

BY-LAWS of the
POTOMAC CURLING CLUB OF THE NATIONAL CAPITAL AREA, INC.

ARTICLE ONE - ORGANIZATION

The name of this organization shall be the POTOMAC CURLING CLUB OF THE NATIONAL CAPITAL AREA, INC. (hereafter "Club").

ARTICLE TWO - PURPOSES

The following are the purposes for which this organization has been organized: to teach, develop, promote and encourage the Olympic sport of Curling; to develop youth and adult programs that lead to national and international competition; to coordinate matches with school physical education programs and develop interscholastic competition; and to teach the sport to youth organizations as well as to interested adults by creating public awareness and appreciation of the sport.

ARTICLE THREE - MEMBERSHIP

Membership in this Club shall be open to all that wish to join, participate in, enjoy, teach or watch the Olympic sport of Curling. Membership shall be divided into voting and non-voting classes. These classes shall be unrelated to race, religion, sex, or other exclusionary policies. In all events, however, Full and Life members shall be entitled to vote at any general meeting of the Club. The privileges and obligations of membership for members of record of all classes may be further defined by the Board of Directors. The annual dues structure of the Club related to various classes of membership shall be set by the Board of Directors.

ARTICLE FOUR - MEETINGS OF THE MEMBERSHIP

1. Annual Meeting

The annual meeting of the Club shall be held between the end of the curling season and June 30, the time and place to be set by the Board of Directors. The Secretary shall send a notice of such meetings, describing the purposes of the meeting, to all members of record at least three (3) weeks in advance of the meeting.

2. Special Meetings

Special meetings of the Club membership may be called by the Secretary at the request of (1) three or more Directors, (2) the President or (3) written application by 20% or more of the voting members of the Club. The Secretary shall notify the membership of all special meetings at least seven (7) days in advance of such meetings. The notice of the special meeting shall state the purpose or purposes of the meeting and shall designate the time and place of the meeting. No business shall be considered at a special meeting that is not referred to in the notice.

3. Quorum

A quorum at any meeting of the membership of the Club shall consist of fifty (50) voting members present in person or by absentee ballot. Once a quorum is achieved, all decisions of the general membership shall require a majority of the voting members present, in person or by absentee ballot, unless otherwise specified in these By-laws.

4. Parliamentary Authority

The rules of order, as contained in Robert's Rules of Order, when not inconsistent with these By-laws, shall govern the meetings of the Club and the Board of Directors.

ARTICLE FIVE – BOARD OF DIRECTORS AND OFFICERS

1. Board of Directors

The voting members shall elect at each annual meeting three or four directors (as appropriate), each for a term of three years. Eleven directors shall constitute the Board of Directors. For certain regulatory purposes, one member of the Board of Directors must be a resident of Prince George's County, Maryland.

2. Board of Directors Meetings

The Board of Directors shall meet at least once each month during the Curling season. A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. Once a quorum is achieved, all decisions of the Board of Directors shall require a majority of the voting members present, except in the case of the election of officers described below.

Special meetings of the Board of Directors may be called at the request of (1) the President, (2) the Vice-President or (3) any three members of the Board of Directors, but no special meeting shall be held unless each member of the Board of Directors shall have had three days notice thereof.

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such action by written consent shall have the same effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Written consents may be made by original, facsimile, email or electronically.

3. Officers

The Board of Directors shall elect from their members a President, Vice-President, Secretary and Treasurer, each for the term of one year. The officers shall be elected within thirty (30) days after the annual meeting of the membership of the Club, with an affirmative vote of the majority of the entire Board of Directors necessary for election. The Board shall also have the right to elect additional officers as it deems necessary. An individual Board member may only serve six consecutive years in the same office, at which point they must stand down from that office for at least one year. After standing down for one year, they may be again elected to that office.

4. Removal of Directors

A director may be removed from office by an affirmative vote of seven (7) of the directors at a duly called and held meeting, if such director has been:

- i. declared of unsound mind by a final order of court;
- ii. convicted of a felony; or
- ii. been found by final order or judgment of any court to be in breach of any duty owed to the Club.

