

By-Laws of Granite Curling Club of Seattle

Article One. Preamble

The name, purpose, place of business, duration of business and provision of seal of corporation shall be as set forth in the Articles of Incorporation as from time to time amended.

Article Two. Meetings

Section 2.01 Place of Meeting:

Any and all meetings of the members and of the Board of Trustees of this corporation shall be held at the place selected by the President or the Trustees.

Section 2.02 Annual Meeting of Members:

The annual meeting of the members shall be held each year between May 1st and July 31st on a date determined by the Board of Trustees.

Section 2.03 Notice of Annual Meeting to Members:

Written notice of the time, place and purpose of the annual meeting of the members shall be mailed or electronically communicated to the last known address of each General Member at least ten days in advance of that meeting.

Section 2.04 Order of Business at Annual Meeting:

The order of business at the annual meeting of the members shall be as follows:

- a. Report on Distribution of Meeting Notice, Minutes of last meetings, Attendance, and Quorum
- b. Approval of Minutes
- c. Report of President;
- d. Report of Secretary;
- e. Report of Treasurer;
- f. Presentation of projected annual budget;
- g. Election of Trustees of said corporation for the ensuing year;
- h. Transaction of other business mentioned in the notice;

The presiding officer may vary the order of business at his, her, or their discretion and add items at his, her, or their discretion.

Section 2.05 Special Meeting of Members:

A special meeting of the members may be called at any time by the President or by the majority of the Board of Trustees. The President must also call a special meeting of the members upon the written request of forty (40) members. At a special meeting no business shall be transacted other than that mentioned in the notice.

Section 2.06 Notice of Special Meeting of Members:

At least ten (10) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purpose of such meeting shall be mailed or electronically communicated to the last known address of each member.

Section 2.07 Meetings of the Board of Trustees:

Meetings of the Board of Trustees shall be held at such time and such place and for such purpose as the President or two members of the Board shall designate.

Section 2.08 Notice of Meeting of Board:

Each Trustee shall be given notice of any meeting of the Board of Trustees by personal contact, or by written notice or electronic communication to his last known address at least three days before the meeting, such notice to state the time, place and purpose of said meeting.

Section 2.09 Waiver of Notice:

Notice of the time, place and purpose of any meeting of the Board of Trustees may be waived either before or after such meeting has been held by written indication of waiver by the board member in question.

Article Three. Quorum

Section 3.01 Quorum of Members:

Presence in person, remotely, or by proxy of General Members representing twenty percent (20%) of the voting rights of this corporation shall constitute a quorum at any meeting of the members.

Section 3.02 Quorum of Trustees:

A majority of the Trustees present either in-person and electronically shall constitute a quorum, however a Trustee attending the meeting for the sole purpose of objecting to the validity of the meeting due to improper notice, shall not be counted towards the presence of a quorum. Proxies shall not be permitted.

Article Four. Voting, Elections and Proxies

Section 4.01 Who is Entitled to Vote:

Each General Member of this corporation shall at every meeting of the members be entitled to one vote in person, electronically, or by proxy upon each subject properly submitted to vote.

Section 4.02 Proxies:

No proxy shall be deemed operative unless and until signed by the member and filed with the corporation. In the absence of limitation to the contrary contained in the proxy the same shall extend to all meetings of the members and shall remain in full force three years from its date and no longer. The member may revoke their previously filed proxy at any time by filing a written revocation with the Secretary of the corporation.

Article Five. Board of Trustees

Section 5.01 Number, Terms, Powers and Voting Rights of Trustees:

The business, property and affairs of this corporation shall be managed by a Board of Trustees composed of nine (9) persons who shall be General Members of the Corporation. Except for the immediate Past President, the Trustees shall be elected for a term of two (2) years and the number of Trustees elected each year shall be that which is required to fill the vacated positions. The immediate Past President shall serve a one (1) year term as a Trustee. The Board of Trustees shall make such rules and policies as they deem necessary. Each Trustee shall have one vote at all meetings of the Board of Trustees.

