



CLUB BYLAWS

Adopted July 16, 2014

Bylaws of Traverse City Curling Club, Inc.
Amended and Restated

Michigan nonprofit corporation

The name of the organization is Traverse City Curling Club INC. The organization shall have an office located at 1712 S. Garfield Ave, Traverse City, Michigan, 49686 and at such other places that shall be designated by the Board of Directors. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. The organization is organized exclusively for charitable and educational purposes. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not participate in any political campaign in any manner. The organization shall not attempt to influence legislation. The organization is organized exclusively for charitable, scientific and educational purposes.

AMENDED AND RESTATED BYLAWS

OF

TRAVERSE CITY CURLING CLUB, INC.

RECITALS:

- A. The Board of Directors of the Corporation previously approved and adopted those certain Bylaws with respect to the Corporation's governance and affairs which was made effective on June 13, 2020 (as amended, modified, restated or replaced from time to time, the "Prior Bylaws").
- B. The Board of Directors of the Corporation have duly approved and adopted these Amended and Restated Bylaws of the Corporation, effective as of January 16, 2023, and the same supersede, amend and restate the Prior Bylaws, in their entirety, as provided herein.

ARTICLE 1

NAME AND ORGANIZATION

- 1.1 Name. The name of this corporation Is Traverse City Curling Club, Inc. (the "Corporation").
- 1.2 Organization. The Corporation is organized on a directorship basis in accordance with the provisions of the Michigan Nonprofit Corporation Act, being 162 of the Public Acts of 1982, as amended (the "Act").
- 1.3 Principal Office. The principal office of the corporation shall be of 1712 S. Garfield Avenue, Traverse City, Michigan 49686, or at such other location as the Directors may from time to time determine.
- 1.4 Other Offices. The Board may establish other officers of the Corporation inside the State of Michigan.

ARTICLE II
PURPOSE AND MISSION

The purposes of the Corporation are exclusively for promoting local, regional, national, and international competition in the sport of curling and preparing people for such competition as set forth in the Articles of Incorporation. 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. The mission of the corporation is: Building a strong community through the sport of Curling.

In carrying out its purposes, the Corporation shall have all the powers conferred upon it by the provisions of the Act. The Corporation, including all activities incident to its purposes, shall at all times be conducted so as to be an organization described in Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; (b) a corporation, contributions to which are deductible under Section 170(c), Section 055 or Section 2522 of the Code; or (c) a nonprofit corporation organized under the laws of the State of Michigan pursuant to the provisions of the Act.

ARTICLE III
HONORARY MEMBERSHIP

3.1 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 under the Michigan Nonprofit Corporation Act, including any voting rights.

3.2 Applications for Honorary Membership. All Applications for membership shall include the appropriate membership fee and be in writing. The corporation will not restrict Honorary Membership based upon race, sex, national origin, sexual orientation, or other federally restricted classes.

3.3 Dues. All member dues and fees shall be paid according to the table of amounts and due dates as established by the Board of Directors from time to time. Any Honorary Member who fails to pay such dues or fees within the timeframe as established by the Board of Directors may have his or her Honorary Membership suspended or terminated by the Board of Directors, at its discretion.

3.4 Rules. The Board of Directors may create rules governing Honorary Membership in the Corporation, which may be amended by the Board of Directors from time to time.

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

3.6 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.

3.7 Resignation of Honorary Membership. 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.

3.8 Expulsion from Honorary Membership. In case a 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 the offending member, or by the vote of two-thirds (66%) 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, and 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 IV BOARD OF DIRECTORS

4.1 General Powers. Except as specifically provided in the Corporation's Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities related to the management and control of the Corporation's property, activities, and affairs are vested in the Board. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board may take any lawful action on behalf of the Corporation.

4.2 Number, Qualification, and Appointment. The Board shall consist of no less than seven (7) and not more than eleven (11) persons who are at least eighteen (18) years of age and all of whom shall be Honorary Members (individually a "Director" and collectively, the "Directors"). All Directors shall be elected by the Board as "at-large" Directors. A resolution of the Corporation confirming the appointment of Directors shall be filed with the minutes of the Corporation.

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 Associations or the World Curling Federation when applicable.

4.3 Term. The term of office of any Director shall extend for up to three (3) years. A Director may be appointed for a one (1) year, two (2) year, or three (3) year term, the objective being, insofar practical, to have no more than one-third of the Directors replaced at any one time. A Director may be appointed for additional terms or consecutive terms, but shall serve no more than nine (9) years.

