

COASTAL CAROLINA CURLING CLUB
BYLAWS

(Adopted May 5, 2012; Amended February 1, 2014)

ARTICLE I
Name

Section 1.0 The name of this corporation shall be the **COASTAL CAROLINA CURLING CLUB**, hereinafter referred to as “**CCCC**”.

ARTICLE II
Purpose

Section 2.0 The exclusive purpose of the Corporation shall be to foster local, regional, national and international competition in the sport of curling, to conduct local, regional, national and international amateur competitions in the sport of curling, and to engage, support, teach, and develop amateur athletes for competitions in the sport of curling.

Section 2.1 The mission of the Corporation shall be to increase public awareness and appreciation for the sport of curling, to increase public participation in the sport of curling, and to own and/or provide facilities and equipment for use in furthering the purpose and mission of the Corporation.

Section 2.2 The Corporation shall be affiliated with the United States Curling Association, the Grand National Curling Club, and other regionally or nationally recognized organizations as determined to be appropriate by the Board of Directors, and, so as not to be in conflict with the requirements of these Bylaws.

Section 2.3 In pursuing the purpose and mission, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III
Location

Section 3.0 The principal office of this corporation may change from one location to another in the Wilmington area in the State of North Carolina. The current primary address of the principal office is **7201 Ogden Business Lane, Wilmington, NC 28411**. Any change in the address shall be made by amendment to this section.

Section 3.1 The Corporation may also have additional offices at such other places as the Board of Directors may deem necessary.

ARTICLE IV

Membership

- Section 4.0** The Corporation shall have no members. The Board of Directors shall possess all powers and duties for the conduct of the activities of the Corporation.
- Section 4.1** The Corporation may grant the status of Honorary Member to individuals as set forth below. Classes of Honorary Membership may be created as determined to be appropriate by the Board of Directors. In all cases, Honorary Members, regardless of classification, shall **not** possess the rights of members as set forth in the North Carolina Nonprofit Corporation Act Chapter 55A of the North Carolina General Statutes.
- Section 4.2** Honorary Membership in the Corporation shall be open to all who wish to participate in, teach, or watch the sport of curling. The Board of Directors shall determine the maximum number of Honorary Members of the Corporation. Honorary Membership eligibility shall be unrelated to race, color, religion, national origin, sex, marital status, physical disability or age, under the Federal Equal Opportunity Act.
- Section 4.3** Applications for Honorary Membership shall be in writing of a form acceptable to the Corporation and shall be accompanied by the appropriate fee. Honorary Membership is non-transferrable. Honorary membership fees are non-refundable.
- Section 4.4** Honorary Membership fees shall be paid according to a table of amounts and due dates as established by the Board of Directors on an annual basis. An “Honorary Member in good standing” shall not be more than thirty (30) days in arrears in financial obligations to the Corporation, unless those obligations are waived by the Board of Directors.
- Section 4.5** The presence of one-third (1/3) of the current Honorary Membership at the Annual Meeting or by proxy shall constitute a quorum of the Honorary Membership.
- Section 4.6** Honorary Membership resignation shall be initiated by any Honorary Member in good standing with submission of a written resignation letter to the Board of Directors. Honorary Members may be considered as having submitted a written resignation letter if fees have not been paid by due dates or deadlines established by the Board of Directors.
- Section 4.7** Termination of Honorary Membership rights and interests in the property and privileges of the Corporation shall commence immediately upon termination of Honorary Membership or death.
- Section 4.8** Should an Honorary Member be found guilty of any violation of these Bylaws or rules, or should a member’s conduct tend to/or endanger, the welfare, interest, or character of the Corporation, twenty (20) days written notice shall be given to the offending individual, with details of reasons for the Board of Director's desire to

censure, suspend, or terminate the individual, during which time the offending individual shall be afforded the opportunity to be heard by a committee of, or the full, Board of Directors. No formal hearing format will be used. The Board of Directors may censure, suspend, or terminate the individual's Honorary Membership by two thirds (2/3) majority vote at any subsequent Annual, regular or special meeting.

