

FAIRBANKS CURLING CLUB, INC. BYLAWS

ARTICLE I – NAME

SECTION 1. The corporation shall be called the “Fairbanks Curling Club.”

ARTICLE II - PURPOSE

SECTION 1. The following are the purposes for which this organization has been organized: to teach, develop, promote and encourage the sport of Curling; to develop youth and adult programs that lead to local, national, international competition; to coordinate and develop interscholastic competition; and to teach the support to youth organizations as well as to interested adults by creating public awareness and appreciation for the sport.

ARTICLE III – LOCATION

SECTION 1. The principle office of the Fairbanks Curling Club is 1962 Second Avenue, Fairbanks, AK. The Board of Directors may change the location of the office at their discretion.

ARTICLE IV – MEMBERSHIP

SECTION 1. Membership in the Fairbanks Curling Club shall be open to all that wish to join, participate in, enjoy, teach or watch the sport of Curling. Membership shall be divided into voting and non-voting classes. Voting classes shall consist of Resident Members. Non-voting membership shall be unrelated to race, religion sex or other exclusionary practices. All age requirements are as of June 30th of the preceding year, consistent with the United States Curling Association rules.

Voting (Resident) members shall be entitled to vote at any general meeting of the Fairbanks Curling Club. The privileges and obligations of membership for members of record of all classes may be further defined by the Board of Directors. The current classes of membership are as follows:

Class 1: Honorary Membership shall consist of those persons proposed and approved by the unanimous vote of the Board of Directors.

Class 2: Resident Membership shall consist of all fully paid members.

(a) Adult members are those who are twenty-two (22) years of age or older.

Class 3: Limited Membership shall consist of the following classifications. All have the privilege of participating in Fairbanks Curling Club events as regulated by the Board of Directors.

(a) Youth are those who are under thirteen (13) years of age and have demonstrated a basic understanding of the sport of curling and proper sport etiquette.

(b) Junior Members are those who are fourteen (14) through twenty (21) years of age. (c) Special Memberships may be established by the Board of Directors.

SECTION 2. All applications for membership shall include the appropriate membership fee and be in writing or by electronic means. Membership may be denied or revoked by a two-thirds (2/3) majority vote of the Board of Directors.

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SECTION 3. Duration of Membership. Memberships are annual, spanning October 1 – September 30.

SECTION 4. All member dues and fees shall be paid according to a table of amounts and due dates as established by the Board of Directors.

SECTION 5. The Board of Directors may determine a limit on the number of members of the Fairbanks Curling Club in each classification.

SECTION 6. Every right and all interest of each member in the estate, property and privileges of the Fairbanks Curling Club shall cease upon termination of their membership or death.

SECTION 7. Resignation shall be in writing to the Fairbanks Curling Club and may be accepted by the Board of Directors provided the member resigning has discharged all their Club dues and obligations. Members may be considered as having submitted a resignation if dues and other fees have not been paid by the deadline established by the Board of Directors.

SECTION 8. In case a member shall be guilty of any violation of the constitution or rules, or in case their conduct may endanger, or tend to endanger the welfare, interest or character of the Fairbanks Curling Club, the Board of Directors by a 2/3 majority vote, at a regular or special meeting, may censor, suspend or expel the offending member; provided however, before such member shall be expelled, twenty (20) days' notice in writing shall be given to the member, the member shall be furnished with a copy of the charges and the member shall be given time to be heard by a committee of, or the full Board of Directors.

SECTION 9. Non-members may be authorized by the Board of Directors to curl at special events or training programs.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of duly-elected Directors; all of whom must be Resident members. The Board of Directors shall have charge and supervision of any buildings, equipment or other property and affairs of the Fairbanks Curling Club. The Board of Directors shall also adopt such rules of playing games and the use of the club facilities and property as shall be deemed advisable, but not in conflict with curling rules of the United States Curling Association, the World Curling Federation, or the United State Olympics Committee, when applicable. Club officers shall be elected annually by a majority vote of the Board of Directors.

