

**PROPOSED BY-LAWS DRAFT 1-24-14**

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## ARTICLE 1.

### NAME AND STATUS

#### Section 1.1. Name.

The name of the corporation will be **United States Curling Association, Inc.** (referred to in the By-Laws as "USCA"). USCA may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

#### Section 1.2. Non-Profit Status.

USCA will be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Wisconsin. USCA will be operated for charitable and educational purposes and it will also have as its purpose to foster regional, national and international amateur sports competition in the sport of curling. USCA will operate consistent with and will maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code, as amended.

## **ARTICLE 2.**

### **OFFICES**

#### Section 2.1. Principal Offices.

The principal office of the USCA will initially be in Stevens Point, Wisconsin. USCA may at any time and from time to time change the location of its principal office. USCA may have such other offices, either within or outside Wisconsin, as the Board of Directors may designate or as the affairs of USCA may require from time to time.

#### Section 2.2. Registered Office.

The initial registered office of the USCA required by the Wisconsin Nonprofit Corporations law (the "Nonprofit Corporation Act) will be maintained in Wisconsin. The registered office may be changed from time to time by the Board of Directors. The registered office may be, but need not be, the same as the principal office.

## **ARTICLE 3.**

### **MISSION**

#### Section 3.1. Mission.

The Missions of the USCA will be to enable United States athletes to achieve sustained competitive excellence in Olympic, Pan American or Paralympic competition and to promote and grow the sport of curling in the United States. As the National Governing Body for the sport of curling, the USCA strives to grow the sport and to win medals in world championships and Olympic Games.

#### Section 3.2. Purpose.

In fulfillment of its mission, the USCA has been formed:

(a) To promote the game of curling and to unite the curling organizations located within the territorial limits of the United States of America.

(b) To maintain friendly relations and affiliation with international curling organizations.

(c) To represent curlers of the United States in any national or international discussions.

(d) To conduct, manage and operate national men's, women's, mixed doubles, juniors', seniors', club, mixed curling and such other competitions as may be sanctioned from time to time.

(e) To foster national and international amateur sport competition within the meaning of 501(c)(3) of the Internal Revenue Code, as amended. Notwithstanding any other provision of these By-Laws, the USCA will not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under 501(c)(3) of the Internal Revenue Code.

(f) To operate for educational and charitable purposes, coordinating programs and activities for Individual Curlers, Curling Clubs and State and Regional Curling Associations in the United States.

(g) To disseminate information and maintain records pertaining to curling.

(h) To provide an effective means of communication for the distribution of instructional materials, literature, rules and other information; and to enhance the transmission of ideas among athletes, coaches, officials, and all Individual Curlers, Curling Clubs and State and Regional Curling Associations.

## ARTICLE 4.

### RECOGNITION AS NATIONAL GOVERNING BODY

#### Section 4.1. Recognition as a National Governing Body.

(a) The USCA is currently the national governing body for the sport of curling within the territorial limits of the United States of America and will be operated in such a manner to maintain such a status.

(b) In furtherance of that purpose, the USCA will comply with the requirements for recognition as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. §220501 *et seq.* and as mandated in accordance with federal law by the United States Olympic Committee as such requirements are promulgated or revised from time to time. In fulfilling those requirements USCA will:

i. be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee as the worldwide governing body for the sport of curling;

ii. be autonomous in the governance of the sport of curling by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;

iii. maintain the managerial and financial competence and capability to establish national goals for curling relating to the development and well-being of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for the sport of curling;

iv. provide for individual and organizational membership;

v. ensure that its Board of Directors has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur athletic competition in curling or who have represented the United States in an international amateur athletic competition in curling within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than twenty (20) percent of the voting power held in its Board of Directors or other governance body;

vi. be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin, sexual orientation or sex, with representation on the Board of both males and females when reasonably possible;

vii. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in curling competitions without

discrimination on the basis of race, color, religion, age, sex, sexual orientation or national origin;

viii. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body;

ix. provide procedures for the prompt and equitable resolution of grievances of its members;

x. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;

xi. agree to submit to binding arbitration in any controversy involving (i) its recognition as a national governing body, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur competition in curling, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the commercial rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Olympic and Amateur Sports Act;

xii. not have eligibility criteria relating to amateur status or to participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of curling recognized by the International Olympic Committee;

xiii. perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act by and the USOC on a National Governing Body.

xiv. provide for reasonable direct representation on its Board of Directors for any amateur sports organization which conducts a national program or regular national amateur athletic competition in curling on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competition and ensures that the representation reflects the nature, scope, quality and strength of the programs and competitions of the amateur sports organization in relation to all other programs and competition in curling in the United States.

## **ARTICLE 5.**

### **MEMBERS**

#### Section 5.1. Categories of Membership.

(a) The USCA will have membership as follows:

(i) All State and Regional Curling Associations which are Members of the USCA as of the effective date of these By-Laws;

(ii) All At Large clubs which are Members of the USCA as of the effective date of these By-Laws and who are current in payment of USCA dues as of the effective date of these By-Laws;

(iii) All curling clubs located within the territorial limits of the United States of America each of which is also a member of a State or Regional Curling Association as of the effective date of these By-Laws and which curling clubs are current in payment of USCA dues as of the effective date of these By-Laws; and

(iv) Any other State or Regional Curling Association or curling club which applies for membership pursuant to Section 5.2 and is granted membership pursuant to Section 5.3.

(b) The USCA may have additional individual or affiliated organizations as adjunct members as the Board may deem appropriate or as required by law.

(c) The United States Women's Curling Association, as an organization of curlers conducting curling programs that are national in scope, is recognized as an adjunct member but without vote at any Members' Assembly meeting.

#### Section 5.2. Application Procedure.

(a) The procedure for applying for membership in the USCA will be:

(i) Written application for membership must be made to the secretary of the USCA at least sixty (60) days prior to commencement of the annual Members' Assembly.

(ii) The written application will be in such form as the USCA may require. Said application will, at the minimum, contain the following:

1. Must be executed by the secretary of the applying entity (hereinafter applicant) and will contain the name of the applicant; and,

2. Must contain the names and e-mail and/or mailing addresses of all of the Individual Curlers who are members of the applicant; and,

3. Must contain a copy of the applicant's Articles of Incorporation/Charter and By-Laws, as applicable; and,

4. Must contain a request for membership and a statement that the applicant will actively participate in the conduct of the affairs of the USCA and will abide by its



rules and regulations; and,

5. Must contain a statement that the applicant will select/admit its Individual Curlers without regard to race, color, religion, age, sex, sexual orientation or national origin; and,

6. If applicant is a Curling Club, must contain a statement that either the applicant has applied for membership in a State or Regional Curling Association in the geographic area and that said State or Regional Curling Association has rejected it as a Member or for other cause it is not a member of a State or Regional Curling Association.

7. Must contain a statement that the applicant will not endanger the tax exempt status of the USCA under the Internal Revenue Code; and,

8. Such other information as the Board may require.

(b) The procedure for applying for membership in the USCA for those entities identified under Section 5.1(b) will be as determined by the Board.

#### Section 5.3. Election of Membership.

(a) The election to membership will be by affirmative vote of majority of the Members at a Members' Assembly. All Members will be selected without regard to race, color, religion, age, sex, sexual orientation or national origin.

(b) Provisional membership may be granted at the sole discretion of the CEO subject to an election as provided for in Section 5.3(a) held at the next Members' Assembly meeting.

#### Section 5.4. Membership Requirements and Dues.

Membership in USCA is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements and dues as the Board will deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board will deem necessary or appropriate. No privilege of membership will be available until all membership requirements are satisfied and all dues are paid in full. The Payment of dues is an obligation both of a Member club and of the Region to which the club belongs.

#### Section 5.5. Dues.

(a) Each Member of the USCA will pay annual dues. These annual dues will be based upon each Individual Curler of the Member and will be in an amount to be fixed, from time to time, by the Board of Directors. Adjunct members of the USCA will pay annual dues in an amount to be fixed, from time to time, by the Board of Directors. Annual dues will be paid to the USCA on or before January 31<sup>st</sup> of each year. A roster of Individual Curlers by Curling Club Member, stating the name and e-mail and/or mailing addresses of each Individual Curler, must be attached to the dues payment on an annual basis.

