

Pine Tree Curling Club
A Maine Nonprofit Corporation
Bylaws

ARTICLE I - Name

1.1 The name of this corporation is Pine Tree Curling Club.

ARTICLE II - Purposes

1. The purposes of the corporation are to:

- a) Promote and foster the sport of curling on a local, regional, national, and international level;
 - b) Attract, support, and train athletes interested in recreational and/or competitive curling at the local, regional, national, and international level;
 - c) Provide programs designed to educate the community and to actively engage interested persons in the sport of curling, especially local youth;
 - d) Obtain, own, provide, and manage various grounds, buildings, equipment, and facilities necessary to support its other purposes; and to
 - e) Promote social activity for Honorary Members and their guests.
1. In pursuing such purposes, the corporation shall not act so as to impair its eligibility or the eligibility of the USCA for exemption under Section 501(c)(3) tax exempt status of the Internal Revenue Code of 1986, as amended.

ARTICLE III - Offices

1. *Principal Office.* The principal office of the corporation shall be 12 Settlers Road, Westbrook, ME 04092, or at such other location as the Directors may from time to time determine.
1. *Other Offices.* The corporation may also have offices at such other places as the Directors may select.

ARTICLE IV - Members

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.

1. *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” as granted under the Maine Nonprofit Corporation Act.
1. *Applications for Honorary Membership.* All applications for Honorary Membership shall include the appropriate membership fee and be in writing. The corporation will not restrict any current Honorary Membership class or Honorary Membership class established at a later date based upon race, religion, sex, national origin, sexual orientation, or other federally restricted classes.
1. *Dues.* All Honorary Membership 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.
1. *Number of Honorary Members.* Board of Directors shall determine the limit on the number of Honorary Members of the corporation in each classification.
1. *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.
1. *Resignation of Honorary Membership.* Resignation shall be in writing to the corporation and may be accepted by the Board of Directors provided the Honorary Member resigning has discharged all their dues and obligations. Honorary 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.
2. *Expel from Honorary Membership.* In case a Honorary Member shall be guilty of any violation of these bylaws or rules, 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 Honorary Member; but for any such expulsion twenty (20) days’ notice in writing shall be given to the Honorary Member with a copy of the charges and they shall be given time to be heard by a committee of or the full Board of Directors.

ARTICLE V - Directors

1. *Number, Election, Term.* The Board of Directors shall consist of three (3) to seven (7) duly elected Directors; all of whom must be Honorary Members. The Board of Directors shall have charge and supervision of any buildings, equipment or other property and affairs of the corporation, appoint the skips where necessary, and 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 United States Curling Association or the World Curling Federation when applicable.

The election of all Directors shall be conducted according to Robert Rules of Order. Nominations for Directors shall be made by the Board of Directors or by any Honorary Member wishing to do so.

The election of Directors shall be held at each Annual Meeting of the Honorary Members. In case of failure to elect any directors at that time, such election may be held at a special meeting, and that it be the duty of the Secretary to give at least ten (10) days' notice to each Honorary Member as to where and when such election shall take place. Honorary Members may vote by proxy.

The Directors shall be elected to terms of a one year minimum to the time of said director's resignation. The initial Board of Directors will consist of three Directors. The size of the Board of Directors shall increase from three to five coincident with the start of the first annual meeting, and from five to seven coincident with the start of the second annual meeting. Vacancies created by these increases shall be filled in accordance with Article VII. Directors may serve no more than two consecutive full terms.

Representatives. The Board of Directors shall also appoint a representative to the United States Curling Association of America as each need arises.

1. *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 real estate.
1. *Quorum.* Four Sevenths (4/7) of the current Directors must be present at any duly convened annual, regular, or special meeting after proper notice shall constitute a quorum of the Board.
1. *Vote.* Each Director shall be entitled to one (1) vote in person. An affirmative vote of a majority of the Directors present at any annual, regular, or special meeting duly convened after proper notice, at which a quorum is present, shall constitute Board action. Unless a greater number is required by the Act or these By-laws.
1. *Annual Meeting.* The annual meeting of the Honorary Membership shall be held each year following the end of the main season, upon twenty (20) days' notice to each Director and Honorary Member at such time and place as the Directors shall determine. The purpose of the meeting will be to present financial reports, elect Directors and inform and advise the Honorary Membership to the general affairs of the organization. A quorum shall consist of Honorary Members present. At least four additional regular meetings of the Directors shall be held each year.
1. *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 stating the time, place and purpose of any special meeting to the Board of Directors. If the Secretary

fails or refuses to send such notice, the person(s) calling for the special meeting may call the meeting at such time and place (within the Standard Metropolitan Statistical Area of the principal office of the corporation) selected by such person(s).

