

Proposed By-Laws Copper Country Curling Club

March, 2009 (revised March 16, 2009)

Article I - Name and Office

Section 1.0- Name

The name of this Corporation shall be The Copper Country Curling Club, hereinafter referred to as CCCC.

Section 1.1- Offices

The principal office of this Corporation may change from one location to another in the County of Houghton, in the State of Michigan. The current address is PO Box 264, Calumet, MI 49913. Any change in the address shall be recorded in this section by the CCCC Secretary.

Article II - Purpose, Powers and Status

Section 2.0- Purpose

The purpose of CCCC is to promote the ancient and honorable sport of Curling:

- A. To teach, develop, promote and encourage the sport of Curling; to develop Youth, Junior, Adult, and Senior programs that lead to regional and national competitions. To coordinate matches with school and college physical education programs and develop inter-scholastic competition. To teach the sport to other youth organizations as well as to interested adult groups by creating public awareness and appreciation of the sport;
- B. To encourage friendly relations and mutual understanding with members of other Curling Clubs in the United States and the World;
- C. To insure the sound management of the buildings and properties owned, leased, or occupied by CCCC;
- D. CCCC does not discriminate against membership on the basis of race, color, religion, national origin, sex, marital status or age under the Federal Equal Opportunity Act.

Section 2.1- Powers

This Corporation shall have the powers to do all and everything necessary, suitable, and proper for the accomplishing of its principle purpose of promoting and developing the great sport of Curling, and operating a Curling Club in Michigan.

Section 2.2- Status

CCCC shall be a non-profit Corporation. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any members or officers of this organization.

Article III – Seal

Section 3.0- This Corporation may or may not have a seal bearing the name of the corporation and such other device or inscription as the Board of Directors may determine. The Board of Directors may change the form of the seal at any time.

Article IV – Membership and Sponsorship

Section 4.0- Membership Eligibility

Any individual interested in the objectives and purposes of CCCC is eligible for membership:

- A. Categories of membership, privileges and dues with respect to each category of membership shall be as determined and specified by the Board of Directors;
- B. Application for membership must be made in writing and submitted to the Membership Committee. Membership becomes effective upon acceptance by the Membership Committee and payment of applicable dues, as established by the Board of Directors.

Section 4.1- Membership Categories

CCCC shall have the following two categories of membership:

- A. Student Membership- Eligible persons shall be age 18 or younger at the beginning of the curling season or a full time student of Michigan Technological University, Finlandia University, or Gogebic Community College. Student members are required to pay annual membership dues set by the Board of Directors and have voting rights but are not eligible to be an Officer or sit on the Board of Directors;
- B. Full Membership- Full members shall be all individuals who do not qualify for Student Membership. Full members are required to pay annual membership dues set by the Board of Directors and have full voting rights and deemed eligible to be an officer of CCCC and sit on its Board of Directors;
- C. Active Membership term shall begin November 1 prior to the curling season and last until October 31 of the following year. Active members shall be sent membership renewal packet by US Mail or email to their last known address no later than October 1 prior to the new curling season. The membership renewal packet will contain a membership application form and insurance waiver form. Membership will be considered fully active and in good standing on receipt of the appropriate dues, fully completed membership application form, and signed insurance waiver. Membership dues paid in full, or postmarked, prior to the beginning of the membership term as described in this section shall be permitted a 10% discount;

- D. Changes to dues must be made by a 2/3 majority vote of the Board of Directors no later than September 1, and notification of same must appear in membership renewal notification as detailed in Section 4.1.C;
- E. Changes in membership dues become effective at the beginning of the Active Membership term as detailed in Section 4.1.C.

Section 4.2- Voting rights

Members in good standing in accordance with Section 4.1.C have full voting rights

Section 4.3- Member Ineligibility

Any member who does not pay dues by February 15 shall no longer be considered a member in good standing, and shall have voting rights and ice privileges rescinded until such time as payment in full is received. Written notification of nonpayment status will be sent by the Treasurer, or their designee, by US Mail or email, no later than January 15

Section 4.4- Corporate Sponsorship

Institutions which are eligible as Corporate Sponsors are entities which support curling in general and CCCC specifically, with monetary and/or in-kind contributions. They will be recognized for the contributions to CCCC through various forms of media:

- A. Corporate sponsorship shall be granted on an individual basis, as determined by majority vote of the CCCC Board of Directors. The status of corporate members must be reviewed and approved annually by majority vote of the Board of Directors;
- B. Corporate sponsors shall have none of the obligations of the CCCC membership and do not have voting rights.

Section 4.5- Annual Membership Meetings

Annual Membership Meetings shall take place the 2nd Saturday of April, or such other date as deemed appropriate by the Board of Directors, but at least one week prior to the annual spring meeting of the Great Lakes Curling Association meeting:

- A. Notification of Annual Membership Meetings and agenda for same, shall be given by US Mail or email no later than 15 days prior to the meeting date;
- B. The quorum for the Annual Membership Meeting shall be 25% of the current voting members in good standing. In absence of a quorum, the Board of Directors shall act on behalf of the CCCC membership in any actions required;
- C. Annual Membership Meetings shall elect representatives to the Great Lakes Curling Association, members to the CCCC Board of Directors, and conduct any such other business as is deemed necessary by the Board of Directors.

