

Peachtree Curling Association Bylaws

Article I. Name and Location

Section 1 This club shall be officially called the “Peachtree Curling Association, Inc.” (The “Club”), and informally referred to as the “Peachtree Curling Association”, or the “PCA”, or the “Peachtree Curling Club”.

(a) The principal location of the Club shall be in the greater Atlanta, Georgia area.

(b) The initial principal location of the club will be at 4880 Lower Roswell Rd, Suite B, Marietta, GA 30068 and shall be known as the Peachtree Curling Center.

(c) The Board of Directors may relocate the principal location, and may also establish subsequent operating locations, if the need or desire arises.

Article II. Operating Guidelines

Section 1 Notwithstanding anything set forth in the Articles of Incorporation or these Bylaws, the Peachtree Curling Association shall be operated at all times such that it qualifies as a publicly supported tax exempt organization pursuant to the provisions of Internal Revenue Code section 501(c)(3) and the regulations promulgated thereunder. No part of the property or net earnings of the Peachtree Curling Association shall be distributable to, nor inure to the benefit of, any member, director, officer or individual (except that the Peachtree Curling Association shall be authorized to pay reasonable compensation for services actually rendered and to pay expenses and make distributions in furtherance of the purposes set forth herein.

Section 2 Peachtree Curling Association shall not carry on propaganda, or otherwise attempt to influence legislation, and shall not participate in any political campaign in favor of or in opposition to any candidate for public office to the extent not permitted for organizations qualified for tax exempt status pursuant to Internal Revenue Code section 501(c)(3).

Section 3 Peachtree Curling Association shall refrain from engaging in activity that will endanger the 501(c)(3) tax exempt status of the USCA under the Internal Revenue Code.

Article III. Purpose

Section 1 The Peachtree Curling Association has been organized to foster a love for the sport of curling and is dedicated to the promotion of the sport of curling in the greater Atlanta, Georgia area.

Article IV. Membership

Section 1 Membership in the Peachtree Curling Association shall be open to those who wish to join, participate in, enjoy, teach, and/or watch the sport of Curling. Membership in the Association does not grant voting rights on the Board of Directors.

Section 2 All applications for membership shall include the appropriate membership fee, and be in writing. The membership year runs from August 1st through July 31st of the following year.

Section 3 The Board of Directors shall establish the membership categories of the club. They shall establish the voting and curling privileges for each membership category, and the dues and fees to be paid by each. A description of each category, a

schedule of dues and fees for each category, and the membership privileges and eligibilities for each category shall be included in the annual membership information bulletin.

Section 4 The Board of Directors shall not establish nor exercise any policy, practice or procedure which serves to, or has the effect, of discriminating as to membership, rights and privileges based on race, color, religion, age, sex, sexual orientation, or national origin.

Section 5 Every right and all interests of each member in the estate, property, and privileges of the Club shall cease upon termination of their membership or death.

Section 6 Resignation shall be in writing to the Club and may be accepted by the Board of Directors provided the member resigning has discharged all their Club dues and obligations. 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.

Section 7 A member may be censored, suspended, or expelled from the Club for conduct which violates the bylaws or any policy of the Peachtree Curling Association, or conduct which endangers, or tends to endanger, the health and safety of any member(s), or would tend to harm the welfare, interest, reputation or character of the Club. A vote to censor, suspend, or expel a member based on such cause(s) requires a two-thirds (2/3) affirmative vote by the full Board of Directors.

Section 8 Non-members may be authorized by the Board of Directors to curl at special events, training programs, club leagues, and/or other circumstances as appropriate.

Article V. Dues, Fees, and Charges

Section 1 The dues, fees, and charges for all categories of membership shall be addressed annually and approved by the Board of Directors with at least a majority vote. A schedule of membership dues and fees will be posted prior to the beginning of the curling year for the upcoming membership year. If the Board of Directors does not agree to change the dues, fees, and charges, they will remain the same as the previous year.

Section 2 The annual dues, fees and charges for all categories of membership will include, but not be limited to, the dues and fees mandated by governing curling bodies to which the Club belongs.

Article VI. Board of Directors

Section 1 The Board of Directors shall consist of no fewer than seven (7) and no more than eleven (11) Directors, all of whom must be a member of the Club in good standing.

Section 2 Directors will serve staggered three year term lengths on the Board. Each year, approximately one-third (1/3) of the Directors terms will expire, and new Directors will be elected to fill their place.

