

## Bylaws of the Oklahoma Curling Club

### ARTICLE I: Name and Location

Section 1. The name of this club shall be the Oklahoma Curling Club hereinafter designated as the Club.

Section 2. The principal office of the Club shall be located in the Greater Oklahoma City Metropolitan Area of the State of Oklahoma.

### ARTICLE II: Purpose.

#### Section 1. Purpose

An organization committed to provide the sport of curling to the local citizens of the State of Oklahoma.

- A. To promote the ancient and honorable sport of curling among persons of all ages and both sexes, regardless of race, color, creed or national origin.
- B. To teach, develop, promote and encourage the sport of curling.
- C. To develop programs that lead to national and international competition.
- D. To encourage friendly relations and mutual understanding with members of curling clubs in the United States and the World.
- E. To encourage friendly relations with participants of other sports activities.
- F. To insure the sound management of the buildings and properties owned or leased by the Club.

### ARTICLE III: Membership

#### Section 1: Eligibility.

Any individual interested in the objectives and purposes of the Club is eligible for membership. Categories of membership, privileges and dues with respect to each category of membership shall be as determined and specified by the Board of Directors.

#### Section 2: Application for Membership.

- A. Application for membership must be made in writing and submitted to the Membership Committee.

- B. Membership becomes effective upon acceptance by the Membership Committee and payment of applicable dues, as established by the Board of Directors.
- C. The Board of Directors shall determine the limit on the number of Club members.

### Section 3: Resignations

Any member desiring to resign from the Club shall submit his resignation in writing to the Secretary, who shall present it to the Board of Directors for action. A member may resign at any time, but such resignation does not relieve a member from payment of dues.

### Section 4: Leaves of Absence.

Leaves of absence may be granted at the discretion of the Board of Directors with such remission of dues as the Board sees fit.

### Section 5: Forfeiture of Membership.

The Board of Directors may at any time, upon due cause, request the forfeiture of membership. Failure to pay dues or other conduct that the Board of Directors deems inconsistent with the best interests of the Club shall constitute grounds for termination of membership by a vote of the Board of Directors. The aggrieved party may request a hearing with the Board of Directors.

### Section 6. Honorary Membership.

Upon the signed recommendation of one member, seconded by another member, and by three-fourths vote by ballot at the annual meeting, honorary membership may be conferred upon an adult resident of the State of Oklahoma. An honorary member shall have none of the obligations of membership in the Club, but shall be entitled to all of the privileges except voting and league play. Honorary members and non-members may be authorized by the Board of Directors to curl at special events or training programs.

## ARTICLE IV: Elected Officers

### Section 1. Elected Officers and Terms.

- A. Elected officers of the Club shall be a President, President-Elect, Immediate Past President, Secretary, and Treasurer.
- B. The term of the office of the President shall be two years as President-Elect, two years as President, and two years as Immediate Past-President.
- C. The term of the office of the Secretary shall be two years.
- D. The term of the office of the Treasurer shall be two years.

## Section 2. Duties of Elected Officers

Duties of the elected officers are prescribed by the Club Bylaws, by the Club Procedure Manual and by the parliamentary authority adopted by the Club.

- A. The duties of the President shall be to preside over all Board of Directors meetings, the Annual Meeting of the Club and other business meetings as needed; to represent the Club at all times and on all occasions not in conflict with any other officer's defined duties and responsibilities; to appoint committees with the exception of the Nominating Committees; to be an ex-officio member of all committees except the Nominating Committee; and to perform all other duties as prescribed by the Club Bylaws, by the Club Procedure Manual and by the parliamentary authority adopted by the Club.
- B. The duties of the President-Elect shall be to serve as President in the absence or incapacity of the President, to serve as an ex-officio member of the Strategic Planning Committee; to review and revise the Procedure Manual of the Club; to serve as Parliamentarian in the absence of the Parliamentarian or when none is appointed; and to perform all other duties as prescribed by the Club Bylaws, by the Club Procedure Manual and by the parliamentary authority adopted by the Club.
- C. The duties of the Immediate Past-President shall be to Chair the Nominating Committee; to appoint members to the Nominating Committee; to Chair the Strategic Planning Committee; and to perform all other duties as prescribed by the Club Bylaws, by the Club Procedure Manual and by the parliamentary authority adopted by the Club.
- D. The duties of the Secretary shall be to maintain all records of the Club (except the membership roll); to be responsible for incoming and outgoing correspondence; to prepare minutes of all meetings; to notify members of all regular and special meetings; and to perform all other duties as prescribed by the Club Bylaws, by the Club Procedure Manual and by the parliamentary authority adopted by the Club.
- E. The duties of the Treasurer shall be to prepare an annual budget and submit it to the Board of Directors for action prior to the beginning of the fiscal year; to receive and disburse Club funds; to make copies of the annual budget available to the membership; to Chair the Finance Committee; and to perform all other duties as prescribed by the Club Bylaws, by the Club Procedure Manual and by the parliamentary authority adopted by the Club.