Article V- Board of Directors

Section 5.0- Board of Directors

Shall consist of no fewer than four and no more than seven members and consist of the following voting officers: President, Vice President, Treasurer, and Secretary. Directors are required to be full members of the CCCC in good standing as defined in Section 4.1.C. The Board of Directors shall meet at least four times yearly; once immediately following the Annual Membership Meeting to elect Officers; after the annual membership meeting (no later than mid-summer); once prior to the start of league play each season; and once after the conclusion of the curling season but prior to the annual membership meeting to:

- A. Organize leagues and teams composition;
- B. Interpret policy issues and establish operating procedures;
- C. Review and approve the annual fiscal yearend financial report prepared by the Treasurer;
- D. Discuss any other issues at the request of the President, the Board of Directors, or any other CCCC member. Board of Director Meetings are open to attendance by any CCCC member;
- E. Each Officer of the Board of Directors will be responsible for maintaining an updated copy of the By-laws (kept current by the Secretary) and have them present at each CCCC meeting of Directors.

Section 5.1- Officers

- A. President- The President shall preside at all regular and special meetings of the Board of Directors and at the Annual Membership Meeting. The President shall execute all deeds, bonds, and other instruments on behalf of the CCCC when authorized by the Board of Directors, and shall set the date for all meetings of the Corporation after consultation with the other Officers:
 - 1. Duties included but not limited to: Establish/maintain relations with local media (television, radio, print, nontraditional) and media organizations, by preparing and keeping current a list of media contacts;
 - 2. Keep local media and related organizations informed of CCCC activities and events by preparing and providing press releases, sending CCCC newsletters, etc;
 - 3. Serve as primary spokesperson to the media and community, professional groups, and other organizations;
 - 4. Act as liaison between CCCC and Blue Key with regards to any Winter Carnival curling activities;
 - 5. Approve and schedule and coordinate special curling events for outside groups, businesses and organizations;
 - 6. Establish temporary committees to oversee special events as needed;
 - 7. Review all correspondence and perform other duties as required by the office;
 - 8. Member ex officio of all committees formed by the Board of Directors.
- B. Vice President- The Vice President oversee all aspects of membership, including the maintenance of current member contact information and dispersal and collection of

member applications, waiver sheets, and collection of membership dues, and shall perform any and all duties of the President in the President's absence or inability to act. In the event of both the President and Vice President are absent and unable to act the Board of Directors shall elect one of its members as President pro-tem who shall be vested with all powers of the President and Vice President during their absence or inability to act.

- C. Treasurer- The Treasurer shall keep an accurate account of all assets of the CCCC received and disbursed, and shall deposit all assets and valuables in the name of and to the credit of CCCC in such bank or depositories as the Directors shall designate, and shall perform the usual duties pertaining to the office of Treasurer. The Treasurer shall maintain the CCCC membership database with the US Curling Association using membership information provided by the Vice President. The Treasurer shall provide a written detailed annual report of all income and expenses, to be distributed to members at the Annual Meeting, and a copy given to the Secretary for record keeping. The Treasurer shall be bonded in such an amount as the Board of Directors shall designate.
- D. Secretary- The Secretary shall keep records of the affairs of the CCCC, including minutes of all Annual Membership meetings, Board of Director meetings, and any special meetings, and all votes taken. The Secretary shall give notice of all meetings of the CCCC, by either US Mail or email, and shall be the custodian of all books, records, and papers of the CCCC, excepting such that are held by the President, Vice President, or Treasurer. All meeting minutes shall be promptly posted to the CCCC website. The Secretary shall be bonded in such an amount as the Board of Directors shall designate.

Section 5.2- Term

- A. Board of Directors- Directors will be elected to a term of three years on a rotating basis. Said term will begin at the closing of the Annual Meeting and conclude at the closing of the Annual Meeting three years hence. Three members will be elected at the Annual Meeting of 2009 and every third year thereafter, two members will be elected in other years. Directors are permitted to succeed themselves.
- B. Officers- Officers will be elected to a term of one year and shall be elected by a majority of the Directors present immediately following the closing of the Annual Meeting each year. Officers are permitted to succeed themselves. If a quorum is not present for this meeting, those present will select an acting President from among themselves who will serve until a quorum of the Board of Directors can be assembled.

Section 5.3- Board of Directors Quorum

A majority of the Board of Directors shall constitute a quorum. A quorum is required in order for the Board of Directors to meet and perform duties as outlined in Article V.

