

**CIRCLE CITY CURLING CLUB, INC.  
AN INDIANA NONPROFIT CORPORATION BYLAWS  
(AS AMENDED AUGUST 17, 2023)**

**ARTICLE I**

***Name***

1.1 The name of this corporation is Circle City Curling Club. Inc.

**ARTICLE II**

***Purposes***

2.1 The purpose and mission of the corporation is to promote local, regional, national, and international competition in the sport of curling and to own and/or provide grounds, buildings, equipment, and facilities for this use, to promote social activity for honorary members, and to educate the community about the sport of curling as set forth in the Articles of Incorporation.

2.2 In pursuing such purposes, the corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE III**

***Offices***

3.1 *Principal Office.* The principal office of the corporation shall be 1735 W. 53rd St., Unit 3A, Anderson, IN 46013 or at such other location as the Directors may from time to time determine.

3.2 *Other Offices.* The corporation may also have offices at such other places as the Directors may select.

**ARTICLE IV**

***Members***

4.1 *Membership Corporation.* The corporation shall have no members. The Directors shall have all powers and duties for the conduct of the activities of the corporation.

4.2 *Honorary Membership.* The corporation may grant the status of Honorary Member to adult individuals as set forth below. Additional classes of Honorary Membership may be created as the Directors see fit, but such persons shall not have the rights of members under the Indiana Nonprofit Incorporation Act of 1991, as amended.

4.3 *Applications/or Honorary Membership.* All Applications for membership shall include the appropriate membership fee and be in writing. Membership may be denied or revoked by a vote of the Board of Directors. The corporation will not restrict Honorary Membership based upon race, sex, national origin, sexual orientation, or other federally restricted classes.

4.4 *Dues.* All members' dues and fees shall be paid according to a table of amounts and due dates as established by the Board of Directors from time to time.

4.5 *Number of Honorary Members.* Board of Directors shall determine the limit on the number of members of the corporation in each classification.

4.6 *Termination of Honorary Membership Rights.* Every right and all interests of each Honorary Member to the property and privileges of the corporation shall cease upon termination of their membership or death.

4.7 *Resignation of Honorary Membership.* Resignation shall be in writing to the corporation and may be accepted by the Board of Directors provided the member resigning has discharged all their 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.

4.8 *Expel from Honorary Membership.* In case a member shall be guilty of any violation of these bylaws or rules or any code of conduct established by the Board of Directors, or in case their conduct may endanger, or tend to endanger the welfare, interest or character of the corporation, the Board of Directors, at a regular or special meeting, may censor or suspend, or by a 2/3 majority vote of the Directors, may expel the offending member; but before each member shall be expelled, twenty (20) days' notice in writing shall be given to the member, who shall be furnished with a copy of the charges and shall be given time to be heard by a committee of or the full Board of Directors.

## **ARTICLE V**

### ***Directors***

5.1 *Number, Election, Term.* The Board of Directors shall consist of nine (9) duly elected Directors; all of whom must be Honorary Members. The Board of Directors shall have charge and supervision of any cash, buildings, equipment or other property and affairs of the corporation. The Board of Directors may adopt such rules for playing games and the use of the corporation's facilities and property as shall be deemed advisable, but not in conflict with curling rules of the Great Lakes Curling Association, the United States Curling Association, or the World Curling Federation when applicable.

The election of Directors shall be held at or before the Annual Meeting each year. The Board of Directors shall determine the means by which the elections shall be held, including the option of electronic ballot. Should the number of nominees be less than or equal to the number of positions up for election at the close of the nomination period, then those nominees shall be considered acclaimed by unanimous consent and no vote is required. In case of the number of nominees being less than the number of positions up for election at the close of the nomination period The Board may, at the first or subsequent meeting after June 30<sup>th</sup>, choose a person or persons who shall hold office for the term of such position.

Directors shall consist of the nine (9) elected Directors holding office for a term of three years. Terms will be staggered so that three (3) Director positions will expire each year. Each elected Director shall hold office until June 30<sup>th</sup> of the year in which their term expires.

5.2 *Consecutive Terms.* Directors may be elected for consecutive terms.

5.3 *Representative to Great Lakes Curling Association.* The Board of Directors may appoint representative(s) to the Great Lakes Curling Association of America.

5.4 *Powers.* The Directors shall have all powers and authority necessary for the management of the business of the corporation, including the power to borrow money, or to purchase, sell, lease or otherwise dispose of any assets or real estate.

5.5 *Quorum.* Five Ninths (5/9) of the current Directors present at any duly convened, annual, regular, or special meeting shall constitute a quorum of the Board of Directors.

5.6 *Vote.* Each Director shall be entitled to one (1) vote in person. An affirmative vote of a majority of the Directors present at any duly convened, annual, regular, or special meeting, at which a quorum is present, shall constitute Board action, unless a greater number is required by the Act or these By-laws.

