

# The Long Island Curling Club, Inc.

## Constitution and Bylaws

### ARTICLE I - NAME AND OFFICE

- Section 1.0 The name of this organization shall be The Long Island Curling Club, hereinafter referred to as LI CURLING.
- Section 1.1 The organization shall serve the New York counties of Brooklyn, Queens, Nassau, Suffolk and surrounding area. A mailing address shall be maintained in one of the four counties.
- Section 1.2 The organization may change its name by two-thirds (2/3) majority vote of the membership.

### ARTICLE II - PURPOSE AND STATUS

- Section 2.0 The purposes of LI CURLING are to:
1. Promote and foster competition in the sport of curling on a local, regional, national and international level;
  2. Attract, support and train athletes interested in curling competition on a local, regional, national and international basis;
  3. Provide programs designed to educate interested persons about the sport of curling, especially local youths and adults.

### ARTICLE III - MEMBERSHIP

- Section 3.0 Membership in this organization shall be open to all who wish to join: to play, teach, watch or enjoy the sport of Curling. LI CURLING shall not discriminate against membership on the basis of race, color, creed, religion, national origin, gender, sexual orientation, marital status or age under the Federal Equal Opportunity Act.

### ARTICLE IV – DUES, FEES AND CHARGES

- Section 4.0 Annual dues, fees and charges for Membership shall be approved by the Board of Directors by majority vote.

### ARTICLE V - OFFICERS

- Section 5.0 Officers of LI CURLING shall serve a term of two years. An individual may serve as an officer for up to four consecutive terms and may serve as President, First Vice President, Second Vice President or Secretary for up to two consecutive terms. An individual may serve as Treasurer for up to four terms.

Officers and their duties are listed below.

- Section 5.1 The President:
1. Presides over all club meetings and acts as Chairperson of the Board of Directors sessions;
  2. Presents an Annual Report to the membership at the Annual Meeting;
  3. Appoints ad hoc committees and committee chairpersons;
  4. Serves as primary spokesperson to media/community professional groups;
  5. Ensures that the organization's business is run appropriately;
  6. Has the power to co-sign, as secondary signatory, checks or drafts of the organization;
  7. Performs other duties as may be reasonably construed as belonging to the chief executive of an organization.
- Section 5.2 The Vice Presidents:
1. Assist the President in establishing and implementing a strategic plan;
  2. Perform duties as outlined below

Section 5.2(a) First Vice President:

1. Assumes the duties of the President in the President's absence or disability, if and when called upon by the President.
2. Has the power to co-sign, as secondary signatory, checks or drafts of the organization;
3. Serves as Parliamentarian with the knowledge of the LI CURLING constitution and bylaws.

Section 5.2(b) Second Vice President:

1. Assumes the duties of the President in the President's and First Vice President's absence or disability, if and when called upon by the President.
2. Has the power to co-sign, as secondary signatory, checks or drafts of the organization;
3. Serves as Parliamentarian with the knowledge of the LI CURLING constitution and bylaws.

Section 5.3 The Secretary:

1. Keeps and maintains full and accurate minutes and records of the organization in appropriate books;
2. Updates amendments to the By-Laws within thirty days of any approved change or modification to the By-Laws;
3. Maintains a current copy of the LI CURLING bylaws;
4. Performs all correspondence duties of the organization;
5. Has the power to co-sign, as secondary signatory, checks or drafts of the organization;
6. Performs other duties incident to the office of Secretary.

Section 5.4 The Treasurer:

1. Keeps and maintains accurate financial records of all business transactions of the organization;
2. Has the care and custody of all monies belonging to the organization and be solely responsible for such monies or securities of the organization;
3. Will be one of two officers that sign checks or drafts of the organization; the Treasurer will be the primary signatory;
4. Presents a written account of the organization's finances at board meetings, the annual meeting, and other times when directed by the President;
5. Prepares a projected budget for the upcoming fiscal year;
6. Establishes and monitors the organization's compliance with its tax exempt status;
7. Prepares and presents an annual financial statement affirmed by an independent certified public accountant selected by the board of directors at the Annual Meeting;
8. Appoints an Assistant Treasurer to assist with the collection of fees and make deposits into the Club account;
9. Performs other duties incident to the office of Treasurer.

## **ARTICLE VI - BOARD OF DIRECTORS**

Section 6.0 The business of LI CURLING shall be managed by a board of directors consisting of the five officers described in Article IV of the club and 10 additional board members for a total of 15.

Section 6.1 Directors will be elected by majority vote at the Annual Meeting.

Section 6.2 Directors will serve a term of three (3) years, with one-third (1/3) of directors (5) to be elected each year to form a Class for a specific year. Candidates are nominated and elected in accordance with Article VI.

Section 6.3 Meetings of the board are held at the board's discretion. A majority of the board shall constitute a quorum

Section 6.4 Vacancies in the board of directors shall be filled by a majority vote of the remaining directors at the first reasonable opportunity. The new director shall serve the remainder of the term. Vacancies may occur due to death, resignation or removal.

Section 6.5 The Board may remove a Director by two-thirds (2/3) majority vote when sufficient cause exists for such a removal. Sufficient cause may include:

1. Declaration of a director to be of unsound mind by court order;
2. Conviction of a felony;
3. Willful disregard or breaching of organization policies (e.g., Conflict of Interest Policy) that expose the organization to harm;
4. Unexcused absences to three consecutive meetings of the Board of Directors.