(a) No person shall serve two consecutive terms on the Board of Directors. Once a director's term expires, or if a director resigns from the Board of Directors, or if their position is vacated for any other reason, they must wait at least one (1) year prior to

serving on the Board again.

Section 3 Any Director may resign from the Board of Director. Resignation shall be in writing to the Board.

(a) In the event that a Director's seat becomes vacant prior to the end of that Director's term of office, whether by resignation, death or removal, it is at the discretion of the remaining Directors whether or not to fill the vacant seat, as long as the number of Directors in office is within the minimum and maximum numbers.

Section 4 A Director may be removed from office for conduct (action or inaction) which violates and provision of the law or rules effecting organizations exempt from taxation pursuant to Internal Revenue Code section 501(c)(3) or the regulations promulgated thereunder, or the Articles of Incorporation, the Bylaws or any policy of the Peachtree Curling Association, or action or inaction which endangers, or tends to endanger, the health and safety of any member(s), or would tend to harm the welfare, interest, reputation or character of the Club, or acts in any way that is deemed to be unbecoming of a Board Member such that it would bring the Club into disrepute or subject it to public ridicule. A vote to remove a Director based upon such cause(s) requires a two-thirds affirmative vote of the other members of the Board of Directors.

Section 5 Election of new members to the Board of Directors shall take place at a Board of Directors Meeting to be conducted each year in the Spring. The Board of Directors will propose and evaluate members of the Club with the potential and desire to serve on the Board. Following discussion, the Board will vote on the candidates to determine who will be asked to serve on the next Board of Directors, and a list of alternates shall be established should an elected candidate decline. The vote shall be conducted at an open meeting of the Board.

(a) Potential candidates will be selected to fill specific needs within areas of expertise deemed to be needed on the Board of Directors.

(b) Members who are interested in serving on the Board of Directors will be encouraged to make their position and skills known to the Board of Directors.

(c) A candidate must be elected by a majority vote of the full Board of Directors (including those Directors whose terms are expiring) in order to serve on the Board.

Section 6 The Board of Directors shall have the authority and responsibility for all property and operations of the Club. The Board shall adopt rules for curling and the use of the club facilities and property as shall be deemed appropriate, but not in conflict with the rules of the curling governing bodies to which the Club belongs.

Section 7 The Board of Directors shall have the entire management and control of the property, business and affairs of the Corporation. The Board of Directors is hereby vested with all the powers possessed by the Corporation itself, so far as this designation of authority is not inconsistent with the laws of the State of Georgia, with the Articles of Incorporation, with these bylaws or with the Corporation's qualification as a tax-exempt entity under Section 501(c) of the Code.

Section 8 Each member of the Board of Directors may, irrespective of any personal interest or Director conflict of interest, receive reasonable compensation for services rendered to the Corporation, and shall receive payment of their expenses, if any, in attending meetings of the corporation, but only to the extent that such receipt of

reasonable compensation or payment of expenses does not conflict with the requirements for qualifying as a tax-exempt entity under Section 501(c) of the Code.

Section 9 Votes of the Board of Directors

(a) A quorum of two-thirds (2/3) of the members of the Board of Directors is required for a meeting of the Board. A Director is considered to be present if present in person or if the Director participates in the meeting by telephonic or other electronic means by which every Director can hear every other Director.

(b) At a meeting at which a quorum is present, a simple majority vote of those present in person or by electronic means is required to decide any question (unless a greater than majority vote is required by law, by the Articles of Incorporation or by these Bylaws).

(c) Votes shall be taken by a show of hands and the number of votes for, against and abstaining shall be recorded by the Secretary. Any Director may call for a "roll-call" vote wherein each Director is individually asked their vote and the vote shall be recorded by name by the Secretary.

Section 10 The Board of Directors shall hold regular meetings.

(a) At least one (1) open meeting shall be held per calendar month during the curling season. Open meetings will be announced to the membership by the Secretary at least fourteen (14) days prior to the meeting. Open meetings will generally take place at the Peachtree Curling Center, but may take place elsewhere within the greater Atlanta area.

(i) "Curling Season" shall be defined as the period of time when the Peachtree Curling Center has playable ice.

(b) Additional meetings of the Board of Directors may be called as deemed appropriate. Such meetings may be held in person or by telephonic or electronic means whereby each Director can hear each other Director. Votes may be held at any meeting of the Board of Directors, given a quorum is reached, but should be held for an open meeting whenever possible. Votes held during a closed meeting of the Board should be done so only on a limited basis with respect to matters involving personnel, litigation or non-public business negotiations.