5.7 *Annual Meeting.* The annual meeting of the Directors shall be held each year, or upon five (5) days' notice to each Director at such other time and place as the Directors shall determine. Other regular meetings of the Directors may be held as determined by the Directors.

5.8 *Special Meetings.* Special meetings of the Directors may be called by the President or by any two (2) Directors at any time. It shall be the duty of the Secretary, upon receipt of a request for such a special meeting, to send at least five (5) days' written notice (which may be by email), stating the time, place, and purpose of any special meeting to the members of the Board. If the Secretary fails or refuses to send such notice, the person(s) calling for the special meeting may notify the other Directors of the time or place of the special meeting.

5.9 *Location.* The location of annual or special meetings shall be held within 30 miles of the Principal Office location as defined in section 3.1. Directors may attend the meetings in person, virtually, or via other communications by which all persons participating in the meeting can hear each other.

5.10 *Removal.* Any Director may be removed from office, without the assignment of any cause, by an affirmative vote of a majority of the Directors in office at any annual, regular or special meeting, provided that written notice of the intention to consider removal of a Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

## **ARTICLE VI**

### ***Officers***

6.1 *Positions, Election, Term.* The Officers of the corporation shall include a President, Vice-President, Secretary, and Treasurer and such other Officers whose positions shall be created from time to time by the Directors. A person may hold more than one office except that the same person may not be President and Secretary. Officers must be an elected member of the Board of Directors. The Officers shall be elected by the Board of Directors annually for a term running from July 1<sup>st</sup> of the current year through June 30<sup>th</sup> of the following year, by those Directors holding office during that period, and no later than at the first meeting held after June 30<sup>th</sup> each year. Officers shall serve until the next annual election of Officers.

6.2 *Consecutive Terms.* Officers may be elected for consecutive terms.

6.3 *Duties.* The duties of the Officers shall include the following:

(a) The President shall preside at all meetings of the Directors; shall have general and active management of the business of the corporation; shall see that all orders and resolutions of the Board are carried into effect; and shall execute bonds, leases, mortgages, and other contracts requiring a seal, under the seal of the corporation, and when authorized by the Board, affix the seal to any instrument requiring the same. The seal when so affixed shall be attested by the signature of the Secretary or the Treasurer.

(b) The Vice-President shall be vested with all the powers and required to perform all the duties of the President in the absence of the President.

(c) The Secretary shall keep or cause to be kept full minutes of all meetings of the Directors, shall attend all sessions of the Board, shall act as clerk thereof, and shall record all votes and the minutes of all proceedings. The Secretary shall give or cause to be given notice of all meetings to the Directors as appropriate and shall perform such other duties as may be prescribed by the Directors or the President.

(d) The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements; shall collect all funds due the corporation and disburse funds as required to meet the obligations of the corporation; shall render to the President and Directors as requested by them but not less than once a year, regular accountings of all transactions and of the financial condition of the corporation.

## **ARTICLE VII**

### ***Vacancies***

7.1 If the office of any Director becomes vacant, by reason of death, resignation, disqualification or by an increase in the number of Directors or otherwise, the remaining Directors may choose a person or persons who shall hold office for the remaining term. The Directors may choose not to fill the vacant position until the next election, however, in no case shall the number of active Directors be fewer than Seven (7).

7.2 If the office of any Officer becomes vacant, by reason of death, resignation, disqualification or by an increase in the number of Officers or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term.

## **ARTICLE VIII**

### ***Resignation***

8.1 Any Director or officer may resign from office at any time, such resignation to be made in writing, and to take effect from the time of its receipt by the corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.

## **ARTICLE IX**

### ***Order of Business***

9.1 All proceedings shall be conducted under and pursuant to Roberts Revised Rules of Order. Should there be any conflict in policies or procedures between these Bylaws and the Roberts Revised Rules of Order, these Bylaws shall take precedent.

## **ARTICLE X**

### ***Fiscal Year***

10.1 The fiscal year of the corporation shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup>.

## **ARTICLE XI**

### ***Finances***

11.1 The Board of Directors shall authorize and approve via majority vote all budgets that include expenditures exceeding One Thousand Dollars (\$1,000.00).

11.2 The Board of Directors may authorize individuals to make expenditures as necessary, within those approved budgets, to conduct the business of the club in an orderly manner.

11.3 That Board of Directors, at its discretion, may require bonding of all persons having control of corporation funds. Expenses related to such bonding will be paid by the Corporation.