- Section 6.6 The Board may indemnify the organization's Directors and Officers.
- Section 6.7 Any person who is, or was threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of being, or was, a Director of the organization, while acting in the interest of the club, shall be indemnified by this organization against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees necessarily incurred in connection with the defense or appeal of any such action or proceeding.
- Section 6.8 No indemnification shall be provided on behalf of any Director found to have acted in bad faith or with active and deliberate dishonesty or who gained any advantage, financially or otherwise, that the Director was not legally entitled.
- Section 6.9 The rights conferred on any person by Sections 6.6 through Section 6.8 shall not be exclusive of any other right which that person may have or acquire under any statute, provision of the Certificate of Incorporation, By-law, agreement or disinterested Directors or otherwise.
- Section 6.10 Subject to the laws of New York, this organization may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the organization against any expense, liability or loss of the general nature contemplated by Section 6.6 through Section 6.9, whether or not the organization would have the power to indemnify that person against such expense, liability or loss under the laws of New York.
- Section 6.11 It is the intent of this organization to indemnify its Directors to the fullest extent authorized by the laws of New York. If any portion of these indemnification sections (6.6 - 6.11) is held to be invalid for any reason, the valid and enforceable provisions will continue to be given effect and construed to provide the broadest indemnification permitted by law.

## **ARTICLE VII – NOMINATIONS AND ELECTIONS**

- Section 7.0 The Board of Directors will appoint a three (3) person Nominating Committee to suggest a slate of candidates for election at the Annual Meeting. No Officer shall be a member of the Nominating Committee although other Board Members are eligible.
- a) Should a member of the Nominating Committee be proposed as a candidate for either a Director or Officer position, that member will recuse himself or herself from the Nominating Committee and a new member of the Nominating Committee will be appointed by the Board of Directors immediately.
- Section 7.1 Members of LI CURLING shall be eligible to suggest candidates to the Nominating Committee.
- a) The members of the Nominating Committee shall be published to the general membership with directions on how to contact the Nominating Committee to suggest candidates within two weeks of the Nominating Committee being appointed.
- Section 7.2 Candidates for each of the five board positions up for election shall be presented to the Board of Directors and all members of LI Curling by the Chair of the Nominating Committee no later than March of the calendar year in which directors are to assume their positions and no sooner than 30 days prior to the election. The Nominating Committee shall also nominate candidates for any vacated positions in any Class that do not correspond with the positions due for election.
- Section 7.3 The Nominating Committee shall propose a slate of officers at the same time. Officers will be elected by the new Board of Directors after the Annual Meeting.
- Section 7.4 Each nominated Director or Officer must be approved by two-thirds (2/3) of the Nominating Committee.
- Section 7.5 A proxy with the board nominations listed will be mailed to each member no later than two (2) weeks prior to the Annual Meeting.
- Section 7.6 The Membership may propose alternate candidates for the Board of Directors by submitting a slate supported by ten (10) member signatures. Alternate candidates may be written onto the proxy mailed to members.
- Section 7.7 The Board of Directors may propose alternate candidates for Officers by submitting a slate supported by a Board majority.

## **ARTICLE VIII - VOTING**

- Section 8.0 All elections shall be determined by a majority (50%+) vote unless otherwise noted in these by-laws.

## **ARTICLE IX - COMMITTEES**

- Section 9.0 The Board of Directors shall appoint committees as needed by appointing a Committee Chairperson.
- Section 9.1 Each Committee Chairperson shall fill the committee as needed.
- Section 9.2 Committees may be determined by the Board of Directors to be temporary or permanent as required.

## **ARTICLE X – ANNUAL MEETING**

- Section 10.0 The Annual Meeting of the organization shall be held on a date designated by the Board of Directors. Additionally, the Board shall designate a time and place for the Meeting.
- Section 10.1 The Annual Meeting shall take place in the second quarter of the year during the months of April, May or June.
- Section 10.2 The Secretary shall notify the membership of the Annual Meeting no later than two (2) weeks prior to the date of the Meeting. A proxy for the slate of Directors shall be included with the notification.
- Section 10.3 The quorum for the Annual Meeting shall be the lesser of 50% of membership or twenty (20) members. Members may attend in person or attend by proxy.

## **ARTICLE XI – AMENDMENTS**

- Section 11.0 The By-laws of LI CURLING may be amended.
- Section 11.1 A copy of the proposed amendment, signed by either ten (10) or 50% of the membership, whichever is fewer, shall be served to the Secretary.
- Section 11.2 The proposed amendment will be posted for the membership to review and voted on at the next Annual Meeting. If the next Annual Meeting is more than six months away, a special members meeting shall be scheduled within 45 days to consider and vote on the amendment.
- Section 11.3 The Secretary will notify the membership of the proposed vote and distribute proxies no later than two (2) weeks prior to the special meeting.
- Section 11.4 An amendment shall be adopted when voted for by two-thirds (2/3) of the membership present in person or by proxy.

## **ARTICLE XII – CONSTRUCTION OF BYLAWS**

- Section 12.0 The Board of Directors shall be the body that interprets these bylaws.

## **ARTICLE XIII – DISSOLUTION**

- Section 13.0 Upon the dissolution of LI CURLING, net assets shall be distributed in accordance with Section 501(c)(3) of the Internal Revenue Code.
- Section 13.1 Any assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of LI CURLING is located.