**Superior Curling Club**

**Bylaws**

## SUPERIOR CURLING CLUB BYLAWS

## ARTICLE I – NAME AND LOCATION

The name of this organization is the **Superior Curling Club**, Incorporated, hereinafter referred to as **SCC** or “the club”. The principal location of the club shall be in Superior, Wisconsin, USA.

## ARTICLE II – PURPOSE

The purpose of SCC as established in the Articles of Incorporation is as follows: To develop, promote and administer the Sport of Curling in the greater Superior, Twin Ports and surrounding areas; to foster state, regional, national and international amateur sports competition; to encourage, support, coordinate, sponsor and organize sports competition for membership and the general public; to support and develop athletes, both youth and adult; to help each individual member achieve their highest level of personal sports competence; to promote sport safety, fellowship, and respect among members; to support training and certification of coaching staff and competition officials.

## ARTICLE III – OPERATING GUIDELINES

SECTION I

SCC shall be a non-profit organization within the meaning of the laws of Wisconsin and Section 501(c)(3) of the Internal Revenue Code. Notwithstanding anything set forth in the Articles of Incorporation or these Bylaws, the SCC shall be operated at all times such that it qualifies as a publicly supported tax-exempt organization pursuant to the provisions of the Internal Revenue Code section 501(c)(3) and the regulations promulgated thereunder.

SECTION II

No part of the property or net earnings of the corporation shall be distributable to, nor inure to the benefit of, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to pay expenses and make distributions in furtherance of the purposes set forth herein.

SECTION III

No substantial part of the activities of SCC shall be the carrying on propaganda, or otherwise attempting to influence legislation, and SCC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign in favor or in opposition to any candidate for public office to the extent not permitted for organizations qualified for tax exempt status pursuant to Internal Revenue Code section 501(c)(3).

SECTION IV

Notwithstanding any other provision of these articles, SCC shall not carry on any other activities prohibited (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE IV – MEMBERSHIP

SECTION I

Any individual who subscribes to the basic principles of the club may become a member of the club, subject to compliance with the provision of the Bylaws. Membership in this club shall be available without regard to race, color or sex (including pregnancy, gender identity and sexual orientation), national origin, disability, or genetic information.

SECTION II

The membership year runs from October 1 through September 30 of the following year. The club shall conduct an annual enrollment of members, but persons may be admitted to membership at any time during the active curling season.

SECTION III

The Board of Directors shall establish the membership categories of the club. They shall establish the voting and curling privileges for each membership category, and the dues and fees to be paid by each. A description of each category, a schedule of dues and fees for each category, and the membership privileges and eligibilities for each category shall be included in the annual membership information bulletin and displayed on the Superior Curling Club website.

SECTION IV

The dues, fees, and charges for all categories of membership shall be addressed annually and approved by the Board of Directors with at least a majority vote. A schedule of membership dues and fees will be distributed to all active members based on the prior year roster, as well as posted prior to the beginning of the curling year for the upcoming membership year. If the Board of Directors does not agree to change the dues, fees, and charges, they will remain the same as the previous year.

SECTION V

A member may be censored, suspended, or expelled from the club for conduct which violates the bylaws or any policy of the SCC, or conduct which endangers, or tends to endanger, the health and safety of any member(s), or would tend to harm the welfare, interest, reputation or character of the club. A vote to censor, suspend, or expel a member based on such cause(s) requires a two-thirds (2/3) affirmative vote by the full Board of Directors.

SECTION VI

Only members in good standing of the club shall be eligible to participate in its business meetings, or to serve in any of its elective or appointed positions.

SECTION VII - LIFETIME MEMBERSHIP

The Board of Directors is responsible for creating and maintaining the Lifetime Membership Nomination Policy and Procedures; activating, overseeing and coordinating the Lifetime Membership Committee; maintaining (updates or changes) and, upon member request, distributing the Lifetime Member Nomination Form; communicating lifetime membership nominations and SCC Board and Lifetime Membership Committee recommendations of the nominee; and bringing to a vote at a duly called SCC Member Meeting where it has been announced that one purpose of the meeting includes the intention to vote on the Lifetime Membership Nomination.

**ARTICLE V** – **BOARD OF DIRECTORS**

SECTION I - POWERS

The Board of Directors shall be the governing body of the club and shall have all powers necessary to conduct the business of the club, which are consistent with these By-Laws. The Board of Directors shall elect Officers and appoint committees and special positions as may be required. The Board of Directors shall also have the power to abolish any committee or special position.

SECTION II - NUMBER AND MANNER OF ELECTION

The Board of Directors shall consist of no less than seven (7) members to be elected by the membership of the club as specified below.

The Board of Directors will determine the number of Directors needed to fill upcoming Board vacancies at least 10 days before the annual Spring Member Meeting. The President shall appoint a nominating committee of three members, not more than one of whom may be a director. The Committee’s duty is to nominate persons for directors at least equal in number to the vacancies to be filled. In addition, other nominations may be made from the floor during the annual meeting.