Section 5.02 Vacancies:

Vacancies in the Board of Trustees shall be filled by election of the remaining Trustees and the replacement Trustee shall hold office until the election of a successor at the annual meeting of the members.

Section 5.03 Action by Unanimous Written Consent:

If and when the Trustees shall in majority consent in writing to any action to be taken by the corporation, such action shall be a valid corporate action as though it has been authorized at a meeting of the Board of Trustees.

Section 5.04 Members Power to Remove any Officer or Trustee:

The members have power to remove any officer or Trustee of the corporation whenever in the judgment of the members the business interests of the corporation will be served thereby. This may be accomplished only at a special meeting called under Article II, Section 2.05

Section 5.05 Power to Require Bond:

The Board of Trustees may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of his or her duties.

Section 5.06 Power to Elect and Expel Members:

The Board of Trustees shall have power to elect and expel members in its sole discretion. The Board of Trustees shall likewise have the power and exclusive charge of the sale and redemption of memberships.

Section 5.07 Power to Appoint Committees:

The Board of Trustees shall have the exclusive power to form such committees as it shall deem wise to carry out the objectives of the corporation.

Section 5.08 Power to Borrow Money:

The Board of Trustees shall have power to borrow money whenever in the discretion of the Board the exercise of such power is required in the general interests of the corporation and in such case the Board of Trustees may authorize the proper officers of this corporation to make, execute and deliver in the name and behalf of this corporation such notes, bonds, indentures or other evidences of indebtedness as said Board shall deem proper and said Board shall have full power to mortgage

the property of this corporation or any part thereof as security for such indebtedness.

Section 5.09 Power to Spend Money:

The Board of Trustees may spend up to \$5,000 for any single unbudgeted item. Any item in excess of \$5,000 requires notification of the General Members in the manner(s) described in Section 2.03.

Article Six. Membership and Dues

Section 6.01 Membership:

Any person having an interest in the sport of curling is eligible for membership in the corporation provided:

1. That application is submitted in writing or electronically stating name, address, age (if 18 years of age or younger), interest in the sport of curling, and type of membership desired, together with all dues and fees as may be prescribed by the Board of Trustees.
2. That the Board of Trustees accepts said application by an affirmative majority vote.

The Board of Trustees shall investigate each application prior to vote, but may not deny a person membership by reason of that person's race, ethnicity, culture, national origin, color, immigration status, social and economic class, legal occupation, educational background or level, sex, sexual orientation, gender identity, gender expression, age, size, family status, political belief, religion, mental and/or physical ability. Applications shall be voted upon at regular Board Meetings and all admissions recorded in the meeting minutes.

Membership in the corporation shall be evidenced by a membership certificate in such form as provided by the Board of Trustees. Said certificate shall show the holder's name, membership classification and date of expiration and shall be carried on the person of that member whenever he is present in the club.

Membership classifications shall be as follows:

- General Member-Curler
- General Member-Social
- General Member-Life
- Associate Member
- Junior Member

Only General Members are entitled to vote at annual or special meetings of the members. Life General Members pay no dues or fees, but have all the privileges of any other General Member. The Board of Trustees bestows all Life Memberships and shall limit admissions to a maximum of two each year. The total number of General Members in the corporation is not to exceed 1,000.

Associate Members must be members in good standing of another curling club and are allowed to curl a maximum of one draw per week. The total number of Associate Members in the corporation is not to exceed 100.

Junior Members are those persons under the age of 18 years . The total number of Junior Members in the corporation is not to exceed 400.

Membership will cease on the death of a member, upon failure to pay dues and notice of termination of membership for failure to pay dues, and upon voluntary resignation.

Guest cards may be issued to persons who are members of another curling club and who reside more than ten miles from the city limits of Seattle, Washington. Said guest cards permit the holder to use the club facilities for a period of not to exceed two weeks. Guest access is not intended to replace Associate Membership as defined in Section 6.01.

