

**AMENDED AND RESTATED BYLAWS**  
**of**  
**Charlotte Curling Association**

THESE AMENDED AND RESTATED BYLAWS (the “Bylaws”) OF THE CHARLOTTE CURLING ASSOCIATION (the “Organization”) are effective as of January 16, 2021 (the “Effective Date”) upon two-thirds (2/3) majority vote of the current membership in accordance with and conducted pursuant to the By-Laws of the Organization (the “Previous Bylaws”). These Bylaws amend, replace, and supersede the Previous Bylaws as of the Effective Date.

**ARTICLE I**  
**Name**

Section 1.1 The name of this nonprofit corporation is the “Charlotte Curling Association”, herein after referred to as the “Organization”.

**ARTICLE II**  
**Purpose**

Section 2.1 The purposes of the Organization are as follows:

- (a) Teach, develop, promote, and encourage the sport of curling;
- (b) Develop youth and adult programs that lead to local, national, and international competition; and
- (c) Teach the sport to youth organizations as well as to interested adults by creating public awareness and appreciation for the sport of curling.

**ARTICLE III**  
**Location**

Section 3.1 The principal office of the Organization shall be located in Charlotte, North Carolina.

**ARTICLE IV**  
**Membership**

Section 4.1 Membership in the Organization shall be open to all that wish to join, participate in, enjoy, teach, or watch the sport of curling. No person may be excluded from membership in the Organization on the basis of race, religion, national origin, or gender.

Section 4.2 The Board of Directors (the “Board”) shall establish the membership classes of the Organization. The Board shall establish the voting and curling privileges for each membership class. The Board may establish a limit on the number of members in each membership class. A description of each membership class, a schedule of the Associated Costs for each membership class, and the privileges and rights for each membership class shall be available upon request.

Section 4.3 Members of voting classes age 18 and above shall be entitled to vote at the Annual Meeting, or any general membership meeting, which shall from time to time be called by the Board. The member’s age at the time of the vote shall determine eligibility to vote.

Section 4.4 Membership classes shall be unrelated to race, religion, or gender. Membership classes shall not be defined by exclusionary rules, other than age, method of curling, and frequency of curling. Any age requirement for a class shall be determined as of September 1 of the year in which membership begins or such other date as is consistent with the rules of the United States Curling Association.

Section 4.5 Applications for membership in any membership class shall be in writing and include the applicable membership Associated Costs. Membership may be denied by a two-thirds (2/3) majority vote of the Board. For the purposes of membership denial only, all membership applications are considered as pending approval, for a period of three (3) months subsequent to receipt of membership fees.

Section 4.6 Every right and all interests of each member in the estate, property, and privileges of the Organization shall cease upon termination of his or her membership or death.

Section 4.7 A member may resign from membership at any time; provided, however, the member resigning has discharged all obligations and paid in full all member Associated Costs. A member's resignation shall be in writing to the Organization and may be accepted by the Board. A member may be considered as having submitted a resignation if the Associated Costs have not been paid by the deadline established by the Board. If a member decides to terminate his or her membership, the membership Associated Costs may be fully reimbursed by a two-thirds (2/3) majority vote of the Board; provided, however, a request for reimbursement occurs within three (3) months of becoming a member.

Section 4.8 A member may be censored, suspended, or expelled if the Board, in good faith and according to a fair and reasonable procedure, determines by a two-thirds (2/3) majority vote that either (i) the member fails to pay any required membership Associated Costs in a timely fashion after notice of the same; or (ii) the member's conduct or act violates the purpose of the Organization, these Bylaws, or the Organization's policies. The Board shall provide written notice to the member of the member's expulsion and the reasons thereof. The notice shall be given twenty (20) days before the effective date of such expulsion. Any member who receives notice of such members' expulsion shall have the opportunity to be heard by the Board or any other such committee authorized to decide that the expulsion not take place. Expulsion shall not relieve the affected member from any obligation for Associated Costs incurred before the expulsion.

Section 4.9 Non-members may be authorized by the Board to curl at special events, training programs, club leagues, and/or other circumstances as appropriate.