4.4 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 bylaws.

4.5 Appointment. The appointment of a Director or Directors shall be made during the meeting of the Board in the month of June each year, or whenever a vacancy shall occur. Such appointment shall normally be for a term. The election of Directors or additional Directors shall be accepted upon the approval of a majority of the Directors of the Corporation then in office. A nomination to appoint or re-elect a Director shall be done via motion at the meeting by any Members in attendance or by any Director then in office, or via written nomination provided to the Directors then in office prior to the June

meeting, or a combination thereof. If nomination and/or votes are in writing, the Director receiving said nominations and/or votes shall tally the nominations and/or votes and make such information known to the other Directors.

4.6 Removal: Resignation. A Director may be removed with or without cause at any time upon the affirmative vote of the majority of the Directors then in office. A Director may resign at any time upon providing the Corporation with a written notice of resignation; such resignation shall be effective upon receipt by the Corporation or at a subsequent time as set forth in the notice.

4.7 Appointment of Replacement Directors. Upon the death, resignation, or removal of any Director, the Board may attempt to appoint a replacement Director.

4.8 Annual Meeting. The annual meeting of the Board and Honorary Members shall be held each year during the month of September upon twenty (20) days' notice to each Director and the membership at such time and place as the Board may designate. The purpose of the meeting will be to present financial reports and inform and advise the Honorary Membership to the general affairs of Traverse City Curling Club, Inc. At the Board's discretion, additional meetings of the Honorary Membership may be held each year.

4.9 Regular Meetings. Regular meetings of the Board may be held with or without notice at such time and place as the Board may designate.

4.10 Special Meetings. Special meetings of the Board may be held at any time or place upon the call of the President, or by two of any other Directors. Oral, electronic, or written notice of the time and place of all special meetings of the Board shall be given to each Director in advance at least 24 hours before the meeting, but no notice of adjourned meetings need be given. Special meetings may be held at any time without notice of all the Directors, if the Directors are present, or if those not present submit a signed waiver of notice of the time and place of such meeting, either before or after the holding of such meeting.

4.11 Waiver of Notice. The attendance of a Director at a Board meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the Director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

4.12 Meeting by Telephone, Video, or Similar Equipment. A Director may participate in a meeting by teleconference, videoconference, or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

4.13 Quorum. A majority of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Except as otherwise provided in these Bylaws, actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.

4.14 Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if, either before or after the action is taken, all of the Directors consent thereto in writing or by electronic transmission (e- mail). The consents shall be filed with the minutes of the proceedings of the Board.

4.15 Compensation. The Directors shall not receive any compensation for services performed on behalf of the Corporation, but they may be reimbursed for expenses incurred in relation to services performed on behalf of the Corporation, provided such services are determined by the Board to be reasonably necessary to carry out the purposes of the Corporation.

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

ARTICLE V OFFICERS

5.1 Officers. The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer, as well as any other officer designated by the Board.

5.2 Election. All officers shall be elected by a majority vote of the Board at the meeting of the Board in the month of June. A nomination to appoint or re-elect an Officer shall be done via motion by any Director then in office, or via written nomination provided to the Directors then in office prior to the June meeting, or a combination thereof. If nomination and/or votes are in writing, the Director receiving said nominations and/or votes regarding the election of officers shall tally the nominations and/or votes and make such information known to the other Directors.

The same person may hold any two offices, but an officer shall not execute, acknowledge, or verify any instrument in more than one capacity if required by law to be executed, acknowledged, or verified by two or more officers.

5.3 Term of Office. The term of any officer shall be for one (1) year. The term of office shall commence upon the election of such officer and shall continue until their term expires, their successors are elected, or upon their resignation or removal.

5.4 Resignation. An officer may resign by written notice to the Corporation. The resignation shall be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation. The Board shall have the power to fill any vacancy in any office occurring for whatever reason.

5.4 Removal. Any officer may be removed from office at any meeting of the Board, with or without cause, by the affirmative vote of a majority of the Directors then in office, whenever, in the judgment of the Directors, such removal will be in the best interests of the Corporation.

5.5 Additional Officers. The Board may elect or appoint from time to time such additional officers as, in its opinion, are desirable for the conduct of the business of the Corporation. Such officers shall have duties as specified by the Board.

5.6 Vacancies. If any office becomes vacant for any reason, the Board may fill such vacancy for the remaining term.

5.7 President. The President shall be a Director of the Corporation. The President shall supervise the operations of the Corporation; shall preside at all meetings of the Directors; shall have general management and control of the business and affairs of the Corporation subject to the control of the Board;

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; and shall see that all orders and resolutions of the Board are carried into effect.