Visitors may be introduced into the club provided they are accompanied by a member at all times. Any one visitor may enter the club a maximum of 365 times in one calendar year.

The assets of this corporation upon dissolution shall not be distributed to the members, but may be distributed only to any organization or governmental body existing for the same purposes as are enunciated in the Articles of Incorporation of Granite Curling Club of Seattle or for any one or more purposes stated in Section 501 (C) (3) of the United States Code as amended. Provided that said recipient corporation or governmental body is likewise qualified under Section 501 (C) (3) of the United States Code as amended; but under no circumstances may any member share in the distribution of any of the assets of this corporation except and unless the corporation is indebted to anyone as evidenced by written instruments of indebtedness or for services rendered pursuant to a contract of employment.

Section 6.02 Dues and Fees:

A membership initiation fee as set by the Board of Trustees shall be payable with each new application for General Member classification. In the event that such an application is denied by the Board of Trustees, the entire amount tendered by the applicant shall be returned.

Annual Dues and Ice Fees for each member classification, except Life, shall be set by the Board of Trustees in Standing Rules to be posted for the information of the membership. These Standing Rules shall also specify deadlines for payment of such dues and fees, and the circumstances in which such obligations will be considered delinquent.

The names of members with dues, fees, or other obligations determined to be delinquent shall be brought before the Board of Trustees, who may elect to initiate proceedings by written notice to such members stating the intent of expulsion unless the account is settled with 30 days.

Article Seven. Officers

Section 7.01 Officers:

The officers of this corporation shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 7.02 Qualification of Officers:

An officer must be a General Member of the corporation.

Section 7.03 Term of Office:

The Officers shall each serve for a period of one year from the date of their assuming office until their successor is appointed, but nothing herein shall prevent their re-appointment as Officer. The President of the corporation, however, shall remain for one year after serving as President. Trustees elected at the annual meeting of the General Members shall assume office immediately after the annual meeting.

Section 7.04 Voting Rights:

Each Officer who is a trustee shall have one vote at all meetings of the Board of Trustees.

Section 7.05 President:

At the first meeting of the incoming Board of Trustees, they shall elect a President from their number.

The President shall

- a. be the Chief Executive Officer of the Corporation;
- b. preside over all meetings of the Board of Trustees and of the members;
- c. see that all orders and resolutions of the Board are carried to their effect;
- d. be ex-officio member of all standing committees except for any nominating committee, and
- e. have general powers, duties, supervision and management usually vested in the office of President of the corporation.

Section 7.06 Vice-President:

At the first meeting of the incoming Board of Trustees, they shall elect a Vice-President from their number. The Vice-President shall have the power to act as President in the absence of the President.

Section 7.07 Secretary:

Subject to approval by the Board, the Secretary will be appointed by the President from the general membership.

The Secretary shall

- a. attend all meetings of the Board of Trustees and the members and preserve in books of the corporation true minutes of the proceedings of all such meetings as well as any decisions made by the Board outside of the meetings, in accordance with these By-Laws.;
- b. safely keep the seal of the corporation and shall have authority to affix the same to all instruments where its use is required;
- c. give all notice required by statute, Bylaws or resolution;
- d. perform such other duties as may be delegated by the Board of Trustees, and
- e. serve until a successor is appointed.

Section 7.08 Treasurer:

Subject to approval by the Board, the Treasurer will be appointed by the President from the general membership.

The Treasurer shall

- a. have custody of all corporate funds and securities;
- b. keep in books of the corporation full and accurate accounts of all receipts and disbursements;

- c. deposit all monies, securities and other valuable effects in the name of the corporation in such depository as may be designated for that purpose by the Board of Trustees;
- d. disburse the funds of the corporation as may be ordered by the Board of Trustees taking proper vouchers for such disbursements;
- e. render to the President and the Board of Trustees, at least annually and whenever requested by them, an account of all transactions as Treasurer and of the financial condition of the corporation, and
- f. serve until a successor is appointed.