(b) Any Member in arrears in its annual dues at the end of the fiscal year of the USCA in which the obligation was due will be placed on probationary status. Notice from the USCA to the Member must be given in writing and delivered by either regular first class mail, facsimile or electronic mail to the designated representative of said Member. If said Member is a State or Regional Curling Association, and the arrearage arises as a result of a Curling Club being in arrears in payment of annual dues which club is also a member of the State or Regional Curling Association then notice must be given concurrently to both the State or Regional Curling Association President and to the President of said Curling Club of the arrearage and of the fact that both the State or Regional Curling Association and said Curling Club will be placed on probationary status if the delinquency is not cured by June 30. Before imposing the penalties of probationary status, the USCA must send the above notice no later than March 31 of the year when the arrearages were incurred, in order to give the Curling Club and State and Regional Curling Association an opportunity to timely cure the arrearage before the end of the fiscal year on June 30, or for the State or Regional Curling Association to begin the process of revoking the membership of the Curling Club under Section 5.5(e).

(c) While on probationary status, a Curling Club that has failed to pay its dues timely after notice will suffer the following consequences:

(i) The Curling Club will have no authority to vote in any Member's Assembly, and its curlers will not be counted in computing the votes of the Regional Curling Association of which the Club is a member at any Members Assembly or for allocation of directors;

(ii) A curling club that remains in arrears after June 30 after the due date of the dues will be ineligible to host a USCA event; its curlers will not receive the Curling News, and will not be eligible to register for any championship event requiring that the curler be a member in good standing of a curling club that belongs to a USCA Regional Curling Association or an at large curling club in good standing with the USCA;

(iii) Any curler who is a member of the curling club in arrears after June 30 (and is not also a member of a different club in good standing) will no longer be eligible to serve on any Standing Committee, any Members Assembly Committee, and may not continue to act as a director of the USCA until the delinquent dues are paid.

(d) The State or Regional Curling Association of which the delinquent curling club is a member club will suffer no immediate consequences of the delinquency of its member club other than the loss of the voting rights attributable to the curlers in the delinquent club. If the dues are still in arrears on January 31 of the year following the year the obligation was due, and no action has been taken by the Regional Curling Association under Section 5.5(e), the directors of the State or Regional Curling Association will lose the ability to vote at any directors meeting until the delinquency is cured or action has been taken under Section 5.5(e). If, on June 30 of the year following year when the obligation was due, the State or Regional Curling Association still has not secured payment of the dues owed for the delinquent curling club or has not revoked the delinquent curling club's membership in the State or Regional Curling Association under Section 5.5(e) in a timely manner according to the State or Regional Curling Association's by-laws, and the curling club remains delinquent one year after the end of the fiscal year in which the dues were owing, the State or Regional Curling Association's Membership in the USCA may be revoked pursuant to Section 5.6. If a Curling Club which is in arrears in its annual dues at the

end of the fiscal year of the USCA is an At Large Club or a member of the Colorado or Nebraska Associations and not a member of any subsequently formed Regional Curling Association accepted as a Member of the USCA, provisions of Section 5.5(c) will apply. If said Curling Club or an adjunct member continues in arrears for one year from the due date of its annual dues, then the membership of the Curling Club or the adjunct member in the USCA will be revoked, effective upon thirty (30) day written notice to said Curling Club or adjunct member, notwithstanding Section 5.6.

(e) Upon receiving notice from the USCA of a Curling Club member being in arrears of its USCA annual dues, which Curling Club is also a member of State or Regional Curling Association, the State or Regional Curling Association may elect to revoke the membership of said Curling Club in said State or Regional Curling Association at a meeting of said State or Regional Curling Association, in compliance with the By-Laws of said State or Regional Curling Association. If said revocation is timely made, said State or Regional Curling Association will be removed from probationary status attributable to said Curling Club.

(f) If a Curling Club Member and/or State or Regional Curling Association Member and/or adjunct member fails to timely pay said annual dues by the end of the fiscal year of the USCA in which the obligation was due, in order to be reinstated in good standing and removed from probation status, said Member will pay both the amount of the annual USCA dues then in arrears together with a 20% assessment fee. This will not apply to a State or Regional Curling Association Member if Section 5.5(e) is applicable.

#### Section 5.6. Suspension and Termination of Membership.

(a) The membership of any Member may be terminated, at any time, for cause by two-thirds ( $2/3^{\text{rd}}$ ) vote of either the Board of Directors or the Members. However, if the termination is by vote of the Board of Directors, the same must be ratified by the Members at the next Members' Assembly annual meeting by a two-thirds ( $2/3^{\text{rd}}$ ) vote of the Members. Said two-thirds ( $2/3^{\text{rds}}$ ) vote of the Members will be determined excluding the vote of the Member upon whose membership the termination vote is taken.

(b) Between the date of termination by the Board of Directors and the next meeting of the Members' Assembly, the affected Member may request a hearing before the Judicial Committee. A Member must petition for said hearing within Thirty (30) days of the date notice was given to the Member of said termination. Said Member will be entitled to only one hearing. Said Thirty (30) day period will commence with the date notice of termination by action of the Board of Directors is mailed, faxed or e-mailed, as applicable. The Member will not have any hearing rights if membership is terminated by a vote of the Members.

(c) Any Member may resign by filing a written resignation with the Secretary of the USCA. However, such resignation will not relieve the Member so resigning of the obligation to pay any dues, assessment or other charges theretofore accrued or unpaid.

#### Section 5.7. Transfer of Membership.

Members may not transfer their membership in USCA. Members will have no ownership rights or beneficial interests of any kind in the property of USCA.

Section 5.8. Reinstatement.

Upon written request setting forth reasons for reinstatement signed by a former Member, which request must be filed with the Secretary of the USCA and provided outstanding dues, assessments, and other charges in amounts as determined by the Board of Directors have been fully paid, either the Board of Directors or the Members may, by an affirmative two-thirds ( $2/3^{\text{rd}}$ ) vote reinstate such former Member upon such terms as may be deemed appropriate. If said former Member is reinstated by the Board of Directors, said reinstatement will be provisional subject to an affirmative two-thirds ( $2/3^{\text{rd}}$ ) vote by the Members at the next Members' Assembly annual meeting. Said two-thirds ( $2/3^{\text{rds}}$ ) vote will be determined excluding the vote of said petitioning former Member.

## ARTICLE 6.

### STATE/REGIONAL DIVISIONS

#### Section 6.1. State/Regional Divisions.

(a) The State and Regional Curling Associations initially recognized are as defined pursuant to Section 23.6. As the sport of curling grows in its participation and the additional Curling Clubs are created, in the best interest of the sport of curling and the USCA, the Board of Directors may recognize additional State or Regional Curling Associations or recognize a change in the geographic scope of any present State or Regional Curling Association. To effectuate said recognition of any change in the geographic scope of any present State or Regional Curling Association, the change will originate from the Members pursuant to a Petition. Said Petition will state the reasons for and the facts supporting said change. Said Petition will be signed by Members in good standing, with no less than 50% of the total vote of the membership as determined pursuant to Section 10.4.

(b) For purpose of applicable curling competitions, the Board will endeavor to maintain the same division of States and Regions as has been historically recognized. The Board will take into consideration the growth of curling in non-traditional curling areas of the United States and other relevant circumstances in any future change in geographic division of applicable curling competition. The Board may effectuate change only once every four (4) years.

#### Section 6.2. Curling Clubs Assigned to a State/Region.

(a) An individual Curling Club may petition the USCA for assignment to a State or Regional Curling Association other than the one with which they are then presently associated with geographically. The Board of Directors will make the determination based upon the best interests of the USCA, the State and Regional Curling Association, and upon the governance of the USCA and said State and Regional Curling Associations.