## Section 3. Elections

- A. The Nominating Committee shall prepare annually a slate of one or more nominees for each elective officer whose term expires.

- B. Ballots shall be disseminated to the voting membership at the Club's Annual Meeting.
- C. Candidates shall be declared elected upon receiving a majority of the votes cast. Where there are more than two candidates, a plurality shall elect.

#### Section 4. Vacancies

- A. A vacancy arising in the office of President shall be filled by the President-Elect who shall cease being President-Elect and shall complete the unexpired term as President and shall continue as President for the full succeeding term to which he or she was elected.
- B. An appointment to fill a vacancy arising in any other elected office shall be made by the Board of Directors for the unexpired portion of the term.

### ARTICLE V: Special Appointments

#### Section 1. Appointments and Terms.

- A. Special appointments of the Club shall be the Webmaster, Historian, Auditor and Parliamentarian.
- B. The term of the Webmaster shall be for one year renewable annually at the discretion of the President with approval of the Board of Directors. The Webmaster is an ex-officio member of the Board of Directors and the Communications Committee.
- C. The term of the Historian shall be for one year renewable annually at the discretion of the President with approval of the Board of Directors. The Historian is an ex-officio member of the Board of Directors and the Communications Committee.
- D. The term of the Parliamentarian shall be for one year renewable annually at the discretion of the President with approval of the Board of Directors. The Parliamentarian is an ex-officio member of the Board of Directors and Chair of the Bylaws Committee.
- E. An Auditor shall be appointed at the discretion of the President with approval of the Board of Directors to review the Club's financial records at the close of the fiscal year.

#### Section 2. Duties of Special Appointments

Duties of the special appointments are prescribed by the Club Bylaws, by the Club Procedure Manual and by the parliamentary authority adopted by the Club.

## ARTICLE VI: Board of Directors

### Section 1: Composition.

The Board of Directors shall consist of ten (10) persons who shall be the five (5) elected officers and five (5) directors. Ex-officio members of the Board of Directors shall be the Webmaster, Historian and Parliamentarian. All Directors must be members in good standing of the Club.

### Section 2: Term:

Each elected Director shall serve for a term of one (1) year.

### Section 3: Duties and Responsibilities of the Board of Directors

Duties of the Board of Directors are prescribed by the Club Bylaws, by the Club Policy and Procedure Manual and by the parliamentary authority adopted by the Club.

- A. Complete authority for the management and control of all the affairs of the Club shall reside with a Board of Directors who may, as they see fit, but subject to their review and final approval, delegate authority for execution of day-to-day affairs to an Executive Committee.
- B. The Board of Directors shall have ample powers to purchase, lease, pledge and sell the personal and real property of the Club; to make all such contracts and agreements in behalf of the Club as it may deem to be needful or convenient for the successful prosecution and conduct of the Club's business.
- C. The Board of Directors shall employ and, for cause, remove all such persons and agents as it may deem necessary and proper for the conduct of the business of this Corporation, and shall determine and fix the compensation and duties of all agents, clerks and servants of the Club, except in such instances as are expressly specified by these Bylaws and amendments thereto, and, in general, it shall do all such lawful acts and adopt all such lawful measures thereto as it shall deem best calculated to promote the interest of the members.
- D. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and in behalf of the organization and such authority may be general or confined to a special instance. Unless so authorized by the Board of Directors, no officer, director, agent, or employee shall have the power to bind the organization by any contract or engagement, or to pledge its credit or render it liable financially for any purpose or to any amount.

- E. The Board of Directors shall establish and review annually the Procedures for the Club's operation, which may be amended by majority vote of the Board of Directors at any regular meeting.

#### Section 4: Duties and Responsibilities of the Directors

Duties of the Directors are prescribed by the Club Bylaws, by the Club Procedure Manual and by the parliamentary authority adopted by the Club.

- A. Communications Director coordinates public and media relations and shall chair the Communications Committee.
- B. Competition Director establishes Rules of Play and Code of Conduct for leagues and instruction sessions and shall chair the Competition Committee.
- C. Ice and Equipment Director books ice time, prepares the ice, acquires equipment, maintains Club equipment and shall chair the Ice and Equipment Committee.
- D. Membership Director maintains the membership database, recruits new members and shall chair the Membership Committee.
- E. Special Programs Director plans and organizes events and programs for both the membership and the community and shall chair the Special Programs Committee.

#### Section 5. Elections

- A. The Nominating Committee shall prepare annually a slate of one or more nominees for each director whose term expires.
- B. Ballots shall be disseminated to the voting membership at the Club's Annual Meeting.
- C. Candidates shall be declared elected upon receiving a majority of the votes cast. Where there are more than two candidates, a plurality shall elect

#### Section 6: Vacancies:

- A. An appointment to fill a vacancy arising on the Board of Directors shall be made by the Board of Directors for the unexpired portion of the term.

