

CAPE COD CURLING CLUB, INC. BYLAWS

April 9, 2003

ARTICLE I

NAME AND LOCATION

Section 1:

The Corporation shall be known as the Cape Cod Curling Club, Inc. The headquarters of the corporation shall be located in Falmouth, Massachusetts.

ARTICLE II

OBJECTIVES AND PURPOSES

Section 1:

- 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; to develop Youth programs, Junior programs and Adult programs that lead to national and international competition. To coordinate matches with school physical education programs and develop inter-scholastic competition. To teach the sport to other youth organizations as well as to interested adult groups by creating public awareness and appreciation of the sport.
- C. To encourage friendly relations and mutual understanding with members of curling clubs in the United States and the World.
- D. To encourage friendly relations with participants of other sports activities.
- E. To cooperate for the common good; and in times of emergency, serve the community, the State, and the World.
- F. To insure the sound management of the buildings and properties owned or leased by the Cape Cod Curling Club, Inc.

Section 2:

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(C) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law); and provided further that no part of the said corporation shall inure to the benefit of

or be distributed to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes herein set forth; and provided further that the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(C)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Revenue Law) or by a corporation, contributions to which are deductible under Section 170(C) (2) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law).

ARTICLE III

SEAL

Section 1:

This corporation shall have a seal bearing the name of the corporation and such other device or inscription as the Board of Directors may determine. The Board of Directors may change the form of the seal at any time.

ARTICLE IV

MEMBERSHIP

Section 1: Eligibility -

Any individual interested in the objectives and purposes of the Cape Cod Curling 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.

ARTICLE V

BOARD OF DIRECTORS

Section 1: Composition -

The Board of Directors shall consist of fourteen (14) persons who shall be the five (5) Officers of the Corporation and nine (9) additional directors. In addition, for a term of one year after the election of a new President, the Immediate Past President shall serve as an ex-officio member of the Board. All Directors must be members in good standing of the Cape Cod Curling Club.

Section 2: Duties and Responsibilities:

- A. Complete authority for the management and control of all the affairs of the organization 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 Corporation; to make all such contracts and agreements in behalf of the Corporation as it may deem to be needful or convenient for the successful prosecution and conduct of the Corporation'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 Corporation, 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 pecuniarily for any purpose or to any amount.
- E. The Board of Directors shall establish and review annually a set of Operating Procedures and Policies which can be changed only by a two-thirds (2/3) vote of the Board of Directors. The operating procedures and policies shall be printed and available upon request.

Section 3: Election of Directors:

Number – there shall be nine (9) Directors. Three (3) shall be elected (chosen) at each Annual Meeting by a majority of the voting members present or represented.

Section 4: Term:

All Directors, who shall serve for a term of three (3) years, are not eligible for re-election until one full year after expiration of their current term.

Section 5 Vacancies:

Vacancies in the Board of Directors shall be filled by a majority vote of the remaining Directors and for the unexpired portion of the term of office from a slate submitted by the Nominating Committee.

Section 6: Meetings

A. Number - The Board of Directors shall hold meetings at least every other month. Additional special meetings may be called by the President, Treasurer or two or more Directors.

B. Notice of Meetings:

1. Regular Meetings - notice shall be sent to each Board Member not less than one (1) week prior to the date of the meeting.

1. Special Meetings - may be called on forty-eight (48) hours' notice.

C. Quorum - at all meetings of the Board of Directors no vote, ballot, act or resolution shall be valid or effective unless a quorum of eight (8), which is a majority, is present and by an affirmative assent of at least a majority of the Directors present and voting.

ARTICLE VI

OFFICERS

Section 1:

The officers of the corporation shall consist of a President, Vice President, Treasurer, Assistant Treasurer and Clerk elected at the Annual Meeting of the corporation. All officers shall be elected for a term of two (2) years. No officer shall serve for more than three (3) consecutive terms.

Section 2: President -

The President shall be ex officio Chairman of the Board of Directors and of the Executive Committee and preside at all meetings of the organization. He shall appoint the chairmen of all committees unless otherwise provided, and be an ex officio member of all committees. He shall have and exercise general charge and supervision of the affairs of the organization.

Section 3: Vice President -

The Vice President shall assist the President as requested and, in the absence or incapacity of the President, shall perform his duties as "Acting President".

Section 4: Clerk -

The Clerk shall be Secretary of the Corporation, Board of Directors and Executive Committee and, as such, shall keep an accurate record of all proceedings of the meetings of the Corporation, Board of Directors and Executive Committee.

The Clerk shall be responsible for issuing the call for all meetings of the above, keeping files and handling all correspondence relative to actions resulting from these meetings.

In the absence or incapacity of the Clerk, the President shall select from the active membership an Assistant Clerk who shall temporarily assume the Clerk's duties.