5.8 Vice President. The Vice President shall be a Director of the Corporation. The Vice President shall carry out special assignments as requested by the President and shall understand the responsibilities of the President and be able to perform those duties in the President's absence. The Vice President shall be vested with all the duties and responsibilities of the President in the President's absence.

5.9 Secretary. The Secretary shall be a Director of the Corporation. 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 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.

5.10 Treasurer. The Treasurer shall be a Director of the Corporation. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements; shall collect and deposit all funds due the corporation disburse funds as required to meet the obligations of the Corporation; shall maintain and care for the assets of the Corporation, including inventory; shall render to the President and Directors as required by them but not less than once a year, regular accountings of all transactions and of the financial condition of the Corporation. Any and all funds received by the Corporation shall immediately be deposited in the name and to the credit of the Corporation in such accounts as may be designated by the Board, or the President under whose supervision the Treasurer shall act. The Treasurer shall render to the President and Board at the Annual Meeting, or whenever requested, an account of all financial transactions of the Corporation and financial condition of the Corporation.

5.11 Dual Roles. Officers may perform dual roles, and dual Officer positions may be held by a single individual. No single individual will hold more than two (2) Officer roles at once. The President shall not have a dual officer role or position within the Corporation.

ARTICLE VI EXECUTIVE DIRECTOR

The Board may appoint an Executive Director who may carry on the day-to-day activities of the Corporation and who may have general management and control of the day-to-day activities of the Corporation, subject to the control of the Board. The Executive Director may be given such powers as the Board deems to be in the best interest of the Corporation, which powers may be restricted or expanded by the Board as it deems necessary and appropriate. Such powers may include signatory powers or powers typically performed by the President as listed in Section 5.7 above. The Executive Director shall consult with and give full consideration to the advice of the Board in all matters pertaining to the operation and management of the Corporation. The Executive Director's term may be continuous in nature, unless such Executive Director dies, resigns, or is removed by the Board. The Executive Director shall not serve a dual role.

**ARTICLE VII
ORDER OF BUSINESS**

All proceedings shall be conducted under and pursuant to Roberts Revised Rules of Order, except where in conflict with the Act or other applicable law or these Bylaws, in which case the Act or other applicable law or these Bylaws, as applicable, shall control.

**ARTICLE VIII
COMMITTEES**

6.1 Committees. The Board, by resolution adopted by a majority of the Directors, may designate a committee, or committees, of the Board, as it shall deem appropriate. All committees, and each member thereof, shall serve at the pleasure of the Board. All such committees shall have those duties, powers, and authority proscribed to it by the Board.

6.2 Committee Members. The Board shall designate the members of any such committee. The Board shall have the power at any time to increase or decrease the number of Members of any such committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence thereof. The Board may designate one or more Directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. The Board shall also designate a chairman of such committee to report to the Board.

6.3 Committee Procedures. All such committees shall keep notes or minutes of the meetings, which shall be submitted to the Secretary in advance of the succeeding meeting of the Board.

6.4 Executive Committee. The Executive Committee provides a mechanism for board leaders to engage, within the limits set by board policy and the Bylaws, in decision making, oversight, and communication on important organizational matters. The Executive Committee is not authorized to take final action on certain matters such as amending Bylaws, removing a board member from office, hiring or removing the CEO, obligating the organization to new debt, or selling or acquiring a major asset.

(a) The Executive Committee is composed of the board officers (President, Vice President, Secretary, and Treasurer), and the most recent Board Past President.

(b) The Executive Committee is authorized it to meet only as needed and to act only on urgent matters.

Minutes will be taken of all meetings of the Executive Committee. A summary of any decisions made by the committee will be distributed to all Board Members via email within 24 hours of the meeting. Minutes of the Executive Committee will be reviewed and approved at the next regularly scheduled Full Board meeting.

**ARTICLE VII
FISCAL AND ADMINISTRATIVE PROVISIONS**

7.1 Fiscal Year. The fiscal year of the Corporation shall be July 1 through June 30, unless otherwise authorized by the Board.

7.2 Financial Records. The Corporation's financial records shall be presented quarterly to the Board, and upon its request, be examined annually by a certified public accountant or as otherwise required by law. The Corporation's annual information return shall be submitted to the Board for approval prior to its filing with the Internal Revenue Service.

7.3 Contracts. The Board may authorize by resolution any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation and such authority may be general or confined to specific instances.