Article VII. Officers

Section 1 Officers of the Club are appointed annually by a majority vote of the Board of Directors and shall consist of a President, Vice President, Secretary, and Treasurer.

(a) The President of the Club must be selected from within the Board of Directors who are serving their second or third year of their current term on the Board.

(b) The Vice President of the Club must be selected from within the Board of Directors.

(c) The Secretary must be selected from within the Board of Directors.

(d) The Treasurer must be selected from within the Board of Directors.

Section 2 The President shall be in charge of membership and club communication, except for the duties of the Secretary as defined in Article VII, Section

4 of these bylaws. The President shall make every attempt to be visible to the membership at Club events and league nights whenever possible, and should know (or be known by) a large majority of the members. The President shall preside at the meetings of the Board of Directors, create an agenda for each meeting no fewer than eight (8) days prior to a non-emergency scheduled meeting, and call for votes of the Board of Directors when needed. The President shall pay the claims against the Club on approval and order of the Board of Directors as directed by the Treasurer.

Section 3 The Vice President shall be the liaison between the Committee Heads and the Board of Directors, presenting information on behalf of each Committee to the Board in each open Board meeting, or as needed. The Vice President shall fill the role of President in the event that the President is unable to attend a meeting, or in the interim should the position of President be vacant for any reason until a new President is elected by the Board of Directors.

Section 4 The Secretary shall keep the records or the proceedings of the Club, and the official Club seal, and shall duly notify members of open Board Meetings and any of any matters which are submitted to the membership for vote; shall keep a roll of the members of the Club including maintenance of the Club's membership roster with any governing curling bodies to which the Club belongs; shall receive, retain and distribute all correspondence as is necessary; and shall make a report to the members of the Club at the Annual Meeting. The Board of Directors may designate assistants to the Secretary. The Secretary shall pay the claims against the Club on approval and order of the Board of Directors as directed by the Treasurer.

Section 5 The Treasurer shall be custodian of the funds of the Club, collect the membership dues, and direct the President or Secretary to pay the claims against the Club on approval and order of the Board of Directors. The Treasurer shall keep a detailed account of all receipts and disbursements, and at the Annual Meeting present a report thereof and of the balance on hand and the amount of unpaid obligations of the Club. The Treasurer shall report to the Board of Directors the names of members who are in default in the payment of dues or fees. The Board of Directors may designate assistants to the Treasurer.

Article VIII. Committees

Section 1 The Board of Directors will determine the need for committees annually and define the Committee's roles and responsibilities.

Article IX. Annual Meeting

Section 1 The annual meeting of the Club shall be held on a date, time, and at a place designated by the Board of Directors and shall occur during the curling season.

Section 2 The Secretary shall give notice by electronic means to each member at least fourteen (14) days before the meeting.

Section 3 The Secretary and Treasurer will present their annual reports to the membership at the Annual Meeting.

Section 4 In the event that membership is called by the Board of Directors to vote on a particular issue of the Club, the notice shall include a ballot or proxy for those not able to attend. Any vote of the membership is decided by a majority of those voting in person, by ballot or by proxy, unless otherwise specified by the Board of Directors. No

quorum of the membership is required.

Article X. Amendments to the Bylaws

Section 1 The bylaws of the Peachtree Curling Association may be amended only as follows:

- (a) A proposed amendment, signed by at least thirty percent (30%) of the current membership, shall be served upon the President.
- (b) A committee is formed by the Board of Directors charged with reviewing the bylaws and proposing changes to the bylaws through a proposed amendment, served upon the President.
- (c) The President will assign the proposal to the agenda of a special meeting of the Board of Directors, to be scheduled no later than 45 days after the President receives the proposed amendment. The proposed amendment can be brought to a vote of the membership by at least two-thirds (2/3) vote of the Board of Directors.
- (d) Such amendment shall be adopted only by at least two-thirds (2/3) vote of the membership present at the special meeting of the Board of Directors, in person, by phone, by email, or by proxy.

Article XI. Construction of the Bylaws

Section 1 These bylaws and all that is authorized by them shall be interpreted solely by the Board of Directors.

Article XII. Dissolution

Section 1 Upon termination or dissolution of the Peachtree Curling Association, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code which have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the Peachtree Curling Association hereunder shall be selected by a majority vote of the Board of Directors. If the Board of Directors cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Peachtree Curling Association, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference, if practicable, to organizations located within the State of Georgia. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Peachtree Curling Association, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Georgia to be added to the general fund.