ARTICLE V

Board of Directors and Officers

Section 5.0 Board of Directors

- 5.0.1** The Board of Directors shall consist of eight (8) duly elected Honorary Members in good standing, not including the immediate past President, who shall also be considered a voting member of the Board of Directors. The Directors shall be elected at the Annual Meeting, at which time the Honorary Membership shall choose by ballot four (4) Directors who shall serve a term of two (2) years.
- 5.0.2** The Board of Directors shall be responsible for, and possess authority to conduct, on behalf of the Honorary Membership and the Corporation, all aspects of the Corporation's operations except as limited by these Bylaws. The Board of Directors shall elect the Executive Officers from among the duly elected Board of Directors.
- 5.0.3** Two thirds (2/3) of the current Board of Directors present in person at any duly convened annual, regular, or special meeting shall constitute a quorum of the Board.
- 5.0.4** Each Director shall be entitled to one (1) vote in person on any meeting item requiring Board action. An affirmative vote of a two thirds (2/3) majority of the quorum present shall constitute Board action, unless a greater number of affirmative votes is required by the Act or these Bylaws.
- 5.0.5** The Board of Directors shall appoint a representative, who shall be an Honorary Member in good standing, to the United States Curling Association, the Grand National Curling Club, and other organizations as the need arises.
- 5.0.6** Any Director may be removed from his/her position by an affirmative vote of a two thirds (2/3) majority of the quorum present at any Annual, regular, or special meeting, provided that written notice of the intention to consider removal of the Director has been included in the meeting notice. Twenty (20) days written notice shall be given to the offending Director, with details of reasons for the removal from his/her position, during which time the offending Director shall be afforded the opportunity to be heard by the full Board of Directors. No formal hearing format will be used.
- 5.0.7** Any Director may resign from his/her position, without specific assignment of any cause. Resignation shall be by written notice to the Board of Directors and

shall be effective immediately unless otherwise stated within the written notice of resignation.

- 5.0.8** Any vacancy on the Board of Directors shall be filled for the remainder of the unexpired term by an affirmative vote of a two thirds (2/3) majority of the quorum present at any Annual, regular or special meeting of the Board of Directors where candidates, consisting of Honorary Members in good standing, for the vacancy have been nominated or otherwise identified by the Directors or the Honorary Membership.

Section 5.1 Officers

- 5.1.1** The Officers of the Corporation shall include Executive Officers and other Officers whose position shall be created from time to time by the Directors as the need arises. All Officers shall be on the current Board of Directors and shall be Honorary Members in good standing. All Officers shall have the authority to call special meetings for the good of the Corporation.
- 5.1.2** The Executive Officers of the Corporation shall include the President, Vice President, Secretary, and Treasurer. Executive Officers shall be elected from among the Board of Directors by the Board of Directors during the Annual Meeting. In case of failure to elect Executive Officers at that time, such election shall take place during a special meeting of the Board of Directors within thirty (30) days immediately following the Annual Meeting. The Executive Officers shall serve a one (1) year term.
- 5.1.3** An Officer may hold more than one office, up to a maximum of two (2) offices, except that the same person shall not be President and Secretary concurrently.
- 5.1.4** The President shall be the principal officer of the Corporation and shall preside at all Annual, regular, and special meetings. With the assistance of the Vice President and other Executive Officers, the President shall supervise all of the business and affairs of the Corporation. The President shall have the authority to appoint such individuals and committees from among the Honorary Membership as may be necessary for the operation of the Corporation. The President shall have the authority to sign, execute, and acknowledge, on behalf of the Corporation, all contracts, leases, reports and other documents or instruments necessary to the Corporation's business affairs, including that which may be initially or further authorized by the Board of Directors.
- 5.1.5** The Vice President shall be vested with all the powers of the President for the sole purpose of performing the duties of the President in the President's absence.
- 5.1.6** The Secretary shall keep and maintain accurate minutes of all annual, regular, and special meetings and distribute said minutes to the Board and/or Honorary Membership as appropriate. The Secretary shall keep and maintain the Honorary Membership roster, and shall issue all official correspondence to the Honorary Membership. The Secretary shall be vested with all the powers of the President

for the sole purpose of performing the duties of the President in the absence of both the President and the Vice President.

