

## **By-Laws Curl Troy**

### **1. Founders**

Curl Troy was founded in March 2010. Those individuals who were responsible for the initial creation of the organization are Bruce Clingan, Stephanie Clingan, Iain Kelly, and Donald Mitchell

#### **1.1. Permanent Invitation to Proceedings**

Founders are granted permanent invitation to all happenings of the board regardless of the status as a Director set forth in this document.

##### **1.1.1. No Permanent Voting Rights**

If a founder is not a Director as set forth in this document they will be granted an unrestricted voice but no additional vote on the board of directors.

##### **1.1.2. Founders can be Directors**

If a founder is a Director as set forth in this document they will be granted all rights enumerated to their position as a Director.

### **2. Board of Directors**

#### **2.1. Number of Directors**

The board of Directors will have 7 members

#### **2.2. Types of Directors**

The Board of Directors will be comprised of 5 Appointed Directors, and 2 At-Large Directors.

#### **2.3. Eligibility of Directors**

To be eligible to be a Director you must be recognized by the Board of Directors as a full member of the organization.

#### **2.4. Election of Directors**

The Board of Directors is responsible for administering the selection process off all Directors to the Board.

##### **2.4.1. Appointed Director Selection**

The Board of Directors has the authority to appoint individuals to the 5 Appointed Director positions when they are vacant. A majority vote of the board is required to select a Appointed Director.

##### **2.4.2. At-Large Directors**

At-Large Directors are nominated and voted on by the membership at the annual membership meeting. 1 At-Large Director will be elected each year. The Board of Directors will appoint one Appointed Director to oversee the election process.

##### **2.4.2.1. 2018 Election Alterations**

In order to fill the board to its full 7 members the 2018 election will appoint 2 At-Large Directors to the Board. The candidate with the most votes will serve their full 2 year term, the candidate with the second most votes will serve a 1 year term in order to establish

alternating election cycles. In the event of a tie, a draw to the button will determine which director serves the full 2 year term.

2.4.3. **Emergency Election of Directors**

If at any time an at-large member of the board vacates or is removed from their position, the remaining directors may choose to leave that position vacant or fill the remaining term with an individual of their choosing meeting all requirements set forth in this document

2.4.4. **Term**

Appointed Directors are elected indefinitely, and there is no term limit. At-Large Directors serve a 2 year term and may be elected to no more than two consecutive terms.

2.4.5. **Removal of Directors**

Any director may be removed from their position with a 2/3rds majority vote of the Board of Directors. This action must be done without proxy.

2.5. **Officers**

The Board of Directors shall appoint one board member to fill the positions of President, Vice-President, Secretary, Treasurer. These positions may be filled by any member of the Board of Directors, are not term-limited, and are re-affirmed by the board of directors within 30 days of the Annual Membership Meeting.

2.5.1. **President**

The President will act as the chairman of the Curl Troy board, directing and scheduling meetings, and have a direct hand in the day to day operations of the organization. The President will provide general direction, and coordinate between the various committees or coordinators in the organization. The President should be aware of everything happening in the organization at any given time.

2.5.2. **Vice-President**

The Vice-President will hold similar responsibilities as the President, and assumes the role of President when the President is unavailable. The Vice-President, at the discretion of the Board of Directors, may also fill the role of Secretary. The Vice-President should be aware of everything happening in the organization at any given time.

2.5.3. **Secretary**

The Secretary is responsible for organizational filing and correspondence and membership management of the organization. They are responsible, at least by proxy, for the collection of membership dues, certification of membership, and the filing of all legal and organizational required documents. For Curl Troy this includes required filings to the United States Curling Association (USCA), Great Lakes Curling Association (GLCA), and other member associations as needed. The Secretary is responsible for maintaining Curl Troy's good standing with these organizations. The Secretary is responsible for recording minutes for all

meetings of the Board of Directors, but may delegate this responsibility to any other member of the Board of Directors. The role of the Secretary may be combined with the role of the Vice-President at the discretion of the Board of Directors.