Section 5: Treasurer -

The Treasurer shall be responsible for the custody of all corporation funds and shall sign all checks of an amount as set from time to time by the Board of Directors after vouchers have been presented, approved by the President or Secretary. Approval of vouchers for payment up to a threshold amount as set by the Board of Directors must be given by the Executive Committee except for payment of routine charges such as utility bills and mortgage payments which may exceed the threshold amount. He shall see that accurate books are kept. He shall make a financial report to the membership at its Annual Meeting. In the absence or incapacity of the Treasurer, the Assistant Treasurer and/or the President shall sign all checks.

The Treasurer shall be a member of the Board of Directors and Executive Committee. The Treasurer shall collect all dues and make a financial report at its regular meetings.

An annual report shall be mailed to the membership no later than June 30 following the fiscal year end.

Section 6: Assistant Treasurer -

The duties of the Assistant Treasurer shall be those assigned to him by the Treasurer and/or the Board of Directors and, in the absence or incapacity of the Treasurer, he shall assume all his duties.

Section 7: Removal of Officers -

Any officer of the corporation 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

EXECUTIVE COMMITTEE

Section 1: Composition -

The officers of the corporation and three members of the Board of Directors shall comprise the Executive Committee. The President shall be the Chairman. The three Directors shall be selected by the Board of Directors at their first meeting following the Annual Meeting.

Section 2: Duties and Responsibilities -

The Executive Committee shall have and may exercise, during intervals between the Board of Directors' meetings, all the powers of the Board of Directors in the management of the affairs of the corporation provided, however, that the Executive Committee shall have no power to amend the Bylaws or the Certificate of Incorporation of the Cape Cod Curling Club, Inc., to obligate the corporation to leaseholds, or to recommend or arrange the dissolution of the corporation.

Section 3: Meetings -

Meetings may be called at any time by the Chairman, Vice Chairman or any two Executive Committee members.

Section 4: Quorum -

A majority of the Executive Committee shall constitute a quorum at any regular or special meetings. A majority vote of those present or voting shall be required for affirmative action.

ARTICLE VIII

OPERATING COMMITTEES

Section 1: Committees -

The Board of Directors shall establish Committees as required to conduct the affairs of the Club. The regulations and operating procedures of each Committee shall be determined by the Board. Each Committee shall report to the Board at regular intervals or whenever requested and shall report on their stewardship at the annual meeting.

Section 2: Composition –

All Committees shall be comprised of a Chairman selected by the President and additional members selected by the Committee Chairman.

ARTICLE IX

NOMINATING COMMITTEE

Section 1: Appointment -

Immediately following his election at the Annual Meeting the President of the Cape Cod Curling Club, Inc. shall appoint a Nominating Committee composed of three members in good standing of the Cape Cod Curling Club to function as necessary for the coming year.

Section 2: Duties:

The Nominating Committee shall meet as often as necessary and shall nominate from the members in good standing of the Cape Cod Curling Club all necessary officers and directors of the Cape Cod Curling Club.

Section 3: Notice:

A list of names proposed by the Nominating Committee for election as officers and directors of the Cape Cod Curling Club, Inc. shall be posted in a conspicuous place in the club room at least two weeks prior to the Annual Meeting and mailed to the members with notice of the Annual Meeting at least two weeks prior to the Annual Meeting.

ARTICLE X

FINANCIAL MATTERS

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 Cape Cod Curling Club, Inc. 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 Corporation, except in cases involving willful misconduct.

ARTICLE XI

ANNUAL MEETING

Section 1: Notice, Time and Location -

The Annual Meeting of the corporation shall be held no later than the close of the fiscal year at the place stated in the call or such place and time as the officers may decide, provided that at least two weeks written notice has been sent to all members in good standing.

Section 2: Purpose

- A .To receive reports on the stewardship of all officers and standing committees;
- 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 meeting.

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 XII

RESIGNATION, LEAVE OF ABSENCE AND FORFEITURE OF MEMBERSHIPS

Section 1: Resignations -

A member may resign at any time, but such resignation does not relieve a member from payment of dues.

Section 2: 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 3: 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 which the Board of Directors deems inconsistent with the best interests of the Corporation shall constitute grounds for termination of membership by a vote of the Board of Directors. The Board of Directors may at any time, upon due cause, request, in writing, the forfeiture of membership. The aggrieved party may request a hearing with the Board of Directors.

ARTICLE XIII

AMENDMENTS

Proposed amendments to the Bylaws shall first be submitted to the Board of Directors by a Bylaws Committee (three (3) members selected by the President) or a proposal signed by not less than five (5) members. 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 XIV

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 corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation 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. Any of such assets not so disposed of shall be disposed of by the Probate Court of the County of Barnstable with the consent of the Attorney General of the Commonwealth of Massachusetts, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.