

BY-LAWS for the CAPITAL CURLING CLUB

ARTICLE I. POWERS AND CAPACITIES

SECTION 1. Powers. This Corporation shall have the power to do all and everything necessary, suitable and proper for the accomplishment of its principal purpose of promoting and developing the sport of curling, and operating a curling club in the Bismarck-Mandan area.

SECTION 2. Capacity. The Corporation shall have the same capacity to act as is possessed by natural persons in order to accomplish its purposes, providing such action is not contrary to law.

ARTICLE II. AUTHORITY

Without limiting or enlarging the above provisions, Capital Curling Club shall have such powers as are provided by the North Dakota Nonprofit Corporation Act.

ARTICLE III. OFFICE

The principal office of the Corporation shall be in the City of Bismarck, Burleigh County, North Dakota.

ARTICLE IV. MEMBERS, ANNUAL MEETING

SECTION 1. The members of the Corporation shall consist of those persons or organizations who have paid an annual membership fee as set by the Board of Directors. The Board of Directors may designate different classes of membership and the fees therefore.

SECTION 2. ~~An Annual Meeting of the Corporation shall be held during the month of April~~ **The Corporation shall hold an Annual Meeting** each year, and at such time as the Board of Directors designates. Such meetings shall be held in Bismarck, North Dakota, and notice of such Annual Meeting shall be ~~mailed~~ **communicated** to all members by the secretary at least ten (10) days before the time of such meeting, or notice thereof waived in writing. Attendance at the Annual Meeting shall constitute a waiver of actual notice.

SECTION 3. A quorum shall consist of at least ten per cent (10%) of the membership of the corporation.

SECTION 4. Each member shall have one (1) vote. No proxies shall be allowed.

SECTION 5. At such Annual Meeting the members shall elect members of the Board of Directors, and vote on items requiring the approval of the membership.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. Number. The Board of Directors of the Corporation shall be composed of twelve persons. Expansion of the number of directors shall not be done except upon motion and majority vote. Terms of office of new directors created by expansion of the Board shall be staggered so that the terms of office of one-third of the Board expires each year.

SECTION 2. Term. Directors shall hold office for a term of three (3) years. ~~excepting that of the original directors, one-third thereof shall serve for one (1) year, one-third thereof for two (2) years, and one-third thereof for three (3) years and thereafter all shall serve for a three-year term:~~

SECTION 3. Vacancies. Vacancies on the Board shall be filled by appointment by the remaining members of the Board for the unexpired term.

SECTION 4. Management. The management of the affairs of the Corporation shall be vested in the Board of Directors who shall be responsible for pursuing the goals established by these By-Laws and the Articles of Incorporation. The Board shall have all general corporate powers as provided by the Articles, By-Laws, and Law.

SECTION 5. Meetings. The Board of Directors shall meet at least six (6) times each year, one of which meetings may be the Annual Meeting, at such time and place as the President may direct. The Annual Meeting shall follow the Annual Meeting of the members as provided by Article IV, Section 2. Notice of such meetings shall be ~~mailed~~ communicated by the Secretary. A quorum shall consist of a majority of the Board of Directors.

SECTION 6. Action Without A Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a ~~consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Directors.~~ is digitally agreed on by a majority of the Directors.

SECTION 7. Removal. Any member-director may be removed for cause by a vote of the majority of all directors at a meeting called for that purpose. Habitual lack of attendance at Board Meetings may constitute cause for removal.

SECTION 8. Employees. The Board is empowered to employ such personnel as are necessary for the conduct of its affairs and may pay such compensation as is reasonable for the duties provided to such personnel. Members of the Board of Directors shall serve without compensation for their duties as directors or officers of the Corporation.