(b) For purposes of competition, individual Curling Clubs may petition the USCA for assignment to a State or Regional Curling Association other than the one they are then associated with geographically. The Chief Executive Officer will make the determination based upon the best interest of the USCA, the States or Regional Curling Association, and the competition. Any substantial re-organization of the States and Regions for purposes of competitions shall require approval by the Board of Directors so that policy considerations may be addressed.

## **ARTICLE 7.**

### **BOARD OF DIRECTORS**

#### Section 7.1. General Powers.

Except as otherwise provided in these Bylaws, all corporate powers will be exercised by or under the authority of, and the business and affairs of USCA will be managed by, its Board of Directors.

#### Section 7.2. Function of the Board.

(a) The USCA Board of Directors will represent the interests of the curling community and its athletes in the United States by providing USCA with policy, guidance and strategic direction. The Board shall provide oversight and direction to the management of USCA and its affairs. The day to day operational responsibilities of the USCA will be the responsibility of the CEO. As a paramount duty, the Board will select a well-qualified and ethical Chief Executive Officer and diligently oversee the Chief Executive Officer in the operation of USCA. The Board will focus on long-term objectives and impacts rather than on day-to-day management. The Board will empower the Chief Executive Officer to manage a staff-driven organization supported by volunteers with effective Board oversight.

(b) In addition, the Board will perform the following specific functions, without limitation by enumeration:

- i. implements procedures to orient new Board directors, to educate all Board directors on the business and governance affairs of USCA, and to evaluate Board performance.
- ii. selects, compensates, and evaluates the Chief Executive Officer and plans for management succession;
- iii. reviews and approves USCA's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- iv. sets policy and provides guidance and strategic direction to management on significant issues facing the USCA;
- v. sets policy and provides guidance and strategic direction to management on the responsibilities and obligations of the USCA as the national governing body for the Olympic sport of curling;
- vi. reviews and approves significant corporate actions;
- vii. oversees the financial reporting process, communications with Members, athletes and other constituents, and USCA's legal and regulatory compliance program;
- viii. oversees effective corporate governance;
- ix. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;

- x. reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- xi. monitors to assure USCA's assets are being properly protected;
- xii. monitors USCA's compliance with laws and regulations and the performance of its broader responsibilities;
- xiii. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis; and
- xiv. designs and supports an active fundraising program for USCA.

### Section 7.3. Diversity of Discussion.

USCA's Board will be sensitive to the desirability of diversity at all levels of USCA, including among its athletes. The Board will develop and implement a policy of diversity at all levels of USCA, supported by meaningful efforts to accomplish that diversity. The Board will develop norms that allow and encourage open discussion and allow and encourage the presentation of differing views.

### Section 7.4. Qualifications.

(a) Each director of the Board of Directors must be a citizen of the United States and eighteen (18) years of age or older.

(b) A director will (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USCA. Directors will possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, understanding of the responsibilities and obligations of a national governing body for the Olympic sport of curling, and have diverse experience in the key business, financial, and other challenges that face USCA, from time to time. Directors will have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, legal and sport.

### Section 7.5. Number.

(a) All Member-elected and athlete-elected board members will be dues paying Individual Curlers in good standing of at least one (1) Curling Club Member at the commencement of and throughout their term of office together with said Curling Club Member of which said director is a dues paying Individual Curler also being in good standing with the USCA at the commencement of and throughout said director's term of office. An athlete-elected board director, in the alternative, may be a fee-paying individual member of the USCA as provided for under the rules and regulations of USOC for competing athletes, as the same may be amended from time to time.

(b) The Board of Directors will consist of Member-elected directors as set forth in Section 7.6, Board-elected directors as set forth in Section 7.7, and athlete-elected directors as set forth in Section 11.3.

(c) A person approved by the United States Women Curling Association as its representative/liason will be a member of the Board of Directors of the USCA with both a voice and a vote.

(d) At the discretion of the Board of Directors, the representatives to the World Curling Federation from the United States, who are not otherwise directors, and the representatives to the USOC for curling, who are not otherwise directors, may be invited, from time to time, to attend meetings of the Board on a voice but no vote basis. Said representatives will not count towards any determination of a quorum.

#### Section 7.6. Member-Elected Directors.

(a) The three Member States and/or Regional Curling Association that have the three highest number of dues paying Individual Curlers out of all of the Member States and Regional Curling Association will have two (2) Member-elected directors each.

(b) Of the remaining Member State and Regional Curling Associations, those six which have the highest number of dues paying Individual Curlers out of the remaining Member State and Regional Curling Associations will have one director each. The At Large Club Members and any other Member State and Regional Curling Associations will share one director.

(c) The initial allocation of Member-elected directors will be based upon the number of dues paying Individual Curlers of the Member States and Regional Curling Association as of January 31<sup>st</sup> of the calendar year these By-Laws are adopted.

(d) A subsequent reallocation of Member-elected directors will be done every two (2) years by the Secretary beginning two (2) years from the effective date of these By-Laws. Said reallocation will be based upon the number of dues paying Individual Curlers of the Member State and Regional Curling Associations as of a date to be determined by the Board from time to time, but no earlier than January 31<sup>st</sup>. The maximum number of Member-elected directors shall be a total of thirteen (13).

(e) In selection of the date for reallocation, the Board may set different dates for dedicated curling ice and non-dedicated curling ice facilities to report and pay dues for Individual Curlers.

#### Section 7.7. Board-Elected Directors.

(a) The Nominating/Governance Committee will present a slate of candidates for board-elected director positions to the Board of Directors. In determining said slate, the Nominating/Governance Committee will affirmatively make a determination as to the independence of each candidate who is nominated for election as a board-elected director, and disclose those



determinations. Under a definition of “independence” as adopted by the Board, from time to time, one of the preferred requirements of a board-elected director will be that the person has no material relationship with the USCA, either directly or through an organization that has a material relationship with the USCA. A relationship is "material" if, in the judgment of the Nominating/Governance Committee, it would interfere with the candidate's independent judgment.

(b) The following are a set of guidelines to be applied on a case by case basis by the Nominating/Governance Committee in evaluating the "independence" of any potential candidate for a board-elected director position. These guidelines are to be applied within a time frame of twelve (12) months preceding the election as a board-elected director. These guidelines are as follows:

i. the candidate was employed by or held any Governance Position (whether a paid or volunteer position) with USCA, regional or state curling associations, or the international federation for curling;

ii. an immediate family member of the candidate was employed by or held any Governance Position (whether a paid or volunteer position) with USCA, regional or state curling associations, the USOC, or the international federation of curling;

iii. the candidate was affiliated with or employed by USCA's outside auditor or outside counsel;

iv. an immediate family member of the candidate was affiliated with or employed by the USCA's outside auditor or outside counsel as a partner, principal or manager;

v. the candidate or an immediate family member of a candidate was a member of USCA's Athletes' Advisory Council;

vi. the candidate has received or will be receiving any substantial compensation from USCA, directly or indirectly;

vii. the candidate is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does substantial business with USCA.

(c) If during a board-elected director's term said director has a change in his/her status such that a question arises as to his/her continued independence as provided for in these By-Laws, said director will inform the Nominating/Governance Committee of said changes in a timely manner such that the Nominating/Governance Committee may determine whether it is appropriate to re-nominate said individual as a board-elected director for a succeeding term.

(d) If a person is elected as an independent director board-elected, that person is obligated to resign any position that said person holds as an officer or board member of a curling Club or State or Regional Curling Association member immediately upon said person's election to the Board of Directors as an independent director. As an independent director, said person will not, subsequent to his/her election as an independent director and while serving as an independent director, take a position as an officer or board member of a Curling Club or State or Regional Curling Association member.

(e) Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a director is independent, will be made by the Nominating/Governance Committee.

(f) There may be up to a maximum of four (4) board-elected directors.

(g) The Nominating/Governance Committee will present a slate of candidates to the Board of Directors to stand for election as board-elected directors. Said slate will be provided at least 30 days in advance of the next scheduled meeting of the Board of Directors.