## **ARTICLE V**

### **Associated Costs**

Section 5.1 The dues, fees, charges, and pledges (collectively, the "Associated Costs") for all membership classes shall be addressed annually and approved by the Board with at least a two-thirds (2/3) majority vote. If the Board does not agree to change the Associated Costs then the Associated Costs will remain the same for each membership class as the previous year.

Section 5.2 The Associated Costs for all membership classes shall include, but are not limited be to, the Associated Costs mandated by both the applicable regional governing body and the United States Curling Association.

**ARTICLE VI**  
**Board of Directors**

Section 6.1 The business and affairs of the Organization shall be managed by or under the direction of the Board in accordance with the purposes and limitations set forth herein. The Board shall have charge and supervision of any buildings, equipment, or other property of the Organization. The Board may appoint the skips, and may adopt such rules for playing games and the use of the Organization's facilities and property as shall be deemed advisable, but not in conflict with the curling rules of the applicable regional governing body, the United States Curling Association, or the World Curling Federation, when applicable.

Section 6.2 The number of directors shall be not less than five (5) nor more than nine (9); provided, however, that the minimum number or maximum number, or both, may be increased or decreased from time to time by an amendment of these Bylaws. No decrease shall shorten the term of any director then in office. All directors must be members of a voting class of the Organization. As used in these Bylaws, the term "Full Board" shall mean the total number of directors then in office.

Section 6.3 At no time shall any director be the spouse, domestic partner, cohabitating significant other, sibling, step-sibling, sibling-in-law, biological parent, step-parent, adoptive parent, biological child, stepchild, or adoptive child of another officer or director. At no time may any director be a person who, having previously served on the Board, was dismissed or resigned from the Board prior to his or her term having expired; provided, however, this exclusion may be waived by a two thirds (2/3) majority vote of the Board. At no time may any director be a person who has been convicted of any felony; provided, however, this exclusion may be waived by a two thirds (2/3) majority vote of the Board.

Section 6.4 The Board, by a two-thirds (2/3) majority vote, may establish one (1) or more committees, each consisting of one (1) or more directors. Each committee shall have such authority as the Board provides; provided, however, that no such committee shall have authority as to the following matters:

- (a) The filling of vacancies on the Board; and
- (b) The amendment or repeal of the Bylaws.

Section 6.5 The Board is authorized to call and hold meetings, as necessary. Such meetings may be held in person or by electronic means.

Section 6.6 The Board shall appoint a representative to the applicable regional governing body, as necessary.

Section 6.7 The Board may authorize email or other electronic voting only if the Board is satisfied that such means includes functionality designed to prevent duplicate and unauthorized voting. In the case of secret ballots, the Board may authorize email or other electronic voting only if the Board is satisfied that such means affords members either the ability to submit such votes anonymously or the ability to submit them to a third party designated and deemed trustworthy by the Board.

**ARTICLE VII**  
**Officers**

Section 7.1 The officers of the Organization shall consist of a President, President-Elect, Past President, Secretary, and Treasurer.

Section 7.2 Except as otherwise provided herein, the officers of the Organization shall have the powers and duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes as the Organization, subject to the control of the Board. The Board may designate assistants to the Secretary and Treasurer to fill needs as they may arise.

Section 7.3 The President shall have the general powers and duties of supervision and management of the Organization that pertain to the office, and shall keep the Board fully informed of the activities of the Organization. He or she shall:

- (a) Preside at all meetings of the Board;
- (b) Teach the operation of the Organization and its finances to the President-Elect; and
- (c) Teach the workings of the Board to the President-Elect.

Section 7.4 The President-Elect shall:

- (a) Learn the operation of the Organization and its finances;
- (b) Learn the workings of the Board;
- (c) Preside at meetings in the absence of the President; and
- (d) Perform all other duties as the Board or the President shall assign.

The first President-Elect shall establish the President's Handbook based on his or her learnings from the President. Each subsequent President-Elect shall update the President's Handbook.

Section 7.5 The Past-President shall serve in an advisory role to the Board and any committees formed by the Board. Unless otherwise provided, the Past-President shall not have any voting rights on the Board. For the President elected in the year 2021 only and upon transition to the role of Past-President, he or she shall be a director of the Board with full voting rights.