Section 7.09 *Limitation of Director/Officer Liability and Indemnification*

To the full extent allowed by the Washington Non-Profit Corporation Act and RCW 4.24.264, as now existing or hereafter amended, an officer or director shall not be liable for actions or non-actions taken by the officer or director in his or her official capacity.

Furthermore, in the event any such claim is alleged or pursued against an officer or director, the Granite Curling Club of Seattle, Inc., shall have the power to indemnify the officer or director, including advancement of expenses, to the full extent permitted by RCW 23A.08.025, as now existing or hereafter amended, PROVIDED, that no such indemnity shall indemnify any director from or on account of acts or omissions of such director finally adjudged to be intentional misconduct or a knowing violation of law, or from or on account of conduct of such director finally adjudged to be in violation of RCW 23A.08.450, or from or on account of any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or service to which the director was not legally entitled.

Article Eight. Execution of Instrument

Section 8.01

All checks, drafts, orders for payment of money shall be signed in the name of the corporation and shall be countersigned by such officer or agent, as the Board of Trustees shall from time to time designate for that purpose.

Section 8.02 *Contracts, Conveyances, Etc.:*

When the execution of any contract, conveyance or other instrument has been authorized by the Board of Trustees without specification of the executing officers, the President or Vice- President and the Secretary or Assistant Secretary may execute the same in the name and on behalf of this corporation and may affix the corporate seal thereto. The Board of Trustees shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of this corporation.

Article Nine. Rules of Order to Govern at Meetings

Except as otherwise provided for in these by-laws, the edition of *Robert's Rules of Order, Newly Revised* that is current as of the meeting shall govern the affairs of the association, including meetings of the members and Trustees.

Unless otherwise provided in these By-Laws or in said Rules, a majority vote shall govern at the meeting of members and Trustees.

Article Ten. Amendment of By-Laws

Section 10.01 Amendments-How Effected:

These By-Laws may be amended, added to or repealed by the affirmative vote of two-thirds of the members present at any annual or special meeting of the members of this corporation provided, however, that before a vote may be taken on any proposed amendment, the members must be notified in writing in the same manner as notices of meetings of the general nature of the proposed change in the By-Laws.

Article Eleven. Audit of Books

If the membership so decides, by majority vote at a regular or special meeting of the corporation, the books of account of the corporation may be audited at the end of the fiscal year following the decision to have an audit. Such audit is to be done by a Certified Public Accountant or by a licensed accountant who is not in any way connected with the corporation.

Article Twelve. Fiscal Year

The fiscal year of the corporation shall be July 1 to June 30.

Article Thirteen. Bookkeeping Records and Rules

Section 13.01 Records:

The Granite Curling Club shall maintain a complete system of bookkeeping covering all operations of the club. All such records shall be maintained in an office on the premises of the Granite curling Club of Seattle and be available for inspection and audit of any agent of the State of Washington; and said agent of the State of Washington shall be entitled to make copies thereof or abstracts therefrom or, upon furnishing a proper receipt therefore, remove the originals for such purposes as the Board deems necessary.

Section 13.02 Rules and Regulations:

The Board of Trustees shall adopt house rules and regulations for the government of and organization of the facilities and the club rooms of said Granite Curling Club of Seattle, and shall provide that said club rooms and facilities shall be under the supervision of a manager and a House committee. Said House committee shall be appointed by the Board of Trustees. All of said house rules shall conform to all Washington State and Washington State Agencies' rules and regulations.

The above By-Laws were adopted by unanimous vote of all members present at said August 3, 1960 meeting following motion duly made and seconded.

DATED at Seattle, Washington, this 3rd day of August, 1960.

The above By-Laws incorporate all amendments made on the following dates:

May 16, 1965

May 8, 1968
April 25, 1973
April 23, 1975
April 21, 1976
April 12, 1988
April 10, 1991
May 12, 1993
May 20, 1998
May 22, 2002
May 20, 2006
May 15, 2010
May 21, 2016
May 13, 2017
June 11, 2022