



Bylaws and Governing Documents

of the

Dakota Curling Club, Inc.

Incorporated into the State of Minnesota 2006

Board of Directors Approval: May 15, 2019

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ARTICLE I.
ORGANIZATION

1. The name of this organization shall be the DAKOTA CURLING CLUB (hereinafter referred to as “the Club”).

ARTICLE II.
PURPOSE

1. The following are the purposes for which this organization has been organized: to teach, develop, promote and encourage the sport of Curling; to develop youth and adult programs that lead to local, national and international competition; to coordinate and develop interscholastic competition; and to teach the sport to youth organizations as well as to interested adults by creating public awareness and appreciation for the sport.

ARTICLE III.
LOCATION

1. The principal office of the Club is to be located in the state of Minnesota and follow the relevant statutes of the state of Minnesota.

ARTICLE IV.
QUALIFICATIONS, RIGHTS AND PRIVILEGES OF MEMBERS

1. Qualifications of Members.

Membership in the Dakota Curling Club shall be open to all who wish to join, participate in, enjoy, teach or watch the sport of Curling. Membership shall be divided into voting and nonvoting classes. Voting classes shall consist of Full Members. Non-voting memberships include the classes of Social and Youth Memberships.

Classes of membership shall be unrelated to race, religion, sex or other exclusionary practices. All age requirements are as of June 30th of the preceding year consistent with United States Curling Association rules.

Voting (Full) members shall be entitled to vote at any general meeting of the Club. The privileges and obligations of membership for members of record of all classes may be further defined by the Board of Directors. Please see Article IV, section 2 for the definition of these classes.

2. Classes of Membership.

Classes of membership in this Club shall be as determined from time to time by the Board of Directors. All rules regarding classes of membership shall be reasonable and germane to the purposes of this Club and shall be equally enforced as to all members of the same class. The term of membership for all classes of membership in this Club shall be for one full curling season as determined by the Board of Directors.

The classes of membership in this Club shall be as follows:

Class 1 (Voting) – Full: Entitles a single member to curling privileges as determined by the Board of Directors. Must be 18 and older.

Class 2 (Non-Voting) – Social: Entitles friends and spouses of curlers to the rights and privileges of spectating at the games and participating in social activities.

Youth: Entitles a single member under the age of 18, or attending college or university and under the age of 27, to curling privileges as determined and approved by the Board of directors.

All Class 1 members of this Club in good standing shall be entitled to vote at all general and special meetings of the membership; said members being entitled to one vote each. Members under the age of 18 years shall not be entitled to vote at any meetings of the membership.

3. Membership Dues and Assessments.

SUBS 1. All applications for membership shall include the appropriate membership fee and be in writing or on electronic registration system.

SUBS 2. All member dues and fees shall be paid according to a schedule of amounts and due dates as established annually; or at other times by the Board of Directors.

SUBS 3. The Board of Directors shall determine the limit on the number of members of the Club in each classification.

SUBS 4. Every right and all interests of each member in the estate, property and privileges of the Club shall cease upon termination of his/her membership or death.

SUBS 5. Resignation shall be in writing to the Club and may be accepted by the Board of Directors provided the member resigning has discharged all his/her Club dues and obligations. Members may be considered as having resigned if dues and other fees have not been paid by the deadline established by the Board of Directors.

SUBS 6. In case a member shall be guilty of any violation of the bylaws, policies or rules, or in case his/her conduct may endanger, or tend to endanger the welfare, interest or character of the Club, the Board of Directors, by a 2/3 majority vote at a regular or special meeting, may censor, suspend, or may expel the offending member.

SUBS 7. Before any such expulsion of a member shall be enforced, the affected member shall be provided written notice of the offense and pending expulsion. The affected member shall have twenty (20) days from the date of the notice to appeal for a hearing before the Board of Directors at the next regular Board meeting.

Said member shall be notified of the date and time of the meeting of the Board of Directors and shall be given an opportunity to be heard on the matter. All proceedings of the Board of Directors involving the cancellation or termination of membership shall be held in closed session of the Board of Directors and the results of said proceedings shall be sealed and confidential.

SUBS 8. Non-members may be authorized by the Board of Directors to curl at special events or training programs.