SECTION 9. Conflict of Interest. Whenever a member of the board of directors of the Capital Curling Club has a financial or personal interest in any matter coming before the board of directors, the affected person shall

a) fully disclose the nature of the interest and

b) withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Capital Curling Club to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE VI. OFFICERS

SECTION 1. Number and Election. The Officers of this Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The officers shall be elected by the Board of Directors among its members at the annual meeting of the Board of Directors.

SECTION 2. President. The President shall preside at all regular and special meetings of the Board of Directors and at the Annual Meeting. The President shall execute all deeds, bonds, and other instruments to be executed on in behalf of the Corporation when authorized by the Board of Directors, and shall set the date for all meetings of the Corporation after consultation with the other officers.

SECTION 3. Vice-President. The Vice-President shall perform any and all duties of the President in the President's absence or inability to act. In the absence or inability to act of both the President and Vice-President, the Board of Directors shall elect one of its number as President pro-tem who shall be vested with all powers of the President during the absence or inability to act of the President and Vice-President.

SECTION 4. Secretary. The Secretary shall keep a record of the affairs of the Corporation, including minutes of all meetings of the Directors and all votes taken. The Secretary shall give notice as required by these By-Laws of all meetings of the Corporation, and shall be the custodian of all books, records and papers of the Corporation, except such as are held by the Treasurer.

SECTION 5. Treasurer. The Treasurer shall keep an accurate account of all monies of the Corporation received and disbursed, and shall deposit all monies and valuables in the name of and to the credit of the Corporation in such bank or depositories as the directors shall designate, and shall perform the usual duties pertaining to the office of Treasurer. The Treasurer shall be bonded in such amount as the Board of Directors shall designate.

ARTICLE VII. RECORDS, AUDITING AND DEPOSITORIES

SECTION 1. Records. The Board of Directors shall prescribe and adopt such systems and forms for carrying on the business, keeping books and accounts, and such other matters of business regulation as may be necessary for the proper conduct of the business of the Corporation.

SECTION 2. Auditing. The Directors shall provide for an annual audit of the books and records of the Corporation and a report to the members at the Annual Meeting. Such audit shall be made by a certified public accountant if demand therefore is made by a majority of the members, otherwise by a competent accountant, or a committee composed of three (3) directors exclusive of the secretary and treasurer.

SECTION 3. Depositories. Remittances or withdrawals of funds upon depository shall be made ~~by check drawn upon such bank or banks~~ in such manner as may be prescribed by the Board of Directors.

ARTICLE VIII .GIFTS, DONATIONS AND BEQUESTS

Gifts, donations and bequests may be given directly to the Capital Curling Club with direction that the principal or the income therefrom shall be used for certain specified purposes, providing those purposes are within those set forth in the Articles of Incorporation and By-Laws. Unless some special purpose accompanies such gift, donation, or bequest, the Board of Directors may disburse the principal and income of such gift, donation or bequest for the purposes specified in the Articles of Incorporation and By-Laws.

ARTICLE IX. COMMITTEES

There shall be such standing or interim committees as the Board of Directors may, from time to time, provide. All Committees shall be appointed by the President, and all such committee appointments shall terminate at the time of the Annual Meeting. Nothing herein shall prohibit the reappointment of any committee member.

ARTICLE X. PROPERTY

The Property of the Corporation shall be held in the corporate name and disposed of according to North Dakota Law.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July, and end on the 30th day of June, in each year.

ARTICLE XII. AMENDMENTS

Amendments to the Articles of Incorporation or to the By-Laws may be made at the Annual Meeting of the Corporation, or at a special meeting called for that purpose and providing that at such special meeting notice of the Proposed change shall have been given in writing to all members with the notice of such meeting. A vote of two-thirds of the members shall be required for passage, providing a quorum is present at such meeting.

ARTICLE XIII. DISSOLUTION

The Corporation is organized and intended for perpetual existence; however, in the event of dissolution, the same shall be done in accordance with the laws of the State of North Dakota, and any remaining assets shall be distributed to societies, corporations, or organizations engaged in activities substantially similar to those of this Corporation.