#### Section 7.8. Tenure.

The term of office for a director of the Board of Directors, whether member, board, or athlete elected, will be two (2) years. However, a director will hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.

#### Section 7.9. Staggered Board.

(a) Directors of the Board will be elected to staggered two- (2) year or shorter terms. To implement the staggered Board system, the initial Board will be comprised of some individuals who serve one- (1) year terms and some individuals who serve two- (2) year terms. The term will run from the date of election to the Board. Prior to election of the initial Board, the Nominating/Governance Committee will designate, whether the board-elected director position is for one- (1) or two- (2) year term.

(b) For Member-elected directors, those State and Regional Curling Association which have multiple directors on the USCA Board, each director will have a different length of his/her initial term as determined by said State or Regional Curling Association such that the terms are staggered. For the balance of the States and Regional Curling Association who have one director, those four (4) directors who will have an initial two (2) year term will be determined by random, by a drawing of cards by the then current USCA directors from each of said States and Regional Curling Association.

#### Section 7.10. Term Limits.

(a) No director of the Board of Directors will serve more than four (4) consecutive terms. For the initial Board, a term of one half (1/2) the maximum allowed will constitute a full term. Thus, any person elected for a one- (1) year term will be eligible to serve only three (3) additional two- (2) year terms immediately following the one- (1) year term.

(b) When a director is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, and the remaining term is one (1) year or more, such term will constitute a full term. Thus, if the vacancy being filled is for one (1) or more years, then the maximum consecutive term is three (3) additional two year terms immediately following the termination of the current term. If the vacancy being filled is for less than one (1) year, the

term will not be a full term and the director will be able to serve four (4) additional full consecutive terms following completion of the filled vacancy term.

#### Section 7.11. Director Attendance.

Directors of the Board of Directors will be encouraged to attend in person all regularly scheduled Board meetings. During the Director's term, Directors will be required to attend in person or by electronic means no less than one half (1/2) of all regularly scheduled Board meetings upon penalty of sanctions by the Board.

#### Section 7.12. Resignation, Removal and Vacancies.

(a) A director's position on the Board of Directors will be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director may resign at any time by giving written notice to the Chair of the Board, except the Chair's resignation will be given to the Chief Executive Officer. Such resignation will take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

(b) A director will be subject to sanction or removal by the Board if the director fails to attend at least one-half (1/2) of the regular meetings of the Board during any twelve (12) consecutive month period, unless the director is able to demonstrate to the Board that the presence of exigent circumstances would support any excused absences. Said absent director may be removed or sanctioned only by an affirmative vote of at least two-thirds (2/3rds) vote of the Board, not including the vote of the absent director.

(c) A director may be removed for cause after being provided an opportunity for the director to be heard by the Board. Removal will be upon an affirmative vote of at least two-thirds (2/3) vote of the Board, excluding the vote of the director in question. The Ethics Committee will develop guidelines for violations that may be considered as cause for removal, and present those guidelines to the Board for approval.

(d) Prior to the Board hearing on any request for removal for cause, a complaint will first be filed with the Ethics Committee. The complaint will be in the form and the substance as determined by the Ethics Committee. A copy of said complaint will also be provided to the director, against whom said complaint is made. The Ethics Committee or its designee will investigate the facts independently from that presented in the complaint. All parties will cooperate with said investigation. The Ethics Committee will present its findings based upon its investigation to the Board at the hearing to be held by the Board on the complaint. The hearing held by the Board on said complaint will, as applicable, be pursuant to the provisions as set forth in Section 15.8(b), (c), (d), (e), (f), (g), (h), (i), (j) and (k), as well as Sections 15.9 and 15.11 of these By-Laws, as amended from time to time. Unless otherwise required by The Ted Stevens Olympic and Amateur Sports Act, as amended from time to time and/or the USOC By-Laws, as amended from time to time, there will be no appeal to the USOC. The hearing held by the Board will be on no less than Thirty (30) days advanced notice.

(e) In lieu of removal of a director, the Board may, after the hearing, issue other sanctions including a private or public censure, removing said director from membership on any committees or suspending the voting privileges of said director.

(f) If a director is temporarily unable to fulfill the director's duties, as determined by the Board upon two-thirds vote of the Board or at said Director's written declaration, then an acting director may be elected to assume said duties, at the discretion of the Board. The acting director will serve until the Director is capable to resume the director's duties as determined by the Board upon two-thirds vote or the term of said Director ends, whichever occurs first.

(g) Any vacancy occurring in the Board will be filled as set forth for the election of the same type of director. A director elected to fill a vacancy will be elected for the unexpired term of such director's predecessor in office.

(h) No director will be subject to removal or to not being re-nominated based on how the director voted as a director, unless such voting is in violation of the USCA's Code of Ethics. The same rules and procedures will apply to resignation, removal, and vacancy in the office of Chair.

(i) After a hearing before the Board and upon a vote of two-thirds (2/3rds) of the Board, excluding the director in question, if a board-elected director is no longer considered independent pursuant to Section 7.7(c), then said director will immediately be removed as a director.

#### Section 7.13. Regular and Special Meetings.

The Board of Directors will meet at regularly scheduled meetings at least four (4) times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances. Such meetings will be spaced throughout the year. Special meetings of the Board will be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the directors of the Board.

#### Section 7.14. Notice of Meetings.

(a) Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, will be given to each director of the Board by or at the direction of the Chair of the Board. Notice will be given in writing. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice will be delivered to the director's business or residential address (or to such other address provided by the director for such purpose), to the director's facsimile telephone number or to the director's email address. Written notice will be delivered no fewer than twenty (20) days before the date of the meeting, except if the notice is of a special meeting. Notice of special meeting will be delivered no fewer than 96 hours before the date and time of the meeting. If mailed, such notice will be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice will be deemed to be given when the transmission is complete.

(b) A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting will constitute a waiver of notice of such 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.

#### Section 7.15. Quorum.

The presence of a majority of the directors of the Board of Directors at the commencement of any meeting will constitute a quorum for the transaction of business. The act of a majority of directors in attendance at the meeting will constitute the act of the Board, unless the By-Laws require otherwise. Quorum will not be lost if during the meeting one or more directors leave.

#### Section 7.16. Consent.

(a) The Board may act by the unanimous written consent of all directors.

(b) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director who delivers a document evidencing said vote to the USCA will be deemed to have waived the right to demand that action not be taken without a meeting. Said document may be delivered by facsimile or by electronic means or by mail.

#### Section 7.17. Voting by Proxy.

No director may vote or act by proxy at any meeting of directors.

#### Section 7.18. Presumption of Assent.

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken is presumed to have assented to the action taken unless such director's dissent or abstaining will be entered in the minutes of the meeting or unless the director files a written dissent or abstaining to such action with the individual acting as the Secretary of the Board before the adjournment of the meeting forwards such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent will not apply to a director who voted in favor of such action.

#### Section 7.19. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

(a) The Board of Directors will have the power to transact its business by mail, electronic-mail or other electronic means of communication, or by telephone, or facsimile, if in the judgment of the Chair of the Board the urgency or efficiency of the matter requires such action.

(b) At the discretion of the Chair, a vote on a matter properly before the Board of Directors but for election of board-elected directors or board-elected standing committee members, may be taken by facsimile, electronic mail or other electronic means of

communication. Notice of the vote will be provided by facsimile, electronic mail or other electronic means of communication no later than 24 hours prior to the commencement of taking of the vote. Any member of the Board of Directors who has a vote may request that the vote be taken by conference call or other similar communications equipment by which persons participating in the meeting may hear each other at the same time. For this request to be effective, the same must be made no later than 18 hours after the notice of the vote has been transmitted or prior to an affirmative vote of the majority of the Board of Directors having been submitted, whichever occurs last. Said request must be communicated to the USCA and the Chair by facsimile, electronic mail or other electronic means of communications. The time limit within which the votes of the Board of Directors will be recorded will be within five (5) days from the day the text of the matter to be voted upon was communicated to the Board of Directors.