#### Section 7: Meetings.

- A. The Board of Directors shall meet at least every other month and may meet monthly. Notice shall be sent to each Board Member not less than one (1) week prior to the date and time of the meeting.

- B Special meetings of the Board of Directors may be called by the President, Treasurer or two or more Directors. Each Board Member shall receive forty-eight (48) hours' notice of the date, location and time of the special meeting.
- C. No vote, ballot, act or resolution of the Board of Directors at a regular or special meeting shall be valid or effective unless a quorum of six (6), which is a majority, is present and by an affirmative assent of at least a majority of the Directors present and voting.

#### Section 8: Removal of Officers and Directors.

Any officer of the Club or member of the Board of Directors may be removed from office for just cause by a two-thirds vote of the Board of Directors at any regular or special meeting.

#### ARTICLE VII: Committees

Committee composition and duties are prescribed by the Club Bylaws, by the Club Procedure Manual and by the parliamentary authority adopted by the Club.

Section 1. The Board of Directors shall establish operating and standing committees to consider matters of the Club that require continuity of attention by the members. The Board of Directors shall recommend the name and size of each committee and delegate powers and functions as necessary to perform their duties

Section 2. The President shall appoint all committee members to operational, standing and special committees with the exception of the Nominating Committee.

Section 3. The President shall appoint all committee chairs except those designated by the authority of these bylaws.

Section 4. Standing Committees appointed annually.

- A. The Nominating Committee.

The Immediate Past President serves as Chair and makes committee appointments. The committee will be composed of four (4) Past Presidents of the Club. In the event there are insufficient Past Presidents to complete the nominating committee, the necessary members will be appointed from the Club membership. The Nominating Committee prepares a slate of nominees for the annual election in accordance with the Club Bylaws, the Club Procedure Manual and by the parliamentary authority adopted by the Club.

- B. The Strategic Planning Committee.

The Immediate Past President serves as Chair and makes committee appointments. The committee will be composed of the Past Presidents of the Club. In the event there are insufficient Past Presidents to complete the Strategic Planning Committee, four (4) members will be appointed from the

Club membership. The Strategic Planning Committee develops the Club's Strategic Plan. The President-Elect is an ex-officio member of the committee.

Section 5. Upon determination of the Board of Directors and the business requirements of the Club the Operating Committees shall be activated. The Operating Committees of the Club shall consist of Bylaws, Communications, Competition, Finance, Ice and Equipment, Membership, and Special Programs.

Section 6. The President with the advice and consent of the Board of Directors may appoint such other special committees as are necessary.

#### ARTICLE VIII: Business and Finance

##### Section 1: Fiscal Year.

The Fiscal year of the corporation shall be from June 1 to May 31.

##### Section 2: Donations and Gifts.

The Board of Directors may raise funds and solicit donations and gifts, including bequests, for the accomplishment of the purpose of the organization.

##### Section 3: Hold Harmless Clause.

The Club will indemnify and hold harmless any director, officer, or member, from any suit, damage, claim, judgment or liability, arising out of or asserted to arise out of conduct of such person in his or her capacity as a director, officer, or a member performing services for the Club, except in cases involving willful misconduct.

#### ARTICLE IX: Annual Meeting

##### Section 1. Notice.

The Annual Meeting of the Club shall be held no later than the close of the fiscal year at the place and time as determined by the Board of Directors. Fourteen (14) days notice of said meeting shall be disseminated to all members in good standing.

##### Section 2. Purpose

- A. To receive reports of all officers and committee chairs.
- B. To elect officers and directors, as may be required, for ensuing year.
- C. To transact such other business as may properly come before the members.

##### Section 3: Quorum.

Twenty-five (25) members in good standing shall constitute a quorum. A majority vote of those present or voting shall be required for affirmative action.



Section 4: Postponement:

If, for any reason, the Annual Meeting cannot be held as stated in the call, an alternate time and date may be set and the meeting shall also be valid and binding and shall give full effect to any business transacted if the members have been notified at least seven (7) days prior to said meeting.

ARTICLE X: Parliamentary Authority

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt.

ARTICLE XI: Amendment of Bylaws

A Bylaws Committee or a proposal signed by not less than five (5) members shall submit proposed amendments to the Board of Directors. Upon approval by the Board, the amendments shall be included in the call of the Annual Meeting of the membership, or a special meeting. Upon acceptance by a two-thirds (2/3) vote of the members present, they shall become effective immediately.

ARTICLE XII: Dissolution

Section 1: Upon the dissolution of the organization, the members shall, after paying or making provision for the payment of all liabilities of the Club, dispose of all of the assets of the Club exclusively for the purposes of the Club in such manner, or to such organization or organizations and operated exclusively for the charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the members shall determine.

Ratified April 11, 2010