7.4 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

7.5 Land and Property Acquisition or Sale. No land or real estate asset, or interest in land or real estate asset, shall be purchased, accepted, or sold on behalf of the Corporation unless authorized by resolution of the Board.

7.6 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

7.7 Gifts. Donors may make gifts to the Corporation by designating or otherwise identifying the Corporation as the recipient of the gift. The Corporation need not accept a gift if the Board determines that the gift is not in Corporation's best interests. Gifts shall vest upon receipt, unless such gift is subsequently rejected, provided, however, that any gifts subject to a restriction shall not vest until accepted by the Board.

7.8 Approval of Spending. The Executive Committee can approve financial items up to \$1,000 above the budgeted line item. The Board of Directors shall authorize and approve expenditures exceeding \$1,000 of the budgeted line item.

7.9 Bond. Board of Directors, at its discretion, may, at the Corporation's expense, require bonding of all persons having control of Corporation funds.

ARTICLE VIII INDEMNIFICATION

8.1 Indemnification. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer of the Corporation (and, to the extent provided in a resolution of the Board or by contract, may indemnify any Director or non-director volunteer, officer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was a Director, officer, non- director volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, non- director volunteer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees (which

expenses may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as provided by law), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The indemnification herein provided for shall continue as to a person who has ceased to be a Director or officer of the Corporation and, to the extent provided in a resolution of the Board or in any contract between the Corporation and such person, may continue as to the person who has ceased to be a non-director volunteer, employee or agent of the Corporation. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, non- director volunteer, employee or agent of the Corporation shall continue to inure to the benefit of that person and to the benefit of the heirs and personal representatives of such person.

8.2 Determination. The determination as to whether a Director, officer, employee, non- director volunteer or agent is entitled to indemnification as provided for in Section 7.1 above shall be made in either of the following ways:

(a) By the Board, by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding; provided, however, if such quorum is not obtainable, by majority vote of a committee designated by the Board (in which action designating the such committee the Directors who are parties may participate), which committee shall consist solely of at least two (2) Directors who are not parties to the action or proceeding; or

(b) By written opinion of independent legal counsel retained by the Board.

ARTICLE IX DISSOLUTION

Upon the termination, dissolution, or winding up of the Corporation as provided for in the Act, the Board shall, after paying for making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to an organization in good standing designated by the Board that is organized and operated exclusively for the purposes promoting local, regional, national, and international competition in the sport of curling, or for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

ARTICLE X NOTICES

Any notice or communication required or permitted to be given by mail, except as required by law, may be mailed by registered, certified, or other first class mail to the person to whom it is directed at the address designated by the person for that purpose or, if none is designated, at the last known address of the person. Any notice or communication given to the Corporation shall be directed to the resident agent of the Corporation at the registered office of the Corporation. The notice or communication shall be deemed to have been given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States Postal Service. If the notice is

regarding a meeting, such notice shall specify the place, day, and hour of the meeting and in the case of a special meeting or where other required, the general nature of the business to be transacted.

ARTICLE XI AMENDMENT

These Bylaws may be amended or repealed, or new Bylaws made be adopted in lieu thereof, by the affirmative vote of a majority of the Directors of the Corporation then in office, provided such amendment does not alter the tax-exempt purpose of the Corporation or otherwise cause the Corporation to relinquish its status as an exempt organization under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

ARTICLE XII CONFLICT OF INTEREST

12.1 Conflicts of Interest. It is the policy of the Corporation that all officers, directors, committee member and employees of the Corporation should avoid all conflicts between their own respective individual interests and the interests of the Corporation, in any and all actions taken by them on behalf of the Corporation in their respective capacities.

12.2 Definitions. For purposes of this Article XII, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization that is engaged in or conducting business related to or associated with curling, including, without limitation, curling equipment, curling organizations or curling events.

12.3 Prohibited Transactions; Conditions of Approval. (a) a director or officer of the Corporation shall be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the Corporation or with any entity of which the Corporation is an affiliate; and (b) a transaction of the Corporation shall be voidable by reason of the fact that any director or officer of the Corporation has an interest in the concern with which such transaction is entered into; unless all of the following conditions are satisfied:

1. The interest of such officer or director is fully disclosed in writing to the board of directors.
2. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the Corporation.
3. Payments to the interested officer or director are reasonable and do not exceed fair market value.
4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

These Amended and Restated Bylaws of e Corporation are duly approved and adopted by the Board of Directors of the Corporation on this 16th day of January, 2023.