SUBS 9. All rights and privileges of membership shall cease when the term of membership has elapsed or when membership has been terminated by action of the Board of Directors. The right of a member to vote and his/her interest in the Club or its property ceases upon the termination of his/her membership.

SUBS 10. A member of this Club may not voluntarily or involuntarily transfer their membership or any rights and privileges arising from membership.

ARTICLE V.

MEETINGS OF MEMBERSHIP

1. Place of Meetings.

Meetings of membership of the Club shall be held at the registered office of this Club in Lakeville, Minnesota, or at such other place within this State as may be designated by the Board of Directors.

2. Annual Meeting.

The annual meeting of the membership of the Club shall be held between May 15th and June 30th. The annual meeting shall be for the purpose of electing Directors and or the transaction of any other business which may come before the meeting. Notice of said annual meetings shall be given from 10 to 60 days prior to the meeting.

SUBS 1 When the annual meeting has not been held, or Directors have not been elected there at, Directors may be elected at a special meeting held for that purpose. Upon demand of any member, the President, Vice President, or Secretary shall call the special meeting for said purpose.

3. Special Meetings of Membership.

Special meetings of the membership of the Club may be called for any proper purpose at any time by the President or the Board of Directors or by any 3 or more members.

A person entitled to call a special meeting may make a written request to the President, Vice President, or Secretary to call the meeting. Such Officer shall give notice of the meeting to be held between 10 and 60 days after receiving the request. If the Officer fails to give notice of the meeting within seven days from the day on which the request was made, the person who requested the meeting may fix the time and place of meeting, and give notice in the manner provided by these bylaws.

4. Notice of Special Meetings.

Where notice of special meetings is required, notice shall be given in writing or electronically to all members entitled to vote at the meeting or election stating the time, place, and purpose of the meeting; properly addressed to said person according to the last available corporate record; sent or delivered by a duly authorized person to each Director or member entitled to vote at the meeting; and delivered or mailed not less than five nor more than 30 days before the meeting, excluding the day of the meeting.

5. Quorum.

A quorum is necessary for the transaction of business at a meeting of the membership of this Club. When a quorum is not present, any meeting may be adjourned from time to time for that reason. When a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may not continue to transact business. An act of the majority of the members present at a meeting at which a quorum is present is the act of the membership.

A quorum for meetings of the members of the Club shall consist of 10% of the total voting membership being present in person at said meeting.

6. Voting by Proxy

Voting by proxy shall be prohibited at all meetings of the membership of the Club.

7. Voting Rights

Members in good standing of the Club who are authorized and entitled to vote at meetings of the membership may vote by voice or by secret written ballot and shall be entitled to one vote per authorized member.

8. Adjournment of Meetings

When a meeting of the members of this Club is adjourned to another time or place, notice of the adjournment of the meeting need not be given other than to announcement at the meeting at which adjournment is taken.

ARTICLE VI.

DIRECTORS

1. Number and Qualifications

The management of the Club shall be vested in a Board of Directors which shall be composed of nine (9) members. Directors shall serve a term of three years and will not serve any more than three (3) terms in succession. At least two thirds of the directors shall be voting members of this Club (as outlined in Article IV, section 2) and in good standing. No more than one third directors may be non-members of the club.

2. Term of Office

A Director shall hold office for the term for which he/she has been elected and until his/her successor has been duly elected and has qualified, or until he/she has voluntarily resigned or has been removed from office pursuant to Minnesota Statutes.

3. Meetings of Directors

Meetings of the Board of Directors of the Club shall be held at such place, within this State, on a regular basis designated by the board. Notice of every meeting of the Board of Directors of the Club shall be given by the Secretary of the Club. An act of the majority of the Directors present at a meeting at which a quorum is present is the act of the board. The chair shall not vote except in the event of a split vote on a board action where the chair shall vote to break the tie.

4. Quorum

A quorum for meetings of the Board of Directors or of a standing committee is a simple majority of the membership of such board or committee.

5. Vacancies

The remaining members of the Board of Directors, though less than a quorum, shall fill any vacancy occurring on the board. A person so selected and approved by majority vote of the remaining members of the Board of Directors, shall hold office for the remainder of the term of the Director whose seat has been vacated and until their successor has been elected by the membership and has qualified.