SECTION 2. The number of Directors shall be nine. Directors shall be elected for staggered terms of three (3) years and the number of Directors elected each year shall be that which is required to fill the vacated positions.

SECTION 3. Term Limits. No individual may serve more than three (3) consecutive terms as Director.

SECTION 4. The Board of Directors shall hold such meetings as they deem fit. Such meetings may be held in person or by electronic means. A quorum for a regular or special meeting of the Directors shall be not less than five (5) Directors. Voting on actions of the Board of Directors shall by a simple majority

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of the quorum established, unless stated otherwise for specific Articles in these By-Laws or in the Articles of Incorporation.

SECTION 5. Conflicts of Interest

A director shall disclose all conflicts of interest and may not act in matters in which he or she has a substantial and material conflict of interest.

i. **Conflict of Interest Defined**

A director shall be considered to have a conflict of interest if he or she or a member of his or her immediate family:

- a. has an economic interest in a transaction which is the subject of proposed action by the Corporation and the economic interest is adverse, competitive, potentially adverse or potentially competitive to the interest of the Corporation;
- b. is a member or holds a significant interest in another entity that is the subject of the proposed action by the Corporation;
- c. is a member of the Board of Directors (or other governing body), or an officer or manager of another entity that is the subject of the proposed action by the Corporation; or,
- d. is a party to or a potential party to threatened or pending litigation or administrative proceedings in which the position is adverse to that of the Corporation.

However, a Director does not have a Conflict of Interest where the interest of the Director or his or her immediate family is no different than that of Members of the Corporation general or of other Directors.

ii. **Determination of Substantial and Material Conflict of Interest.**

When a Director has a potential Conflict of Interest, the Director shall notify the Board of Directors before the Board considers the matter with respect to which the actual or potential conflict exists, of all material facts concerning the nature of the Conflict of Interest. The existence of a Conflict of Interest shall be recorded in the minutes of the meeting of the Board of Directors.

The Board shall determine if a particular Director has a substantial and material Conflict of Interest under this Section. The issue shall be voted on by the Directors with a Conflict of Interest shall not participate in the discussion of the conflict and shall abstain from voting on the issue of the conflict and shall leave the meeting while the disinterested Directors discuss and vote on the conflict. However, the Director may be counted in determining the presence of a quorum at the meeting at which the Board of Directors considers the matter giving is to the conflict.

The Membership may void an Action of the Board of Directors when the action included participation of a Director with a Conflict of Interest, upon a showing that (i) the vote of the disinterested Directors present at the meeting and voting, would have been insufficient to take the challenged action without the inclusion of the vote of the Director who had the conflict, and the (ii) the action taken was unfair to the Corporation.

iii. **Disqualification of Director.**

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If a majority of the voting Directors votes that a substantial and material Conflict of Interest exists, then the Director shall be disqualified from discussing or voting on the matter in which he or she has a substantial and material Conflict of Interest.

SECTION 6. Members' Power to Remove a Director.

The members have power to remove any Director of the corporation whenever in the judgment of the member the business interests of the corporation will be served thereby. This may be accomplished only at a special meeting called under Article VII, Section 3.

SECTION 7. At the Annual Meeting, Directors shall be elected to serve three (3) year terms. The term of office shall commence on the day of election.

SECTION 8. In case a vacancy shall occur in the Board of Directors such vacancy shall be filled by a vote of the Board of Directors, with that Director serving only until the next annual meeting.

ARTICLE VI – OFFICERS

SECTION 1. The Board of Directors shall elect a President, Vice President, Secretary and Treasurer from amongst the Directors to serve as officers of the club on an annual basis.

SECTION 2. President. The President shall be the principal officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign with the Secretary, or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or statute to some other officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall direct the Finance committee to prepare a proper summary of the books and accounts of the Corporation at the end of each fiscal year and report thereon to the Board of Directors and then to the membership at each Annual meeting of the membership.

SECTION 3. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting, shall have all the power of, and be subject to, all the restrictions upon the President. Any Vice President shall perform such other duties as may be assigned to them by the President or by the Board of Directors.