#### Section 7.20. Agenda.

The Chair, in consultation with the Chief Executive Officer and the Chairs of the standing committees, will determine the agenda for Board meetings. Directors will be permitted to request items for inclusion on the agenda for Board meetings.

#### Section 7.21. Questions of Order and Board Meeting Leadership.

Questions of order will be decided by the Chair of the Board or the parliamentarian for the meeting, if appointed by the Chair. The Chair will lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair will designate in writing in advance one (1) other member of the Board to preside. If the Chair is unable to make or has not made such a designation, the Board may choose at the commencement of the meeting another member of the Board to serve as presiding officer for that meeting.

#### Section 7.22. Effectiveness of Actions.

Actions taken at a meeting of the Board of Directors will become effective immediately following the adjournment of the meeting, except as otherwise provided in the By-Laws or when a definite effective date is recited in the record of the action taken.

#### Section 7.23. Open and Closed Meeting Sessions.

Ordinarily, all meetings of the Board of Directors will be open to representatives of Members, and where appropriate, the public. However, if the Chair of the Board, with the consent of a majority of the directors of the Board in attendance, deems it appropriate to exclude the public at an open meeting for any reason, then the Chair may declare that the meeting is closed. Also, if the Chair of the Board, with the consent of the majority of the directors of the Board in attendance, deems it is appropriate to exclude representatives of Members in order to convene a closed session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or any other sensitive matter, the Chair may exclude all representatives of Members and public and specifically designate and call a closed session.

Section 7.24. Minutes of Meetings.

The minutes of all meetings of the Board of Directors will be published on USCA's website. Every reasonable effort will be made to publish the minutes within ninety (90) days after completion of the meeting.

Section 7.25. Compensation.

Directors of the Board of Directors will not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USCA's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USCA in any other capacity. This provision does not prohibit a State or Regional Curling Association from reimbursing a director for the director's expenses for attending a Board of Directors meeting.

## **ARTICLE 8.**

### **OFFICERS**

#### Section 8.1. Designation.

The principal but not sole officer of USCA shall be a Chair of the Board (hereinafter Chair).

#### Section 8.2. Election/Selection.

The Chair will be elected from among the directors of the Board. Recognizing the significance of the Chair in international matters, the Chair will exercise ceremonial or representational functions in the international context, but the Chief Executive Officer (hereinafter CEO), serving as Secretary General, will remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to the world curling federation and the USOC.

#### Section 8.3. Other Positions.

(a) The CEO will designate one member of the staff or a volunteer to serve as USCA's corporate secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings. The CEO, at his/her sole discretion, may also designate an assistant secretary.

(b) The CEO will designate one (1) member of the staff or a volunteer to serve as USCA's treasurer and to handle the ministerial function required by that position under corporate law. The CEO, at his/her sole discretion, may also designate an assistant treasurer.

#### Section 8.4. Tenure.

(a) The newly elected Chair will take office immediately. The Chair will hold office until the Chair's successor is elected and qualified, or until the Chair's earlier resignation, removal, incapacity, disability or death.

(b) The term of office of the secretary, the treasurer, the assistant secretary and/or assistant treasurer, if any, is unlimited. If a staff member is the secretary, assistant secretary, treasurer, and/or assistant treasurer, the staff member may hold office until his/her employment by the USCA ends. A staff member or volunteer as the secretary, treasurer, assistant secretary, and/or assistant treasurer will hold office until the CEO designates a different individual to serve as secretary, treasurer, or assistant secretary or assistant treasurer or until the same's earlier resignation, removal by the CEO, incapacity, disability or death. In any circumstance in which the CEO has not designated a staff member or volunteer to serve as either secretary or treasurer, the Board of Directors may select a Director of the Board or other individual to serve as secretary or treasurer.



### Section 8.5. Authority and Duties of Officers.

The officers of USCA shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors (hereinafter Board) or these Bylaws, except that in any event each officer will exercise those powers and perform such duties as may be required by law:

(a) Chair. The Chair will:

- i. set all meeting and meeting agendas of the Board;
- ii. preside over all meetings of the Board;
- iii. in the event the Chair is unable to attend a meeting of the Board, the Chair will designate a director to act as Chair pro tem for that meeting.

(b) Chief Executive Officer will:

- i. on an operational basis, implements the policies, goals and strategic plan established by the Board;
- ii. perform such duties as from time to time may be assigned to the Chief Executive Officer by the Chair, subject to the approval of and limitations set by the Board.

(c) Secretary. The Secretary will:

- i. keep the minutes of the proceedings of the Board;
- ii. see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;
- iii. be custodian of the corporate records;
- iv. perform all duties incident to the office of Secretary; and
- v. perform such other duties as from time to time may be assigned to the secretary by the CEO or by the Board, or as required by these By-Laws.

(d) Treasurer. The Treasurer will:

- i. if required by the Board of Directors, have a bond for the faithful discharge of the Treasurer's duties in such a sum such surety or sureties as the Board of Directors shall determine;

ii. will have charge and custody of and be responsible for all funds and securities of the USCA;

iii. receive and give receipts for monies due and payable to the USCA in such banks, trust companies or other depositories as will be selected by the CEO;

iv. in general perform all duties incident to the office of the treasurer and such other duties as from time to time may be assigned to the treasurer by the CEO, the Board, or by these By-Laws.

(e) Assistant Secretary. An assistant secretary, if any, will have the same duties and powers as the secretary.

(f) Assistant Treasurer. An assistant treasurer, if any, will have the same duties and powers as the treasurer.

#### Section 8.6. Restrictions.

Officers of USCA will perform their functions with due care. No individual may serve simultaneously as an officer of USCA and as an officer of a Member of USCA or as an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body.

#### Section 8.7. Term Limits.

(a) The term of the Chair will be two (2) years. Over a maximum term limit as a director, no individual will serve as Chair for more than two terms and the terms may not be consecutive. For example, an individual may serve as Chair during his/her third and fourth and sixth and seventh years on the Board.

(b) For the initial Chair, his or her time of service will constitute a full two (2) year term even if it is shorter. That Chair shall be eligible to serve one (1) additional two (2) year non-consecutive term.

(c) When a director is elected to fill a vacancy because of the Chair's resignation, removal, incapacity, disability or death, and the remaining term is for more than one (1) year, such term will constitute a full term. If the vacancy being filled is for one (1) or more years, the Chair may serve one (1) additional non-consecutive two (2) year term following completion of the filled vacancy term. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the Chair may serve two (2) additional two (2) year terms following completion of the filled vacancy term, one of which may be consecutive with the filled vacancy term.

#### Section 8.8. Resignation, Removal and Vacancies.

(a) An officer's position with USCA may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair may resign at any time by giving written notice to the Board. The CEO may resign at any time by giving written notice to the Chair. The secretary, treasurer, assistant secretary or assistant treasurer, if any, may resign at any time by giving written notice to the CEO. Such resignation will take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

(b) The Chair may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total vote of the Board (excluding the vote of the director in question). The Chair may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total vote of the Board (excluding the vote of the director in question).

(c) Any vacancy occurring in the Chair will be filled by the Board, by majority vote. A Chair elected to fill a vacancy will be elected for the unexpired term of such Chair's predecessor in office.

(d) A vacancy in the office of secretary, treasurer, assistant secretary, or assistant treasurer, if any, will be filled by the CEO.

#### Section 8.9. Acting Officer.

If the Chair or any other officer of USCA is temporarily unable to fulfill his/her duties, as determined by the Board of Directors upon 2/3rds vote of the Board, or at said officer's written declaration, then an acting officer will be determined to assume said duties. If the officer is the Chair or the CEO, the acting officer will be elected by the majority of the Board. All other acting officers will be appointed by the CEO. The acting Chair or acting CEO will serve until the Chair or CEO is capable to resume to his/her duties as determined by the Board upon 2/3rds vote or the term of said office ends, whichever occurs first. All other acting officers will serve until the officer is capable to resume his/her duties as determined by the CEO or the term of office ends, whichever occurs first.