6. Special Members of the Board of Directors.

SUBS 1. The League Manager will be an ex-officio member of the Board of Directors, with no voting rights. As a non-voting member, the league manager does not count towards quorum.

SUBS 2. The Bar Manger will be an ex-officio member of the Board of Directors, with no voting rights. As a non-voting member, the bar manager does not count towards quorum.

7. Removal of Directors.

The members of this Club, by a majority vote of those entitled to vote at an election of Directors, may, with or without cause, remove a Director or the entire Board from office. Neither a Director, nor the entire Board shall be removed from office unless the notice of the annual or special meeting, at which removal is to be considered, states such purpose. When the Board or a Director has been removed, new Directors may be elected at the same meeting.

8. Board Meetings Held by Remote Communication

Meetings of the board of directors, regular or special, may be held by means of remote communication, if offered and provided. Participation by a director by remote communication constitutes a quorum if the total number of directors present is sufficient. Participation by a director by this means constitutes their presence at the meeting in person.

9. Board Action Without a Meeting.

Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing and signed by all of the Directors. This includes in writing by email or electronic communication.

10. Voting by Proxy Prohibited.

A Director shall not appoint a proxy for themselves or vote by proxy at any meeting of the Board of Directors of this Club.

ARTICLE VII.

OFFICERS

1. Election and Appointment of Officers

The Board of Directors shall elect directors to exercise the functions of the offices of President, Vice President, Secretary, and Treasurer, and may elect or appoint any other Officers and agents deemed to be necessary. Officers of this Club need not be Directors, although all Officers must be members in good-standing of this Club. The same person shall not at the same time hold the offices of (a) President and Vice President or (b) President and Treasurer; an Officer may hold any other two offices at the same time.

2. Qualifications

The President, Vice President, Secretary, and Treasurer and any other Officers and agents elected, howsoever named, shall be natural persons of full age. The Board of Directors shall be authorized to prescribe such other special qualifications for Officers of this Club as they deem necessary.

3. Removal

An Officer may be removed, with or without cause, by the persons authorized to elect or appoint him/her. His/her removal is without prejudice to his/her contract rights.

4. Authority and Duties

Officers shall have the authority and duties in the management of the business of the Club as may be determined from time to time by the Board of Directors. An Officer shall discharge his/her duties in good faith and with diligence.

5. Executive Committee

The President, Vice President, Treasurer, Secretary, and any other elected Officer will constitute as the members of an Executive Committee. To the extent determined by the board, the executive committee will manage the business of the Club. The Executive Committee shall act only in the interval between meetings of the board and at all times is subject to the control and direction of the board. The actions of the Executive Committee shall be submitted to the following meeting of the full Board of Directors as advisory actions that must be approved by majority vote of the Board of Directors in order to be enacted.

ARTICLE VIII.

ELECTIONS

1. At the Annual Meeting, three (3) Directors shall be elected to serve a three (3) year term. In addition, elections shall be held to fill the remaining term of any director positions vacated since the last annual meeting. The term of office of each director elected shall commence on the day of election.
2. The election of all directors shall be conducted according to Robert's Rules of Order and shall be a Plurality vote.
3. Nominations for directors shall be made by the Board of Directors or by any member wishing to do so.

4. Nominations may be made in advance of the meeting or from the floor at the members' meeting. The president will call for nominations from the floor.

ARTICLE IX.

STANDING COMMITTEES OF DIRECTORS AND MEMBERS

1. Creation of Committees

The Board of Directors may establish committees, each of which shall consist of such persons with such authority as determined by the Board of Directors.

SUBS 1. Each committee shall serve at the pleasure of the Board, and the term of each committee, and the term of each member of each committee, shall be for a period determined by the Board of Directors.

SUBS 2. Special committees, as necessary, may be appointed by the President. Such special committees shall have no binding authority but shall make recommendations for the consideration of the Board of Directors, or the greater membership, as appropriate.

2. Requirements of Standing Committees

SUBS 1. Each standing committee must be chaired by a current member of the Board of Directors.

SUBS 2. Each chair of a standing committee must be appointed by the President and confirmed by majority vote of the Board of Directors.