5. Vacancies

In case a vacancy shall occur within the Board of Directors, such vacancy may be filled by the Board of Directors until the next annual meeting. The un-expired term of any director shall be filled by interim election at the next annual meeting.

6. Nominations

The Board of Directors shall appoint five members to form the Nominating Committee by February 1 and the selection and composition of this committee shall be communicated to the membership by February 15. The Nominating Committee is charged with assembling a list of qualified and willing candidates for election to the Board of Directors. Such Nominating Committee shall submit its list of nominees for the Board of Directors to the Secretary at least 4 weeks prior to the annual meeting and such list shall be provided to the voting members in the notice of the annual meeting. No member of the Board who is eligible for re-election shall serve on the committee. No more than one member of the Board shall serve on the Nominating Committee.

7. Independent Nominations

Independent nominations for all and any vacancies to be filled at the annual meeting may be made in writing to the Secretary over the signature of five members of record, and submitted at least seven (7) days before the annual meeting. Consistent with these By-laws, the membership is provided with one official notice of the annual meeting and election of Board members. Names of independent nominations shall be included in the official notice if submitted to the Secretary prior to the preparation of such notice. Independent nominees should be aware that a decision to run after general notice of the annual meeting has been provided to the membership will mean that their nomination is not included in the official notice.

8. Duties of the Board of Directors

- A. Management. The Board of Directors is responsible for the general management and control of the affairs of the Club. In fulfilling its duties, the Board of Directors may adopt rules and otherwise conduct the affairs of the Club in a manner that will not be inconsistent with the Articles of Incorporation and these By-laws.
- B. Disbursements. The Board shall authorize all purchases and payments, and make or authorize the execution of all contracts it may deem necessary and proper for the welfare of the Club and shall cause to be made a report of the Conditions of the Club at each Annual Meeting.
- C. Rules and Regulations. The Board shall make such rules and regulations for the Club as it may find necessary from time to time and as shall be consistent with the Articles of Corporation. It shall authorize the employment, hire and authorize any compensation of such assistants and employees as it may deem necessary and shall redress, insofar as in its power, all complaints which may be properly called to its attention.
- D. Membership Roster. It is the responsibility of the Board of Directors to ensure that a roster of voting and non-voting members is maintained.
- E. Approval of Annual Financial Statements. The Board shall approve annual financial statements that shall have been reviewed and reported upon by Certified Public Accountants selected by the Board of Directors. Upon approval, the annual financial statement shall be made available to the membership.

9. Duties of the President

The President shall preside over all meetings of the Club and all meetings of the Board of Directors at which he/she is present and perform such other duties as be assigned to, said office. The President shall be the duly authorized representative of the Board of Directors in all matters in which the Board has not formally designated some other person to act.

10. Duties of the Vice-President

The Vice-President will assist the President in any manner which the President may deem necessary and, in the absence of the President, will preside over the meetings of the Club and Board of Directors. He/she shall also perform such other duties as will devolve upon, or be assigned to, said office.

11. Absence of the President and Vice-President

In the absence of the President and Vice-President, a presiding officer will be chosen for the meetings of the Club or the Board of Directors from the members of record present at that meeting.

12. Duties of the Secretary

The Secretary shall be responsible for keeping a record of the proceedings of the Club and Board of Directors. It shall be his/her duty:

- a. To notify members of their election.
- b. To keep the roll of members of the Club.
- c. To keep and publish minutes of all meetings of the membership and the Board of Directors.
- d. To handle all correspondence between the Club and outside persons or organizations, where such functioning does not overlap the assigned duties of other officers or representatives.
- e. To perform such other duties as will devolve upon, or be assigned to, said office.

At the annual meeting, the Secretary shall make available a report that will show the number of members of the Club, the names of those who will have ceased to be members and the names of those who have become members during the preceding year. A secretary pro tem shall be chosen to act in the absence of the Secretary at either membership or Board of Directors meetings.