## **ARTICLE XII**

### ***Notices***

12.1 Notice may be given either personally, or by sending a copy thereof by postage prepaid first-class mail, or by electronic means such as email, to the address supplied to the corporation for the purpose of notice. If the notice is sent by mail or electronically, it shall be deemed to have been given when deposited in the mail or when transmitted electronically. Such notice shall specify the place, day, and hour of the meeting and in the case of a special meeting or where otherwise required, the general nature of the business to be transacted. Any required notice may be waived by the written consent of the person entitled to such notice, and attendance of a person at any meeting in person or by proxy shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

## **ARTICLE XIII**

### ***Amendment***

13.1 The Bylaws of the corporation may be amended by an affirmative vote of a majority of the Directors in office at any annual, regular or special meeting duly convened after notice of such purpose.

## **ARTICLE XIV**

### ***Liability and Indemnification of Officers and Directors***

14.1 *General Rule.* A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless

(1) the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in IC 23-1-35 (Standards of Conduct for Directors), or

(2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

*Provided however,* the foregoing provision shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute or (2) the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

14.2 *Indemnification.* The corporation shall indemnify any officer or Director or employee or other representative of the corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the corporation) by

reason of the fact that such person is or was a representative of the corporation, against all expenses (including attorney fees), judgments, fines and amounts paid in settlement as to actions taken, or omitted to be taken, in such person's official capacity as officer or Director and as to actions taken, or omitted to be taken, in another capacity while holding such official capacity, or in such person's capacity as employee or representative provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

14.3 *Advancement of Expenses.* Expenses incurred by a person entitled to indemnification pursuant to this Article in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation.

14.4 *Continuing Right to Indemnification.* The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

14.5 *Other Rights.* This Article shall not be exclusive of any other right which the corporation may have to indemnify any person as a matter of law.

## **ARTICLE XV**

### ***Committees***

15.1 *Establishment.* The Directors may establish such committees with such powers as they deem desirable for the operation of the corporation. Such committees shall report monthly to the Board of Directors.

15.2 *Appointment of Committee Members.* Unless otherwise determined by the Board, the committee members shall appoint a Chair person to represent the committee before the Board of Directors.

## **ARTICLE XVI**

### ***Construction of Bylaws***

16.1 *Interpretation.* The interpretation of these Bylaws and all that is authorized by them shall rest with the Board of Directors.

## **ARTICLE XVII**

### ***Dissolution***

17.1 *Dissolution.* Upon the dissolution of the corporation, 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 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 purpose.

**APPENDIX 1: REVISION HISTORY**

Date of Board Approval	Revision Entry	Summary of Revision
2008	None	Original version created
29-May-12	Doug Pearson	<p>Article V, Section 5.1, paragraph 4: amended to clarify Board of Director positions and their duration. Article VI, Section 6.1: last sentence replaced and updated to clarify officer positions open for annual election.</p> <p>Article VI, Section 6.3(b): clause added to allow election of President to a second term.</p>
20-Dec-16	Ernie Forney	Article VI, Section 6.1: Changed the term of President, Vice-President, and Past President to two- years starting and ending on even-numbered years.
05-May-22	Jim Puckering/ Keith Hammer	<p>Complete Revision to improve formatting and to update:</p> <ol style="list-style-type: none"> <li>1. Article II for clarity of purpose.</li> <li>2. Article III to update address.</li> <li>3. Article V, Section 5.1: to reduce the number of directors from 11 to 9, to revise the manner of election and the classes of directors and to remove the reference to ex-officio directors. Add a new Section 5.2 clarifying that directors may serve consecutive terms. Renumbering of subsequent sections. Former section 5.4, now Section 5.5, redefinition of Quorum to be five ninths of the directors present.</li> <li>4. Article VI, Section 6.1: to eliminate the position of Past President and to revise how the Officers are elected. Section 6.3 (b) to remove the succession of Vice-President to President. Section 6.3 (c) to remove the duties of the Past-President.</li> <li>5. Article VII, Section 7.1: reordering of wording for clarity</li> </ol>

		<ol style="list-style-type: none"> <li>6. Article IX, correction of numbering.</li> <li>7. Article XI, Section 11.1: to update the amount of spending requiring Board approval to \$1,000. New Section 11.2: to authorize the delegation of spending within specified limits to named individuals. Renumbering of old Section 11.2 to Section 11.3.</li> <li>8. Article XII, Section 12.1: to revise how notices may be sent to include electronic means.</li> <li>9. Article XV, Section 15.1: to add monthly reporting requirements for committees. Section 15.2 to revise how committees are organized.</li> </ol>
17-Aug-23	Jim Puckering	<ol style="list-style-type: none"> <li>1. Article IV, Section 4.8: to include reference to a code of conduct</li> <li>2. Article V, Section 5.1: to clarify the process by which Directors may be elected in the event that the number of nominees is less than or equal to the number of vacant positions</li> <li>3. Article IX, Section 9.1: to establish the precedence of the Bylaws with respect to the Order of Business</li> </ol>