Section 5.4- Vacancies

A Vacancy or vacancies of a position on the Board of Directors shall be filled by appointment by a majority of the remaining members of the Board up to the next Annual Meeting, at which time a replacement will be elected to serve out the remaining time, if any, of the unexpired term that person was selected to fill.

Section 5.5- Management

The management of the affairs of the Corporation shall be vested in the Board of Directors who shall be responsible for the goals established by these By-Laws and the Articles of Incorporation. The Board shall have all general corporate powers provided by the Articles, By-Laws and laws of the State of Michigan.

Section 5.6- Action without a Meeting

Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth an action to be taken, shall be signed, either written or electronically, before such action by all the Directors.

Section 5.7- Liability of Directors

A Director of the CCCC shall not be personally liable to the CCCC or its members for monetary damages for breach of the Director's duties, except for liability:

- A. For any breach of the Director's duty of loyalty to the Club or its members;
- B. For acts of omissions not in good faith or that involve intentional misconduct or knowing violation of the law;
- C. For a violation of Sec. 551(1) of the Michigan Nonprofit Corporation Act;
- D. For any transaction from which the Director derived an improper personal benefit;
- E. For any acts or omissions occurring before the date this Article is filed by the Michigan Department of Commerce;
- F. For any acts or omissions that are grossly negligent.

The CCCC hereby assumes all liability to any person other than the CCCC or its members, if any, for all acts or omissions of a Director occurring on or after the date of this Article is filed by the Michigan Department of Commerce, incurred in good faith performance of the Director's duties provided, however, that the Club shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the CCCC as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation ((hereinafter referred to as the "Code").

If the Michigan Nonprofit Corporation Act is hereinafter amended to authorize the further elimination of the liability of Directors of nonprofit corporations, then the liability of a Director of the Club (in addition to the limitation, elimination and assumption of liability contained in this Article) shall be assumed by the Club or eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended, except to the extent such limitation, elimination or assumption is inconsistent with the status of the CCCC as an organization described in Section 501(c)(3) of the Code.

No amendment or repeal of this Article shall apply or have any effect on the liability or alleged liability of any Director of the CCCC for or with respect to any acts or omissions of such Director occurring prior to the effective date of any such amendment or repeal.

ARTICLE VI- Records, Auditing, and Depositories

Section 6.0- Records

The Board of Directors shall prescribe and adopt such system and forms for carrying on the business, keeping books and accounts, and such matters of business regulation as may be necessary for the proper conduct of the business of the CCCC.

Section 6.1- Auditing

The Directors shall provide for an annual audit of books and record of the CCCC and the report to the members at the Annual Meeting. Such an audit shall be made by a certified public accountant if demanded by the majority of the members, otherwise by a competent accountant, or a committee composed of members and chaired by the President or Vice President. All audit results will be filed with the Secretary.

ARTICLE VII- Gifts, Donations and Bequests

Section 7.0- Gifts donations and bequests may be given directly to the CCCC with directions that the principal or the income there from shall be used for certain specified purposes, providing those purposes are within those set forth in the Articles of Incorporation and By-Laws. Unless some special purpose accompanies such a gift, donation or bequest, the Board of Directors may distribute such principal and income for the purposes specified in the Articles of Incorporation and By-Laws.

ARTICLE VIII- Committees

Section 8.0- There shall be such standing or interim committees as the Board of Directors may, from time to time, provide. All Committees shall be appointed by the President, and all such committee appointments shall terminate at the time of the Annual Meeting. Committees shall be composed only of full members in good standing of the CCCC. Nothing herein shall prohibit the reappointment of any committee member.

Article IX- Rules and Regulations

Section 9.0- All games of the CCCC shall be governed by the rules of the United States Curling Association, unless otherwise ruled by the Board of Directors or any special event chairperson. Applicable rules, as determined to govern during each CCCC sponsored competition, shall be announced prior to the beginning of play, and written copy will be available on site.

Article X- Property

Section 10.0- The property of the CCCC shall be held in the corporate name and disposed of according to the laws of the State of Michigan.

Article XI- Fiscal Year

Section 11.0- The fiscal year of the CCCC shall begin on the first day of July and end on the last day of June each year.

Article XII- Programs

Section 12.0- All programs and activities conducted by the CCCC shall be open to all members and may be open to the general public, although a fee may be required for ice rental.

Section 12.1- The CCCC may provide, at its discretion, equipment such as brooms, sliders, assist devices and rocks to any person who is without equipment and requests same.

Section 12.2- At least one Open House shall be held annually for the general public to attend, in an effort to attract new athletes to the sport and further curling's stature as it relates to public awareness and opinion.

Article XIII- Amendments

Section 13.0- Amendments to the Articles of Incorporation or to the By-Laws may be made at the Annual Meeting of the CCCC, or at a special meeting called for that purpose. Notice of the purpose of such a special meeting shall be in writing, by US Mail or email to all members at least 15 days prior to such meeting. A vote of two-thirds of the members present shall be required for passage, provided a quorum is present at such meeting.