5.1.7 The Treasurer shall keep and maintain the official financial records of the Corporation including accurate accounts of receipts and disbursements. The Treasurer shall collect all fees and payments that are due to the Corporation and shall disburse funds as required to meet the obligations of the Corporation. The Treasurer shall report the financial condition of the Corporation at the Annual Meeting, and at regular and special meetings as deemed necessary by the President or Board of Directors. The Treasurer shall be vested with all the powers of the President for the sole purpose of performing the duties of the President in the absence of the President, the Vice President, and the Secretary.

5.1.8 The vacancy of the office of the President shall immediately be filled by the Vice President who shall assume the duties of the President for the remainder of the unexpired term. Any vacancy of any other Executive Office shall be filled by election from among the Board of Directors by the Board of Directors upon filling the vacancy in the Board of Directors created by the vacancy of the Executive Office.

ARTICLE VI Committees

Section 6.0 The Board of Directors may establish such committees with such powers as they deem appropriate for the operation of the Corporation. The Board of Directors may dissolve any committee as they deem appropriate and based upon the fact that the committee no longer serves a valid purpose in furthering the interests of the Corporation.

Section 6.1 Unless otherwise determined by the Board of Directors, the President shall appoint members of all committees where committee members have not already been identified and obligated by the committee chairperson.

Section 6.2 Each committee shall be supervised by a chairman who shall be an Honorary Member in good standing. The chairman of any committee shall serve a one (1) year term.

Section 6.3 At least one Director shall be a member of each committee and shall have the responsibility of reporting on the actions and activities of the committee to the Board of Directors. Executive Officers shall be limited to membership on one (1) committee at a time.

ARTICLE VII Meetings

Section 7.0 Meetings shall consist of the Annual Meeting of the Honorary Membership, regular meetings of the Board of Directors, and special meetings of the Board of

Directors. The Annual Meeting of the Honorary Membership shall be held in April of each year. Regular meetings of the Board of Directors shall be held on a regular recurring basis as determined by the Board of Directors. Special Meetings of the Board of Directors shall be held as deemed necessary by the President for specific circumstances requiring quick or immediate Board action.

Section 7.1 The Annual Meeting shall be convened for the purpose of informing the Honorary Membership of the annual general proceedings of the Corporation, including reports of the Officers and the committees, electing the Board of Directors, transacting business of the Corporation, promoting Honorary Membership in the Corporation, and promoting public participation in, and awareness of, the sport of curling to North Carolina residents.

Section 7.2 Notice of all meetings, in writing, shall be given by the Secretary at least two (2) weeks prior to the Annual Meeting of the Honorary Membership, and, regular meetings of the Board of Directors, and as soon as possible prior to special meetings of the Board of Directors. Written notice shall be deemed to have been provided by the Secretary for meetings which have already been formally scheduled by agreement of the Honorary Membership or the Board of Directors. Written notice of any meeting may be made by regular mail delivery or by acceptable electronic means including, but not limited to, email.

Section 7.3 Notice of all meetings shall include a brief meeting agenda and description of business, issues, or items to be transacted at the meeting. A proxy shall also be included in the Annual Meeting notice for Honorary Members who are unable to attend the meeting.

Section 7.4 For the Annual Meeting, voting by written ballot or by electronic proxy sent to the Secretary in advance of the meeting shall be permitted.

ARTICLE VIII Financial Provisions

Section 8.0 The fiscal year of the Corporation shall begin on January 1 and end on December 31.

Section 8.1 The Board of Directors shall authorize and approve all corporation expenditures that exceed \$400. Such authorization and approval shall be documented at any Annual, regular, or special meeting of the Board of Directors.

Section 8.2 The President and the Treasurer shall coordinate and be responsible for organizing and submitting any required Federal and/or State tax returns or other required filings on behalf of the Corporation. A qualified third party may be retained by the Corporation with a UNANIMOUS affirmative approval vote of the FULL Board of Directors to aid in fulfilling this requirement.

ARTICLE IX

Order of Business

Section 9.0 All proceedings shall be conducted under and pursuant to Roberts Revised Rules of Order.

ARTICLE X Amendment

Section 10.0 The Bylaws of the Corporation may be amended by a UNANIMOUS approval vote of the FULL Board of Directors at any Annual, regular or special meeting duly convened, notice of such meeting having been given, in writing, at least twenty (20) days before such meeting. The meeting notice shall include a complete description of the proposed amendment(s). The meeting notice shall include a proxy for the members of the Board of Directors who are unable to attend the meeting in person.