Section 7.6 The Secretary shall:

- (a) Keep the records of the meetings of the Board;
- (b) Duly notify members of the results of the election of officers;
- (c) Keep a roll of the members of the Organization and maintain the Organization's membership roster with the applicable regional governing body;
- (d) Issue notices of all meetings;
- (e) Receive and distribute all correspondence, as applicable; and
- (f) Make a report to the members of the Club at the Annual Meeting.

Section 7.7 The Treasurer shall be the custodian of the funds of the Organization, collect the membership Associated Costs, and pay any claims against the Organization on approval and order of the Board. The Treasurer shall keep a detailed account of all receipts and expenditures. Such detailed account shall be reported at the Annual Meeting, including the balance on hand and the amount of unpaid obligations of the Organization. The Treasurer shall report to the Board the names of members who are in default in the payment of dues or fees.

Section 7.8 At no time shall any officer be the spouse, domestic partner, cohabitating significant other, sibling, step-sibling, sibling-in-law, biological parent, step-parent, adoptive parent, biological child, stepchild, or adoptive child of another officer or director. At no time may any officer be a person

who, having previously served on the Board, was dismissed or resigned from the Board prior to his or her term having expired; provided, however, this exclusion may be waived by a two thirds (2/3) majority vote of the Board. At no time may any officer be a person who has been convicted of any felony; provided, however, this exclusion may be waived by a two thirds (2/3) majority vote of the Board.

## **ARTICLE VIII**

### **Election of Directors of the Board**

Section 8.1 The election of directors of the Board shall be held during the period of the preceding thirty (30) days before the Annual Meeting each year and the results announced at the Annual Meeting. Directors shall hold office for three (3) years and may be eligible for re-election. Terms of directors shall be staggered so approximately one-third (1/3) of the directors are elected each year. The seats on the Board belonging to the directors whose terms are expiring shall be vacated.

Section 8.2 Nominations for directors may be made by the Board or by any member regardless of voting class. No member who would otherwise be excluded as specified herein may have his or her nomination placed on the ballot without the necessary waiver of the Board. In the event that a member, who would otherwise be excluded as specified herein, be elected due to "write in" ballots, the Board shall decide, by a two thirds (2/3) majority vote, whether to allow the election.

Section 8.3 Directors are elected by a plurality of the votes cast by members in a class entitled to vote in the election. Members may cast one (1) vote for each open seat. The top vote recipients shall be elected to the Board; provided, however, that the top vote recipients received at least five percent (5%) of the votes. If the election does not yield the maximum number directors as specified herein, the Board has the discretion to operate with fewer than the maximum, provided the total number of Board Members is not below the minimum specified herein. Members may vote by proxy.

Section 8.4 Vacancies on the Board, whether resulting from an increase in the size of the Board or due to the resignation, removal, or death of a director or otherwise, may be filled at the Annual Meeting or a meeting called by the Board. The Board may elect to leave the seat vacant until the next scheduled election. In the case of election at the Annual Meeting, the remaining top vote recipients, after the directors for the new term have been elected and per number of vacated seats, shall be elected to the Board. In the case of election at a meeting called by the Board, a special election shall be held to allow members of a voting class to elect a director to serve the remaining term of the vacating director. If at any time there are five (5) vacated seats, the Board shall hold a special election to allow members of a voting class to elect the minimum number of directors required as specified herein.

Section 8.5 In case of failure to elect any directors at the Annual Meeting, a special election may be held at a meeting called by the Board. It shall be the duty of the Secretary to give at least ten (10) days' notice by postal mail or electronic means to each member of a voting class as to where and when such election shall take place.

Section 8.6 After the results of each election are complete and officially recorded, the ballots will be immediately destroyed, as applicable. The results of the election shall be maintained for a period of two (2) years by the Secretary.

Section 8.7 The first meeting of the Board held after the Annual Meeting shall be known as the "Transition Meeting". The Transition Meeting shall be held no more than twenty-one (21) days after the Annual Meeting.