SUBS 3. A quorum for a meeting of a standing committee must be the chair of the standing committee plus two (2) members in good standing.

SUBS 4. Each standing committee has the power to create relevant sub-committees and/or club committees in order to advance the mission of Dakota Curling.

3. Requirements of Sub-Committees and Club Committees

SUBS 1. Each sub-committee must be chaired by a member in good standing of Dakota Curling Club. Club committees do not require a member in good standing to chair the committee.

SUBS 2. Each sub-committee chair or club committee chair, will report the business and actions of their respective committee to the relevant standing committee or to the president for regular board meetings,

SUBS 3. A quorum for a meeting of a sub-committee must be the chair of the sub-committee plus two (2) members in good standing. A club committee can be the chair and at least one member in good standing.

ARTICLE X.

REMOTE COMMUNICATION

1. Member meetings held solely by means of remote communication

An annual or special meeting of members may be held solely by one or more means of remote communication, if notice of the meeting is given to every member entitled to vote, and if the number of members with voting rights participating in the meeting is sufficient to constitute a quorum at a meeting. Participation by a member by that means constitutes presence at the meeting in person.

2. Participation in member meetings by remote communication

When offered and available, a member unable to attend an annual or special meeting of members may, by means of remote communication, participate in a meeting of members held at a designated place. Participation by a member by that means constitutes presence at the meeting.

3. Meetings held by means of remote communication; participation

When offered and available, any meeting of members held solely by means of remote communication under subdivision 1 or in any meeting of members held at a designated place in which one or more members participate by means of remote communication under subdivision 2:

SUBS 1. The Club shall implement reasonable measures to verify that each person deemed present and entitled to vote at the meeting by means of remote communication is a member; and

SUBS 2. The Club shall implement reasonable measures to provide each member participating by means of remote communication with a reasonable opportunity to participate in the meeting, including an opportunity to:

(i) read or hear the proceedings of the meeting substantially concurrently with those proceedings;

(ii) if allowed by the procedures governing the meeting, have the member's remarks heard or read by other participants in the meeting substantially concurrently with the making of those remarks; and

(iii) if otherwise entitled, vote on matters submitted to the members.

4. Notice to Members

SUBS 1. Any notice to members given by the Club under any provision of this chapter, the articles, or the bylaws by a form of electronic communication consented to by the member to whom the notice is given is effective when given. The notice is deemed given:

(i) if by facsimile communication, when directed to a telephone number at which the member has consented to receive notice;

(ii) if by electronic mail, when directed to an electronic mail address at which the member has consented to receive notice;

(iii) if by a posting on an electronic network on which the member has consented to receive notice, together with separate notice to the member of the specific posting, upon the later of:

(a) the posting; and

(b) the giving of the separate notice; and

(c) if by any other form of electronic communication by which the member has consented to receive notice, when directed to the member.

An affidavit of the secretary, other authorized officer, or authorized agent of the Club, that the notice has been given by a form of electronic communication is, in the absence of fraud, prima facie evidence of the facts stated in the affidavit.

SUBS 2. Consent by a member to notice given by electronic communication may be given in writing or by authenticated electronic communication. The Club is entitled to rely on any consent so given until revoked by the member, provided that no revocation affects the validity of any notice given before receipt by the Club of revocation of the consent.

5. Waiver Allowing Electronic Communication

Waiver of notice by a member of a meeting by means of authenticated electronic communication may be given in the manner provided in subdivision 4. Participation in a meeting by means of remote communication described in subdivisions 1 and 2 is a waiver of notice of that meeting, except where the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at the meeting and does not participate in the consideration of the item at that meeting.

ARTICLE XI.

AMENDMENT OF BY-LAWS

1. Procedure

Except as provided in Minnesota Statutes for the initial by-laws, by-laws of this Club shall be adopted or amended in the same manner as prescribed for amendment of the articles of the Club.

ARTICLE XII.

CONSTRUCTION OF BYLAWS

1. The interpretation of these Bylaws and all that is authorized by them shall rest with the Board of Directors.

ARTICLE XIII.

DISSOLUTION

1. Procedure

Upon the dissolution of the Dakota Curling Club, net assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or the federal or a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Club is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.