Elections will be conducted at the Annual Spring Full Membership Meeting with the nominee with the most votes filling the first opening, the next nominee with the most votes filling the second opening, and so on. In case of a tie for the last opening, those nominees who have tied are voted on again until the nominee with the lowest number of votes is disqualified from filling one of the vacancies.

The board will maintain an orientation process for newly elected directors, and will communicate the procedure to the new Directors in a timely manner after they are elected. The members of the Board of Directors shall serve until the election and qualification of their successors.

SECTION III - DUTIES

The Board of Directors Shall:

1. Transact necessary business in the intervals between club meetings and such other business as may be referred to the Board of Directors by the club.
2. Create standing committees; Approve the plans of work of the standing committees; and Work with chairs of standing committees in the execution of their (standing committee chairs) responsibilities.
3. Present a report at the regular meetings of the club.
4. Appoint an auditor or an auditing committee at least two weeks before the annual Fall Member Meeting to audit the treasurer’s accounts.
5. Prepare and submit to the club for approval a budget for the fiscal year.
6. Approve routing bills within the limits of the budget.

SECTION IV - TERMS OF OFFICE

Elected Directors shall serve for terms of 3 years. The board has the ability, by majority vote, to adjust term lengths to ensure at least 2 Director positions will be up for election each year The club secretary will record the term of each Director and advise the Board which Directors Term expires each year.

SECTION V - MEETINGS OF THE BOARD

1. REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held once (1) per calendar month during the curling season, and no less than four (4) meetings shall be scheduled during the off-season. The date and time of all meetings are to be fixed by the board members at the prior Board meeting.
2. SPECIAL MEETINGS: The President may, when he or she deems necessary, or the Secretary shall, at the request in writing of three (3) members of the Board, issue a call for a special meeting of the Board, at least 72 hours (3 days)before the appointed date for the meeting. Due to distances involving considerable travel, special meeting items and related decisions requiring Board approval, may be accomplished via email or direct mail. Proposals must be clearly stated, and responses returned to a designated member of the Board of Directors within seven (7) days.
3. REMOTE VIRTUAL MEETINGS: The Board may hold regular and special meetings by telephone conference, video screen communication or other communications equipment, and occasionally members can attend “in person” meetings remotely when approved. Participation in a telephonic meeting under this Section shall constitute presence at the meeting providing all of the following apply:
4. Each Director participating in the meeting can communicate concurrently with all other Directors.
5. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board.
6. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.

SECTION VI - QUORUM

A quorum shall consist of a majority of the Board (either physically or electronically present), but not less than four.

SECTION VII - RESIGNATION OF A DIRECTOR

Any director may resign from the Board of Director. Resignation shall be in writing to the Board and must include the date when they will be vacating their position. If a director resigns from the Board of Directors they must wait at least one (1) year prior to serving on the board again.

SECTION VIII - REMOVAL OF DIRECTORS

A Director may be removed from office for conduct (action or inaction) which violates any provision of the law or rules effecting organizations exempt from taxation pursuant to the Internal Revenue Code section 501(c)(3) or the regulations promulgated thereunder, or the Articles of Incorporation, the SCC Bylaws or any policy of the club, or action or inaction which endangers, or tends to endanger, the health and safety of any member(s), or would tend to harm the welfare, interest, reputation or character of the club, or acts in any way that is deemed to be unbecoming of a Board Member such that it would bring the club into disrepute or subject it to public ridicule. A vote to remove a Director based upon such cause(s) can occur at any time, by a vote of two-thirds of the other members present at any special meeting called for that purpose.

SECTION IX - VACANCIES

Unless the vacancy is within 90-days of the elections at Annual Spring Full Membership Meeting, whenever any vacancy occurs on the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote by ballot by the remaining members of the Board of Directors at a regular Board meeting, or at a special meeting which shall be called for that purpose. The election shall be held as soon as possible, but no later than sixty (60) days after the occurrence of the vacancy. The person so chosen shall hold office for the remainder of the term of the Director he or she replaces. If the vacancy is within 90 days of annual elections the Board of Directors shall fill the vacancy at the annual elections.

SECTION X - AUTHORITY

The Board of Directors shall have the authority and responsibility for all property and operations of the club. The board shall adopt rules for curling and the use of the club facilities and property as shall be deemed appropriate, but not in conflict with the rules of the curling governing bodies to which the club belongs.

The Board of Directors shall have the entire management and control of the property, business, and affairs of the Corporation. The Board of Directors is hereby vested with all the powers possessed by the Corporation itself, so far as this designation of authority is not inconsistent with the laws of the State of Wisconsin, with the Articles of Incorporation, with these bylaws, or with the Corporations qualification as a tax-exempt entity under Section 501(c)(3) of the Code.