Section 10.1 The effective date of the approved amendment(s) shall be the date of the approval vote of the Board of Directors, unless provided otherwise by a provision in the amendment(s) or any legally binding Federal, State or local restriction or requirement.

ARTICLE XI Construction of Bylaws

Section 11.0 The interpretation of these Bylaws and all that is authorized by them shall rest with the Board of Directors.

Section 11.1 Except where provided otherwise in these Bylaws, the provisions set forth in the North Carolina Nonprofit Corporation Act, Chapter 55A of the North Carolina General Statutes shall apply to the Corporation and its business and legal affairs.

ARTICLE XII Prohibited Activities

Section 12.0 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Honorary Member, Director, Officer, or any other private person or entity 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 set forth in the these Bylaws. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in, including the publishing or distribution of

statements, any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, 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, or, by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XIII

Conflict of Interest

Section 13.0 Purpose

13.0.1 The purpose of the conflict of interest policy is to protect the interests of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or Officer of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable Federal and State laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 13.1 Definitions

13.1.1 Interested Person: Any Director, Officer, or Honorary Member of the corporation with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

13.1.2 Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. Ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement;
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
- d. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial; or
- e. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 13.2 Procedures.

13.2.1 Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and Honorary Members of committees with governing board delegated powers considering the proposed transaction or arrangement.

13.2.2 Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

13.2.3 Procedures for Addressing the Conflict of Interest:

- a. The Board of Directors or committee chairperson shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement involving the conflict of interest.
- b. After exercising due diligence, and upon recommendations of the appointed disinterested person or committee, the Board of Directors or committee shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Directors or committee whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

13.2.4 Violations of the Conflicts of Interest Policy

- a. If the Board of Directors or committee has reasonable cause to believe an Honorary Member has failed to disclose actual or possible conflicts of interest, it shall inform the Honorary Member of the basis for such belief and afford an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the Honorary Member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the Honorary Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

13.2.5 Records of Proceedings: The minutes of meetings of the Board of Directors and/or all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

13.2.6 Compensation

- a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

13.2.7 Annual Statements: Each Director, Officer and Honorary Member of a committee with Board of Directors delegated powers shall annually sign a statement, as presented in Appendix A, which affirms such person:

- a. Has received a copy of the conflict of interest policy
- b. Has read and understands the policy
- c. Has agreed to comply with the policy
- d. Understands the Corporation is a non-profit charitable organization, and, in order to maintain its Federal tax exempt status, must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE XIV Dissolution

Section 14.0 Upon the dissolution of the Corporation, net remaining assets of the Corporation, subsequent to the Corporation meeting all of its remaining financial obligations, shall be distributed to The Grand National Curling Club of America, Inc., an exempt organization under section 501(c)(3) of the Internal Revenue Code. However, if the named recipient is not then in existence or no longer a qualified distribute, or unwilling or unable to accept the distribution, then the net remaining assets of this Corporation shall be distributed to a nonprofit fund, foundation, association, or corporation organized and operating exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code and which has

established its tax-exempt status under that section or corresponding section of future tax code, and whose principal office and location of operation is in New Hanover County in the State of North Carolina. Otherwise, the net remaining assets of the Corporation shall firstly be distributed to the local government of New Hanover County for a public purpose; or, shall secondly be distributed to the State of North Carolina for a public purpose; or, shall thirdly be distributed to the United States Federal government for a public purpose. Subsequent to any distribution of net assets of the Corporation as described above, 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 public purpose.

APPENDIX A

COASTAL CAROLINA CURLING CLUB CONFLICT OF INTEREST POLICY ANNUAL STATEMENT OF BOARD AND/OR COMMITTEE MEMBER

Fiscal Year: January 1, _____ to December 31, _____.

I, _____, _____,
(printed name) (position/office, committee position)

affirm that I have received, read and understand the Coastal Carolina Curling Club Conflict of Interest Policy. I, further, agree to comply with this policy and understand that the Coastal Carolina Curling Club is a charitable organization and, in order to maintain its Federal tax exempt status, must engage primarily in activities which accomplish one or more of its tax exempt purposes.

signature

dated

place of signing (City, State)

This form will be retained by the Secretary as part of the Coastal Carolina Curling Club records for the subject fiscal year.