SECTION 4. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine, provided that the premium costs of such bond shall be for the account of the Corporation. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or depositories as shall be selected in accordance with the provisions of these By-Laws;

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and in general perform all duties incident to the office of Treasurer and such other duties incident to the office of the Treasurer and such duties as may be assigned to the Treasurer by the President or by the Board of Directors.

SECTION 5. Secretary. The Secretary shall keep, or cause to be kept, the minutes of the meetings of the members and of the Board of Directors; see that all motives are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the Corporate records, keep, or cause to be kept, a register of the mailing address of each member which shall be furnished to the Secretary by such; and in general perform, or cause to be performed, all duties incident to the office of the Secretary.

ARTICLE VII – COMMITTEES

SECTION 1. The following Standing Committees shall be appointed by the President: Finance, Board Governance and Fundraising. Other committees may be appointed as deemed necessary.

ARTICLE VIII – ELECTIONS

SECTION 1. The election of Directors shall be held at the Annual Meeting each year. In case of failure to elect any Directors at any time, such election may be held at a special meeting, and it is the duty of the Secretary to give at least ten (10) days' notice by mail or by electronic means to each Resident Member as where and when such election shall take place. The Members unable to attend any meeting may vote by written proxy.

SECTION 2. Nominations for directors shall be made by the Governance Committee or any Resident Member wishing to do so.

ARTICLE IX – MEETINGS OF MEMBERS

SECTION 1. The annual meeting of the Club shall be held on a date, time and at a place designated by the Board of Directors and shall occur during the months of March or April.

SECTION 2. The Secretary shall then give notice by postal mail, newspaper or electronic means to each Resident Member at least five (5) days before the elections. For those not able to attend the meeting, a proxy will be available at the Club or on the Club's website.

SECTION 3. Special Meetings of the Members may be called by the President, a majority of the Board of Directors, or by not less than one-tenth (1/10) of the voting membership.

SECTION 4. A quorum at an Annual or Special Meeting of the Members shall consist of not less than ten (10) percent of the voting membership in person or by proxy.

ARTICLE X – AMENDMENTS

The Bylaws of the Fairbanks Curling Club may be amended only by the following procedures:

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SECTION 1. A copy of the proposed amendment, signed by the lesser of either ten (10) members or 10% of the current membership, shall be served upon the Secretary.

SECTION 2. The Secretary will assign the proposal to the agenda of the next regular meeting of the Board of Directors that is at least twenty (20) days before action shall be taken.

SECTION 3. Such amendment shall be adopted only by at least two-thirds (2/3) vote in the affirmative by the Board of Directors.

ARTICLE XI – CONSTRUCTION OF BY-LAWS

SECTION 1. The interpretation of these By-Laws, and all that is authorized by them, shall rest with the Board of Directors.

ARTICLE XII – DISSOLUTION

SECTION 1. Upon the dissolution of the Fairbanks Curling 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 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 Judicial District 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 purpose.

Adopted by resolution of the Board of Directors on March _____, 2016.

RESOLUTION 2016-1

IT IS RESOLVED, that the Fairbanks Curling Club, Inc., Board of Directors by at least a two-thirds (2/3) majority vote, hereby adopts the Bylaws attached hereto as the current Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned officers of the Board of Directors of the Fairbanks Curling Club, duly authorized, hereto set their hands and seals, and declare that the above Bylaws were adopted by a vote of at least two-thirds (2/3) of the Directors present on March _____, 2016.

Catharine Persinger, President

Karen Spaleta, Vice President

Adie Callahan, Secretary

Jennifer Ostnes, Treasurer

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The above Bylaws incorporate all amendments made on the following dates:

Bylaws adopted November 22, 1957;
Repealed and re-adopted October 3, 1963;
Amended August 30, 1977;
Repealed and re-adopted January 3, 1984;
Repealed and re-adopted November 7, 1989;
Repealed and re-adopted February 14, 1995;
Amended October 12, 2010.