Section 8.8 During the period between the Annual Meeting and before the Transition Meeting, the outgoing directors of the Board shall continue to be directors of the Board and the officers shall remain in place. Newly-elected directors of the Board shall be known as "Board Members-Elect" and shall hold none of the power, authority, or privileges of a director during that time. Directors whose terms have not expired shall remain in place through this period.

## **ARTICLE IX Election of Officers**

Section 9.1 The Secretary and Treasurer shall be chosen by a majority vote of the Board at the Transition Meeting from the directors eligible and willing to serve. The Secretary and Treasurer shall serve a one (1) year term and shall remain in office until the Transition Meeting of the following year. If a vacancy occurs, the Board shall elect a replacement by majority vote.

Section 9.2 In the year 2021 only, the President shall be chosen to serve for a one (1) year term by a majority vote of the Board at the transition Meeting from the directors eligible and willing. Beginning in 2021 and continuing every other year, the President-Elect shall be chosen by a plurality of the votes cast by members in a class entitled to vote at the same time and in the same manner as the election of the directors of the Board. The President-Elect shall serve a one (1) year term prior to presidency and shall automatically assume the office of President after the President's term expires. The President shall serve a two (2) year term. Upon completion of the President's term, he or she shall automatically assume the advisory role of Past President for one (1) year. A member must have served at least one (1) year on the Board in order to be eligible for President-Elect. In the event the President-Elect is a current director of the Board, he or she shall start a new term as director and the next highest vote recipient in the election of the directors of the Board shall finish such director's term.

Section 9.3 In the event that the office of President becomes vacant, the President-Elect shall succeed to President for the remainder of the vacating President's term and continue through his or her own term. In the event that the President-Elect shall not be able to serve out a term, both a President and a President-Elect shall be elected at the time of the next scheduled election. In the event that both the President and the President-Elect shall be unable to serve, the Board shall elect one (1) of the directors to serve as President until a special election may be held to serve the remaining term or until the next scheduled election.

Section 9.4 Upon election of new officers of the Organization, the list of officers shall be reported to the applicable regional governing body and the United States Curling Association soon thereafter.

## **ARTICLE X Annual Meeting**

Section 10.1 The annual meeting of the members of the Organization (the "Annual Meeting"), for the purpose of electing directors and transacting any other business as may be brought before the meeting, shall be held at a time and place as designated by the Board; provided, however, that the Annual

Meeting shall occur during the spring of each year. The Annual Meeting may be conducted by any means of remote communication.

Section 10.2 The Secretary shall give notice of the Annual Meeting at least ten (10) days prior to the Annual Meeting to each member at his or her address or contact information as it appears on the records of the Organization by one of the following methods:

- (a) Postal mail; or
- (b) Email or other electronic means.

The notice shall include a proxy for those not able to attend.

## **ARTICLE XI Amendments**

Section 11.1 The Bylaws may be adopted, amended, or repealed by at least two-thirds (2/3) majority vote of the voting members. The lesser of either twenty (20) members or ten percent (10%) of the members may propose an amendment to the Bylaws (the "Proposed Amendment"). A copy of the Proposed Amendment shall be submitted in writing with signatures to the Secretary on or before June 1 (the "Deadline"). The Secretary shall give notice of any and all Proposed Amendments by postal mail or electronic means to each member of a voting class by August 15 of the same year. A vote on each Proposed Amendment submitted by the Deadline shall be held on or between September 1 and October 30 of the same year.

## **ARTICLE XII Construction of Bylaws**

Section 12.1 The interpretation of the Bylaws and all that is authorized by them shall rest with the Board.

## **ARTICLE XIII Dissolution**

Section 13.1 Upon the dissolution of the Organization, the Board shall, after paying or making provision for the payment of all liabilities of the Organization, dispose of all of the assets of the Organization exclusively for the purposes of the Organization, or to the applicable regional governing body, an exempt organization under section 501(c)(3) of the Code in such a manner as the Board shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the Superior Court shall determine, which are organized and operated exclusively for such purposes, or to the federal government and/or a state or local government, for one or more exempt purposes within the meaning of Section 501(3)(c) of the Internal Revenue Code and/or for one or more public purposes. Such distribution(s) shall be made in accordance with all applicable provisions of the laws of the United States and the State of North Carolina.