#### Section 8.10. Compensation.

The Chair will not receive compensation for his or her service as Chair, although the reasonable expenses of the Chair may be paid or reimbursed in accordance with USCA's policies. The Chair is disqualified from receiving compensation for services rendered to or for the benefit of USCA in any other capacity.

#### Section 8.11. Special Elections.

When a vacancy in the Chair occurs pursuant to Section 8.8, the CEO will direct the Nominating/Governance Committee to propose a candidate for said office. The name(s) of the

candidate(s) will be provided to the members of the Board in a notice of special meeting at which the election is to occur. Said notice will be provided in compliance with these By-Laws.

Section 8.12. Special Election When Meeting By Conference Call or Similar Communication Equipment.

(a) A special election pursuant to Section 8.11 of the By-Laws may be conducted by electronic means as set forth in Section 7.19 of the By-Laws, notwithstanding any provisions of these By-Laws to the contrary. Any additional nominations to those of the Nominating/Governance Committee will be communicated to the members of the Board of Directors at least 18 hours prior to the special meeting. The same will be communicated by telephone, including voice messaging system, or other system technically designed to record and communicate messages, telegraph, facsimile, electronic mail or other electronic means of communication.

(b) Contested elections. If there is a contested election at a special meeting held by any means permitted pursuant to these By-Laws, a written ballot will be used unless some other form of balloting is approved by the Board. The special meeting will be adjourned to allow for the use of a written ballot or some other form of balloting approved by the Board. If a written ballot is used, the same will be provided to each voting member of the Board either by telegraph, facsimile, electronic mail, or other electronic means of communication, or by regular first class mail. All ballots will be in writing and returned to the offices of the corporation no later than six (6) days following the date of the special meeting. Determination of the six (6) days will be based upon the postmark or other similar dating method if alternate means is used to communicate said written ballot to the USCA office. If the ballot is postmarked or otherwise dated untimely, it will not be counted.

Section 8.13. Uncontested Elections.

If an election for an officer, director or other position within the USCA is uncontested, the vote may be taken immediately upon motion, second and a majority vote of the Board.

**ARTICLE 9.**  
**COMMITTEES**

Section 9.1 Members' Assembly Committees.

(a) There will be operational committees as are necessary and reasonable to complete the operational work needed to meet the ongoing scope and depth of services and programs provided to the Members and Individual Curlers. The CEO, in consultation with the Members' Assembly, will determine the need for specific operational committees.

(b) The operational committees will be organized into three groups. These groups are Organizational Development, Member Development and Grassroots Competition (hereinafter groups). The Organizational Development group may include areas such as Athlete/Curler Recognition, leadership development, revenue development and media/public relations. The Member Development group may include areas such as training and instruction, safe sport, facilities development, membership development and youth curling. The Grassroots Competition group may include areas such as non-high performance championship sanctioning, format and operations, awards, and request for ruling applicable to non-high performance championships.

(c) The number and tasks of specific operational committees in each of the three groups will be determined by the CEO in consultation with the Managing Chairs of each of the groups.

(d) The Managing Chair of each of the groups together with the CEO, the Growth and Development Manager and such other individuals as the CEO, in his/her discretion determines, will constitute the Operating Group. The Operating Group will meet from time to time, at the CEO's discretion. The Operating Group will advise and report to the CEO and the Growth and Development Manager on the operational affairs of the USCA.

(e) The CEO may appoint such additional operational advisory task forces as the CEO deems appropriate, and will define narrowly the mission and deliverables of such task forces. The decision to appoint or not appoint and to terminate such a task force will be exclusively the CEO's.

Section 9.2. Membership in Member's Operational Committees.

(a) A Managing Chair for each of the groups will be appointed by the CEO. Each of the Chairs will serve at the pleasure of the CEO. The sub-Chairs of the operational committees within each of said three groups will be determined by the CEO, in consultation with the applicable Managing Chair of the group.

(b) Participation in all of the Members' Assembly Committees is open to any person whom the CEO and Managing Chair believe will provide value and assistance in the tasks of the Committee. The total number of persons in each Members' Assembly committee will be at the

discretion of the CEO, in consultation with the applicable Managing Chair of the group. Athlete participation on the Members' Operational Committees is required under the broader definition of "athlete" in USOC By-Law section 8.8.3 (See USOC by law following Article 23 on Page 67) as amended from time to time. The CEO and the AAC Chair shall review committee membership to assure adequate athlete representation in each applicable committee.

(c) All Members' Assembly committees meetings will be open to Members and, where appropriate at the discretion of the chair, non-members. However, if the Managing Chair of the group, in consultation with the chair of the specific committee, deems it appropriate to exclude Members and/or non-members from an open meeting for any reason, then Managing Chair may: (1) declare that the meeting is closed; or (2) convene into a closed session to consider and discuss matters relating to personnel, nominations, discipline, litigation or other sensitive matters.

(d) The term of members of any Members' Assembly committee will be at the discretion of the CEO, in consultation with the Managing Chair for the group of which committee is part.

#### Section 9.3. Minutes of Meetings.

(a) Each Members' Assembly committee will make a written report of its meeting to the CEO, Managing Chair and the Members' Assembly.

#### Section 9.4. Compensation.

The Managing Chair, the chairs and committee members of the Members' Assembly committees will not receive compensation for their services as committee members or chairs. This provision does not prohibit a State or Regional Curling Association or Curling Club from reimbursing the expenses of a representative attending a meeting.

## **ARTICLE 9A.**

### **BOARD COMMITTEES**

#### Section 9A.1. Designation.

(a) USCA will have the following standing committees: an Audit/Finance Committee, a Human Resources Committee, a Judicial Committee, an Ethics Committee, and a Nominating/Governance Committee. Said committees will report to the Board of Directors.

(b) The Chair of the Board may appoint advisory tasks forces as the Chair believes appropriate. The Chair will define narrowly the mission deliverable of such task force. The decision to appoint or not appoint and to terminate such task force will be exclusively the Chair's.

#### Section 9A.2. Assignments.

The Audit/Finance Committee, Human Resources Committee, Judicial Committee, Ethics Committee, and Nominating/Governance Committee, hereinafter referred to as "Standing Committees," will have their agendas developed by the Committee chair in consultation with the appropriate members of management and input from the directors. The standing committee members will be expected to attend in person all regularly scheduled standing committee meetings. However, participation by telephone or other electronic means of communication will be permitted. Each Committee chair of a standing committee will make a report on the committee activity to the Board, as requested by the Board.

#### Section 9A.3. Athlete Representatives/Membership of Committees.

(a) Membership in each of the standing committees will have at least twenty (20) percent athlete-elected representation. Membership on the Audit/Finance, Judicial, and Nominating/Governance Committees will not exceed five (5) individuals. Membership on the Ethics and Human Resources Committees will not exceed three (3) individuals.

(b) Membership in additional advisory task forces as referenced in Section 9A.1(b) will be determined by the Chair.

#### Section 9A.4. Tenure.

(a) The term for all standing committee members will be four (4) years. A committee member will remain on the committee until the committee member's successor is elected, or until the committee member's earlier resignation, removal, incapacity, disability or death.

(a) The term for all task force members will be until their assignment is concluded, but in any event will not exceed a period of two (2) years.

#### Section 9A.5. Term Limits.

(a) No standing committee member will serve for more than two (2) consecutive terms on the same committee.

(b) For an initial standing committee member whose initial term is two (2) years or more, his/her time of service will constitute a full term. That committee member would be eligible to serve one (1) additional four (4) year-term immediately following his/her initial term.

#### Section 9A.6. Committee Member Attendance.

Standing Committee members are expected to attend in person all regularly scheduled standing committee meetings of which they are a member. Each standing committee member must attend a minimum of at least one half (1/2) of the standing committee meetings of which they are a member during any twelve (12) consecutive month period.