13. Duties of the Treasurer

The Treasurer shall be responsible for the custody of the funds of the Club. It shall be his/her duty:

- a. To collect the dues and pay the obligations of the Club on approval of the Board.
- b. To keep a detailed account of all receipts and expenditures, the balance on hand, and the unpaid obligation of the Club, and shall present at the annual meeting a report thereof.
- c. To post and report to the Board of Directors the names of members who are in default in the payment of dues.
- d. To submit an annual report statement to the Board of Directors for approval.
- e. To ensure that the Club's tax status is maintained with the Internal Revenue Service.
- f. To ensure that the Club complies with all applicable federal, state and local tax and registration laws

Perform such other duties as will devolve upon, or be assigned to, said office. The Treasurer can delegate some or all of these responsibilities to a non-Board member, but the Treasurer will continue to be responsible for ensuring that such responsibilities are completed in a timely manner.

14. Right of Inspection

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents that are appropriate and provided for by law and to inspect the physical properties of the Club.

ARTICLE SIX - DUES, FEES AND ASSESSMENTS

The Board of Directors shall set dues and fees for any class of membership. The Board may also recommend that an additional assessment be paid by the members. Such proposed assessment shall be submitted to a meeting of the members entitled to vote. Notice of the proposed assessment, its purpose, its duration, the classes of members subject to the assessment, and the manner to which it shall be paid shall be provided to all members affected by the proposed assessment.

ARTICLE SEVEN - COMMITTEES

There shall be two standing committees of the Board of Directors: Finance and Operations. The Chairmen of these committees shall be appointed by the Board of Directors from amongst its members and their term of office shall be for a period of one year, or less if sooner terminated by the action of the Board of Directors. Additional permanent committees shall be determined by the Board of Directors as required. The President shall serve as an ex officio member of all standing committees of the Board of Directors.

ARTICLE EIGHT - REPRIMAND, SUSPENSION, OR EXPULSION

Any member of the Club who has violated any provision of these By-laws or any promulgated rule of the Club, or has engaged in conduct detrimental to the welfare or spirit of the Club which may endanger the peace and good order of the Club may by vote of the majority of the Board members present be reprimanded or suspended from some or all of the privileges of the Club for a fixed period. With the concurrence of not less than three-fourths of the members of the whole Board a member may be subject to expulsion from the Club. If the Board moves to expel any member, that member shall promptly be informed in writing of the action taken by the Board, including the reasons therefore. The decision of the Board in any such case is final. An expelled member may, after a period of one year, petition the Board for readmission to the Club.

ARTICLE NINE - BOARD AND OFFICER INDEMNITY

The Club shall indemnify against all loss, damages and costs, including attorneys' fees, to the full extent authorized or permitted by law any individual who is a present or former Board member or officer of the Club, who by reason of such individual's position was, is, or is hereafter made a party to a proceeding. The Board of Directors may purchase and maintain insurance against any liability asserted.

ARTICLE TEN - AMENDMENTS

These By-laws may be amended at any annual or special meeting of voting members of the Club by a majority vote of the voting members of the Club voting in person or by absentee ballot. A majority of the Board of Directors or 25% of the membership of the Club may propose amendments to these By-laws by submitting them in writing over their signatures to the Secretary at any time. The Board of Directors may call a special meeting of the voting members to vote upon amendments so submitted, or the Board may submit such proposals at the next regular meeting of the Club. In either case, the Secretary shall mail notice of proposed amendments to the voting members of the Club at least three (3) weeks before the meeting at which such action thereon is to be taken. The Secretary shall receive and tally all absentee ballots.

ARTICLE ELEVEN - CONSTRUCTION OF BY-LAWS

The interpretation of these By-laws and all that is authorized by them shall rest with the Board of Directors.

ARTICLE TWELVE - DISSOLUTION

Upon the dissolution of the Club, net 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 the federal or 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 Club 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.