1. *Removal.* Any Director may be removed from office, without the assignment of any cause, by an affirmative vote of a two-thirds 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.
1. *Teleconference Meetings.* One or more Directors may participate in a meeting of the Board or any committee thereof by reason of a conference telephone or similar communications equipment by which all persons participating in a meeting can hear each other.

ARTICLE VI – Officers

1. *Positions, Election, Term.* Officers will be elected from qualified directors by the Board of Directors at the first board meeting following the annual meeting. The officers of the corporation shall include a President, Vice-President, Secretary, Treasurer, Membership Coordinator, 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. The officers shall serve for a term of one year and until their successors are elected and qualified.
1. *Consecutive Terms.* Officers may serve for a maximum of three consecutive one year terms in the same office, and for additional terms with approval of two-thirds majority of the active Directors.
1. *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, 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, and the seal when so affixed shall be attested by the signature of the Secretary or the Treasurer.
 - b) 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. The Secretary shall update amendments to the By-Laws within thirty days of any approved change or modification of the By-Laws: give

updated copies to the Board of Directors; and make available updated copies to every Honorary Member who requests one. The Secretary shall also perform the duties of the Membership Coordinator in the event that no such officer is named, as well as such other duties as may be prescribed by the Directors or the President.

- c) The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in a format that is acceptable as a Maine nonprofit corporation; shall collect and deposit 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.

- d) 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.

- e) The Membership Coordinator shall keep (or cause to be kept) and maintain accurate contact and informational records of all Honorary Members.

ARTICLE VII – Vacancies

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

- 1. If the office of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification, 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.

ARTICLE X - Fiscal Year

10.1 The fiscal year of the corporation shall begin on June 1st and end on May 31st.

ARTICLE XI – Finances

1. The Board of Directors shall authorize and approve via majority vote all expenditures exceeding \$500.

1. The Board of Directors, at its discretion, may require bonding of all persons having control of corporation funds.

ARTICLE XII - Notices

12.1 Official Written Notice may be given either personally or by sending a copy thereof by first class mail, postage prepaid, or by email to the address appearing on the books of the corporation or supplied to the corporation for the purpose of notice. If the notice is sent by mail it shall be deemed to have been given when deposited in the mail. 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 due to failure of notice.

ARTICLE XIII - Amendment

13.1 The Bylaws of the Corporation may be amended by a majority of the eligible Honorary Membership present at any annual, regular or special meeting duly convened, notice of such amendments having been given to all eligible voters, in writing, at least 20 days before such meeting. A quorum shall consist of Honorary Members present.

ARTICLE XIV - Liability and Indemnification of Officers and Directors

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 the Not-for-Profit Corporation Law (Standards of Conduct for Directors), or
 - (1) 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.

1. *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.
1. *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.
1. *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.
1. *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

1. *Establishment.* The Directors may establish such committees with such powers as they deem desirable for the operation of the corporation.
1. *Appointment of Committee Members.* Unless otherwise determined by the Board, the President shall appoint members of all committees which are created by the Board of Directors or these Bylaws.

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. The Directors may establish such committees with such powers as they deem desirable for the operation of the corporation.

ARTICLE XVII - Dissolution

17.1 *Dissolution.* On liquidation or dissolution of the corporation all properties, assets, and obligations shall be distributed, after all outstanding loans are repaid to the lenders in proportion to the remaining loan principal of each, relative to the assets available to repay them, and paid over to an organization or organizations dedicated to charitable purposes reasonably consistent with the purposes of the corporation, provided that such organization(s) continue(s) to be dedicated to tax-exempt purposes as specified in section 501(c)(3) of the Internal Revenue Code. Such organization(s) shall be determined by majority vote of the Honorary Membership of PTCC upon dissolution.