#### Section 9A.7. Resignation, Removal and Vacancies.

(a) A standing committee member's position on a standing committee may be declared vacant upon the standing committee member's resignation, removal, incapacity, disability or death. A standing committee member may resign at any time by giving written notice to the Chair. Such resignation will take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

(b) If a standing committee member is temporarily unable to fulfill his/her duties, as determined by the Board upon two-thirds vote of the Board or at said standing committee member's written declaration, then an acting standing committee member will be elected to assume said duties. The acting standing committee member will serve until the standing committee member is capable to resume his/her duties as determined by the Board upon two-thirds vote or the term of said standing committee member ends, whichever occurs first.

(c) Unless able to demonstrate to the directors of the Board that the presence of exigent circumstances caused and excused the absences, standing committee members may be removed by the Board if they fail to attend in person more than one half (1/2) of the regular standing committee meetings during any twelve (12) consecutive month period. In such circumstances, the absent standing committee member will be removed upon the affirmative vote of a majority of the Board (not including the vote of the standing committee member in question, if also a director). Standing committee member may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the standing committee member in question, if also a director). Standing committee members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the vote of the director in question, if also a director).

(d) Any vacancy occurring in a standing committee member will be filled as set forth for the election of that standing committee member. A standing committee member elected to fill a



vacancy will be elected for the unexpired term of such standing committee member's predecessor in office.

#### Section 9A.8. Procedures.

(a) In due course, each standing committee will establish procedures for conducting its business and affairs. Such procedures once established will be published and made available on the USCA's website.

(b) At the discretion of the chair of each standing committee, the standing committee will have the authority to transact any of its business by electronic mail or other electronic means of communication.

#### Section 9A.9. Open and Closed Meeting Sessions.

All standing committee meetings and task force meetings, except Nominating/Governance, Human Resources, Judicial and Ethics, will be open to Members, and where appropriate, non-members. However, if the standing committee or task force chair deems it appropriate to exclude Members and non-members at an open meeting for any reason, then the chair may (i) declare that the meeting is closed, or (ii) to convene a closed session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may close the meeting.

#### Section 9A.10. Compensation.

Standing committee members will not receive compensation for their services as committee members. Reasonable expenses of standing committee members may be paid or reimbursed in accordance with USCA's policies. Standing committee members may receive compensation for services rendered to or for the benefit of USCA in any other capacity, provided the Board gives explicit approval.

#### Section 9A.11. Staggered Terms.

(a) Standing Committee members will be elected to staggered four (4) year or shorter terms. To implement the staggered system, the initial Standing Committee members of the Judicial and Nominating/Governance Committee will consist of two (2) members whose initial term is Four (4) years; one (1) member whose initial term is three (3) years, the athlete-elected representative whose initial term will be three (3) years, and one (1) member whose initial term is two (2) years. To implement the staggered system for the Ethics Committee, one member's initial term will be for four (4) years, one member's initial term will be for three (3) years and the athlete-elected individual's initial term will be for two (2) years. Prior to the initial election of a member to a Standing Committee, it will be designated to what length of term to which that member is being elected. Except for the athlete-elected members, the Nominating/Governance Committee will designate for what term each position is being elected.

Section 9A.12. Audit/Finance Committee.

(a) The Audit/Finance Committee will consist of five (5) members, one of which will be an athlete-elected representative who is a director.

(b) The Board of Directors will elect the members of the Audit/Finance Committee, all of whom will be directors of the Board. One member of the committee will, preferably, be an independent director with financial experience. The chair of said committee will be appointed by the chair of the Board out of the elected committee members.

(c) The Audit/Finance Committee will:

i. recommend the independent auditor of USCA, review the report of the independent auditors and management letter, and recommend action as needed;

ii. investigate and recommend matters of fiscal controls and disclosure and such other matter as directed by the Board;

iii. perform such other duties as assigned by the Board.

(d) The Audit/Finance Committee may meet periodically with management, USCA's financial staff, and USCA's outside auditor. The Chair of the Audit/Finance Committee, or its designee, will meet with the outside auditor prior to the release and filing of USCA's audit reports.

Section 9A.13. Ethics Committee.

(a) The term of the Ethics Committee members will be for four (4) years. No committee member may serve more than two (2) consecutive terms.

(b) The Ethics Committee will consist of three (3) members, one of which will be an athlete-elected representative, and none of whom will be current members of the Board. The other two members will be elected by the Board. The chair of the Board will appoint the chair of the Ethics Committee from the three (3) members.

(c) The Ethics Committee will:

i. oversee implementation of, and compliance with, the Code of Ethics and Fiduciary Responsibilities;

ii. report to the Board on all ethical issues;

iii. develop, and review on an annual basis, a Code of Ethics and Fiduciary Responsibilities for the Board, officers, committee and task force members, volunteers, staff and member organizations for adoption by the Board;

iv. generally administer and oversee compliance with the Code of Ethics and Fiduciary Responsibilities;

v. review and investigate matters of ethical and fiduciary impropriety and make recommendations on such matters to the Board;

vi. review and provide guidance on ethical questions and fiduciary responsibilities presented to it by the Board, officers, committee and task force members, volunteers, staff and USCA members;

vii. perform such other duties as assigned by the Board.

#### Section 9A.14. Judicial Committee.

(a) The Judicial Committee will consist of five (5) members, one of which will be an athlete-elected representative, and none of whom will be current members of the Board. The other four (4) members will be elected by the Board. The chair of the Board will appoint the chair of the Judicial Committee from the five (5) members. At least one (1) member of the Judicial Committee will have legal training.

(b) The term of the Judicial Committee members will be four (4) years. No committee member may serve more than two (2) consecutive terms.

(c) The Judicial Committee will:

i. generally administer and oversee all administrative grievances and right to compete matters filed with USCA;

ii. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;

iii. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters;

iv. hear and render a decision after hearing held pursuant to Section 5.6; and

v. perform such other duties as assigned by the Board.

#### Section 9A.15. Nominating/Governance Committee.

(a) The Nominating/Governance Committee will consist of five (5) members, one (1) of which will be an athlete-elected representative. The other four (4) members will be elected by the Board. The chair of the Nominating/ Governance Committee will be elected by its members.

(b) The terms of the Nominating/Governance Committee members will be four (4) years. No committee member may serve more than two (2) consecutive terms.

(c) No individual will be eligible to be a member of the Nominating/Governance Committee if that individual is a current director of the USCA. No individual who serves on the Nominating/Governance Committee may serve or be eligible to serve on the Board of Directors. Members of the Nominating/Governance Committee will be precluded from serving as a Board director for a period of one (1) year after his/her term on the Nominating/Governance Committee ends.

(d) The Nominating/Governance Committee will be responsible for nominating candidates for the Board of Directors, all standing committees, and as USA representatives to the World Curling Federation. When nominating said candidates, the Nominating/Governance Committee will be guided by the provisions of Sections 4.1(b)(vi) and 7.6(b) of these By-Laws as amended from time to time towards the goal of having candidates who provide diversity in the governance of the USCA.

(e) As applied to any perspective nominee, the Nominating/Governance Committee:

- i. will identify and evaluate prospective candidates;
- ii. will select individuals to serve on any position as provided in these By-Laws;
- iii. may take into consideration the candidate's contribution to effective functioning of the USCA;
- iv. may take into consideration any potential or impending change in the candidate's principal area of responsibility with his/her company or in his/her employment;
- v. may take into consideration whether the candidate brings or continues to bring relevant experience to the Board or committee, as is applicable;
- vi. may take into consideration whether the candidate has the ability to attend meetings and fully participate in the activities of the Board or committee, as applicable;
- vii. may take into consideration the candidate's reputation for personal integrity and commitment to ethical conduct;
- viii. may take into consideration whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that ~~might~~ may make it inappropriate for the director to continue serving on the Board or committee, as applicable;
- ix. shall consult with the Ethics Committee with respect to vetting all nominees for potential conflict of interest or other problematic background issues.

(f) The Nominating/Governance Committee will perform such other duties as assigned by the Board. Within a reasonable time prior to the election, the Nominating/Governance Committee will provide to all of the Members an invitation to submit the names and

qualifications of prospective nominees for identified positions to the Nominating/Governance Committee.

