFCC in such banks or other depositories as the Board of Directors may select.

SECTION 11 - FISCAL YEAR

The fiscal year of the GFCC shall begin on the first of July in each year and end on the thirtieth of June in each year.

SECTION 12 - GRIEVANCE PROCEDURES

Any individual member who feels that he or she has been wronged in the interpretation of the GFCC by-laws, has the right to seek relief in the following manner:

- A. Complainant shall submit a written complaint to the Secretary of the GFCC stating clearly the grievance and all facts relating thereto,
- B. The written complaint will then be submitted by the Secretary to the Executive Committee for review and a ruling.
- C. A written decision of the Executive Committee shall be presented to the complaining member within 90 days of the date that the written complaint is received by the Secretary.
- D. If complainant is dissatisfied with the decision, he or she may appeal to the GFCC.

SECTION 13 - AMENDMENTS

These by-laws may be repealed or amended in whole or part by a 2/3 vote of the Board of Directors. However, no such changes in the by-laws shall be adopted unless the GFCC members have been notified in writing of the proposed change and meeting date by letters mailed or telegrams sent at least 30 days prior to the meeting.

SECTION 14 – INDEMNIFICATION

The Grand Forks Curling Club shall defend, indemnify and hold harmless each of its Directors and Officers from and against all claims, charges and expenses which incur as a result of any action or lawsuit brought against such Director or Officer arising out of the latter's performance of duties in the GFCC, unless such claims and expenses were caused by fraud or willful neglect on the part of said Officer or Director.

REVISION DATE: April 5, 1989

AMENDMENTS

Changes to Section 7 paragraph B (as underlined):

B. The Board of Directors shall consist of nine members. At each annual meeting, two directors shall be elected for a 3-year term and two directors shall be elected for a 1-year term. One director will be the immediate Past President of the Scotties Board of Directors. Each director shall hold office until the next annual meeting or until a successor has been elected and qualified. Directors need not be residents of the State of North Dakota but must be members of GFCC.

APPROVAL DATE: April 6, 1999

Changes to Section 6 paragraph A

Be it resolved that the annual meeting shall be held within 30 days of the plant being turned off.

APPROVAL DATE: April 12, 2011