2.5.4. **Treasurer**

The Treasurer is responsible for all financial bookkeeping required for the organization, as well as tax related filings. All liabilities to the organization will be forwarded to the Treasurer for payment. The Treasurer is responsible for obtaining board approval for payments as necessary. The Treasurer will provide a basic accounting for the financial standing of the organization at each board meeting.

2.6. **Meetings**

The Board of Directors shall meet a minimum of once per calendar quarter, but may schedule meetings in addition as often as necessary.

2.6.1. **Location**

The Board of Directors shall choose any suitable location for meetings. Meetings may be held in person or via teleconference.

2.6.2. **Quorum**

The Board of Directors shall 2/3rds presence physically or by proxy in order to establish a quorum.

2.6.3. **Vote**

All items brought before the Board of Directors require a simple majority unless otherwise stated in the Articles of Incorporation or Bylaws.

2.6.3.1. **Tiebreaker**

In the case that the board reaches a tie vote, the President, or highest presiding officer will be the tie breaking vote.

2.6.4. **Proxy**

Any member of the Board of Directors may proxy their vote, in their absence, to another member of the Board of Directors. A proxy's presence as a meeting constitutes attendance of each proxied director for the establishment of a quorum.

2.7. **Advisory Board**

The Board of Directors may establish an advisory board consisting of members of the organization and outside parties with knowledge beneficial for advice to the board.

2.7.1. **Selection**

Advisory board members are selected by a majority vote by the Board of Directors, and may be appointed at any time.

2.7.2. **Removal**

Advisory Board members may be removed by a majority vote by the Board of Directors

2.7.3. **Term**

The advisory board members may be on the advisory board for unlimited

terms, however each term expires at the beginning of the Annual Membership Meeting. The Board of Directors shall have the ability to re-appoint members to the advisory board each year.

**2.7.4. Chairman**

The Advisory Board will be chaired by the shortest tenured At-Large Director on the Board. The Chairman's responsibility is to organize and coordinate regular meetings with the Advisory Board.

**3. Annual Membership Meeting**

An annual membership meeting will be held on the second Saturday of June each year at a location determined by the Board of Directors.

**3.1. Rescheduling**

If necessary the Board of Directors may reschedule this meeting to a time of its choosing within 60 days before or after the statutory meeting date.

**4. USCA Membership Provisions**

In accordance with USCA membership requirements the following two clauses are to be adhered to.

4.1. Curl Troy will select/admit its Individual Curlers without regard to race, color, religion, age, sex, sexual orientation or national origin.

4.2. Curl Troy will not endanger the tax exempt status of the USCA under the Internal Revenue Code.

**5. Representative to Great Lakes Curling Association**

In accordance with our membership in the United States Curling Association and Great Lakes Curling Association Curl Troy will appoint the requisite numbers of representatives to sit on the GLCA board.

**5.1. Number of Representatives**

The number of representatives to the GLCA Board of Directors is determined by GLCA by-laws. Curl Troy Representatives to GLCA are responsible for notifying the Board of Directors immediately if there is a change to our organizations representation to GLCA.

**5.2. Selection of Representatives**

Representatives to GLCA are elected by the membership to serve a 1 year term, with no limits to the number of terms that they may serve. Elections will be held at the annual membership meeting.

**5.3. Qualifications**

Representatives to GLCA must be considered a full member of Curl Troy and listed on the current years roster submitted to USCA and GLCA.

Representatives to GLCA must meet these requirements during their entire term, and are required to notify the Board of Directors immediately upon any action or decision that will make them ineligible to hold this position.

**5.4. Roles of Representatives**

Responsibilities to GLCA are expected to attend semi-annual meetings of the GLCA Board of Directors, act as a liaison between Curl Troy and GLCA as well

as GLCA Member Clubs, generate a list and help organize our participation in bonspiels and events held within GLCA

**5.5. Position on Advisory Board**

Any representative of Curl Troy to Great Lakes Curling Association not a member of the Board of Directors has an automatic seat on the Advisory Board defined in this document.

**5.6. Removal/Replacement**

The Board of Directors, with a super majority vote, may remove representatives from their position. In the event a representative to GLCA vacates their position the Board of Directors may appoint a representative of their choosing who meets the qualifications listed in this document.