## ARTICLE VI – OFFICERS

SECTION I – OFFICERS ELECTION

Officers of the club are appointed annually by a majority vote of the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer. The President, Vice President and Secretary of the club must be selected from within the board of Directors, however in the event that no Director has interest in filling the treasurer’s role, the board may appoint someone from the general membership. This appointee will not serve as a Director but will otherwise be required to perform the treasurer’s duties as outlined in these by-laws, as well as other duties and requirements as assigned by the Board-of-Directors from time to time.

SECTION II - PRESIDENT

The President shall preside at all meetings of the club and of the Board of Directors at which he or she may be present; shall perform other duties as may be prescribed in these bylaws or assigned to them by the club or by the Board of Directors; and shall coordinate the work of the officers and committees of the club in that the Basic Policies may be promoted.

SECTION III – VICE PRESIDENT

The Vice-President shall act as an aide to the president and shall perform the duties of the president in the absence or disability of that officer to act.

SECTION IV - SECRETARY

The Secretary shall keep the records of the proceedings of the club, record the minutes of all meetings of the club and the Board of Directors meetings and Club Membership meetings, and shall perform such other duties as may be delegated to them.

SECTION V - TREASURER

The Treasurer shall have custody of all the funds of the club, shall keep a full and accurate account of all receipts and expenditures, and shall make disbursements according to the approved budget, as authorized by the Board of Directors. The Treasurer shall collect the membership dues and shall report to the Board of Directors the names of members who are in default in the payment of dues or fees. The Board of Directors may designate assistants to the Treasurer – such as League Commissioners – to assist in the collection of dues or fees.

The Treasurer shall present a financial statement at every single regular meeting of the club and at other times when requested by the Board of Directors and shall make a full report at the annual meeting.

The Treasurer’s accounts shall be examined annually by an auditor or an auditing committee, who, satisfied that the treasurer’s annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the Board of Directors at least two weeks before the annual Fall Full Membership meeting and have analyzed the books before this regular meeting in October.

The Treasurer shall receive a stipend from the club for services performed. The board will set this amount annually, no later than 30 days following the election of officers.

SECTION VI:

All Officers Shall deliver to their successors all official material, not later than thirty days following the election of their successors.

## ARTICLE VII – CLUB MEMBER MEETINGS

SECTION I

Regular membership meetings of the club shall be held a minimum of two times each year; the dates of these meetings may vary from year to year. The day and time for these meetings to be determined by a majority vote of the Board of Directors. The general membership meeting, conducted each autumn prior to beginning of league play, will be held within 30 days of October 15th. The annual Spring Member Meeting of the membership, at which specific club business is conducted that may require the review of the membership, shall be held within 30 days of April 15th. Members of the club shall be given thirty days’ notice of the regular meetings; notice will be posted at the club and sent to each member via a preferred method of contact.

SECTION II

Special membership meetings may be called by the Board of Directors, 72 hours (3 days) notice having been given.

SECTION III

Notice. Meeting notice shall include the date, time, place and principal agenda items of the meeting. The Board of Directors shall make every reasonable effort to notify members, which may include notice by U.S. mail, electronic mail, phone calls, handbills, newsletters, and/or website.

SECTION IV

Twenty members, or 25% of the membership; whichever is less, shall constitute a quorum for the transaction of business in any membership meeting of this association.

In the event that a membership meeting is called by the Board of Directors to vote on a particular issue of the club, the notice shall include a ballot or proxy for those not able to attend. Any vote of the membership is decided by a majority of those voting in person, by ballot, or by proxy, unless otherwise specified by the Board of Directors. When absentee voting is allowed no quorum of the membership is required to vote, and a simple majority of votes received will determine an affirmative vote.

# ARTICLE VIII – STANDING AND SPECIAL COMMITTEES

SECTION I

The Board of Directors may create such standing committees as it may deem necessary to promote the Basic Policies and carry on the work of the club. The term of each committee chairman shall be one curling season.

SECTION II

The chairman of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

SECTION III

The Board of Directors may appoint special committees if deemed necessary by a majority of the members of the Board.

SECTION IV

The president shall be a member ex-officio of all committees except the nominating committee.

## ARTICLE IX – CONFLICT OF INTEREST

## Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the club to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rational for approval.

## ARTICLE X – AMENDMENTS TO THE BYLAWS

These Bylaws may be amended from time to time by the membership. Such action shall be preceded by giving all Club members no less than ten (10) days prior notice of the meeting at which such amendments will be considered. Corrections and clarifications made to these Bylaws shall not be considered as amendments. By-laws may be amended by a simple majority vote at a general membership meeting where a quorum (as described earlier in these bylaws) special meeting by paper ballot or by electronic ballot.

## ARTICLE XI – DISSOLUTION

Upon the dissolution of the corporation, 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 shall be distributed to the federal government, or to 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 corporation 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.