Section 9A.16. Governance/By-Laws.

The Nominating/Governance Committee will consider and develop, as is necessary from time to time, proposed amendments to the By-Laws of the USCA together with developing and recommending to the Board for its consideration an annual self-evaluation process of the Board and its standing committees toward the end of maintaining effective governance structure.

Section 9A.17. Human Resources Committee.

(a) The Human Resources Committee will consist of three members who are directors, one of which will be an athlete-elected representative. The Chair of the Board will appoint these three (3) members and will appoint the Chair of the committee from said three (3) members.

(b) Each of the Human Resources Committee members will serve at the pleasure of the Chair. No committee member may serve more than two (2) consecutive two (2) year terms.

(c) Human Resources Committee will:

- i. review and recommend employee benefit programs;
- ii. review and recommend compensation for the CEO;
- iii. conduct an annual review of the job performance of the CEO; and
- iv. perform such other duties as assigned by the Chair.

Section 9A.18. WCF Representation.

The Board of Directors will elect representatives to the World Curling Federation (hereinafter WCF) in such number as the USA is entitled under the Constitution and By-Laws of the WCF Federation. A director on the Board of Directors may concurrently be a USA WCF representative. The term of office for the representatives will be for a period of three (3) years. The USA WCF representatives may be invited to attend meetings of the Board of Directors having a voice but no vote. The USA WCF representatives, if not a voting member of the Board of Directors, will not count towards any determination of a quorum.

## **ARTICLE 10.**

### **ANNUAL MEMBERS' ASSEMBLY**

#### Section 10.1. Purpose.

There shall be an annual Members' Assembly at which the Members of the USCA and other curling constituencies in the United States Curling family will gather. At this annual Members' Assembly, the Board of Directors through its Chair or designee will provide a report on the activities of the Board of Directors and on the state of the affairs of the USCA. At said meeting, the Chief Executive Officer or designee will provide a managerial report or reports addressing issues of operational concern and importance to the curling community. Members and other constituencies may be permitted to pose questions to the Chair and its designee and to the Chief Executive Officer and its designee for response. In addition, the various Members' Assembly operational committee groups will make reports at said meeting as to the committees' activities.

#### Section 10.2. Place.

(a) The annual Members' Assembly will be held in conjunction with a Board of Director's meeting. The Board meeting may take place after the annual Members' Assembly. If practicable, the annual Members' Assembly meeting may also be held in conjunction with a USCA National Championship or other sanctioned USCA event.

(b) A special Members' Assembly meeting may be held by means of conference call or other similar communications equipment by which persons participating in the special meeting can hear each other at the same time. Such participation will constitute presence in person at meeting.

#### Section 10.3. Notice.

(a) Notice and agenda of any annual meeting of the Members' Assembly will state the place, date and time of the meeting and will be posted on the website of the USCA no fewer than thirty (30) days before the date of the meeting. Concurrently with the posting of said notice and agenda, said notice and agenda will be e-mailed to the last known address of the President or other designated representative of each Member. At any annual meeting of the Members' Assembly, the Members may act on any proposal included in the agenda of the meeting and in addition thereto any other proposal properly added to the agenda except for those proposals for which special notice is required by statute or these By-Laws, including without limitation, amendment or repeal, in whole or in part, of the By-Laws of USCA or amendment to the Articles of Incorporation of USCA.

(b) Notice and Agenda of special meetings of Members' Assembly will state the place, date and time of the meeting and will be posted on the website of USCA no fewer than ten (10) business days before the date of the special meeting. Said notice and agenda will state the purpose for which the meeting is called. At said special meeting of the Members' Assembly, the Members may not act on any proposal not included in the notice and agenda of the meeting.

In addition, said notice and agenda will be electronically communicated to the last known address of the President or other designated representative of each Member concurrently with the posting of said notice and agenda.

#### Section 10.4. Member's Vote.

(a) State and Regional Curling Associations and At Large Curling Clubs which are Members of the USCA in good standing will be entitled to vote at the meeting of the Members' Assembly.

(b) For purposes of these By-Laws, in good standing includes, without limitation, being current in the payment of all dues, assessments and other charges owed to the USCA in the relevant fiscal year and for all prior fiscal years. The sanctions for delinquency on the member Clubs and Regional Curling Associations are set forth in Section 5.5 of these By-Laws.

(c) A Curling Club Member of the USCA to be entitled to vote at the meeting of the Members' Assembly must be a Member of the USCA in good standing. In addition, said Curling Club Member must, at least ten (10) days prior to said meeting, give notice, in writing, to both the USCA's Secretary and to the President of the State or Regional Curling Association of which said Curling Club is also a member of said Curling Club's intention to have its own delegate(s) attend said meeting of the Members' Assembly. Said notice will be effective only for the meeting of the Members' Assembly for which it is given. Thereafter, the Curling Club will need to give new notice of its intent to vote in compliance with Section 10.7(c) at any subsequent meeting.

(d) If there is a conflict between notices given to the USCA's Secretary pursuant to Section 10.4(c), the notice last timely received prior to the applicable Members' Assembly meeting will control. If it is not clear to the USCA which notice was last timely received by the USCA, it will be conclusively presumed that the notice received from the Curling Club Member will be controlling.

(e) At any meeting of the Members' Assembly, each Member who is entitled to vote shall be entitled to one vote for each dues paying Individual Curler represented by such Member for whom annual dues have been paid to the USCA as of January 31<sup>st</sup> of the relevant year. The votes per Member must be as certified by the USCA's Treasurer as of thirty (30) days prior to said meeting. Except as otherwise provided by statute or by these By-Laws, a majority of the votes represented at said meeting will be sufficient to adopt or reject any proposal for which a vote is taken.

(f) The initial allocation of votes for each Member will be based upon the number of dues paying Individual Curlers of each Member as of January 31<sup>st</sup> of the year in which these By-Laws are first adopted. Thereafter, said allocation will be based upon the number of dues paying Individual Curlers of each Member as of January 31<sup>st</sup> of the year in which the meeting is held. However, any dues paying Individual Curler of a Member will be counted only once. If an Individual Curler is a member of more than one Curling Club, said Individual Curler must designate one Curling Club for which he or she will be counted by the USCA, and pay the

highest appropriate dues amount to the USCA through the Curling Club of which said Individual Member will be counted for purposes of Section 10.4.

(g) When a Curling Club Member has given notice pursuant to Section 10.4(c) of its intention to have its own delegate(s) attend the meeting of the Members' Assembly, the votes attributable to said Curling Club Member will be subtracted from the votes of the State or Regional Curling Association Member who would otherwise have the votes.

#### 10.5 Delegates.

(a) At all annual or special meetings of the Members' Assembly, a Member must vote by its delegate(s). The delegate of a Member will be the President of the Member unless USCA is notified to the contrary pursuant to Section 10.5(c).

(b) No Member may hold proxies from other Members in addition to the Member's vote.

(c) Each State or Regional Curling Association, At Large Clubs, and those Curling Club Members who have given notice to the USCA's Secretary pursuant to Section 10.4(c), must notify the USCA's Secretary, in writing, of the person or persons who are its delegate(s) if other than or in addition to the Member's President. To be effective, said notification must be given to the USCA by the Secretary of said State or Regional Curling Association, At Large Club, and Curling Club Members, as applicable, no less than thirty (30) days prior to the Members' Assembly meeting date. Said person or person(s) will continue to be recognized as the delegate of said Member until the USCA Secretary receives a timely written notice to the contrary.

(d) Each State or Regional Curling Association, At Large Club, and Curling Club Member may designate up to three (3) persons as its delegates. These three would include the President, if the President is attending. These three would not be in addition to the President. The vote held by said Member will be divided equally between each of said delegates of said Member who are in attendance at the annual or special meeting of the Members' Assembly unless the Member specifically notifies the USCA on a timely basis, to the contrary. For said notice to be timely, it must be filed with the Secretary of the USCA at least six (6) business days prior to the meeting. For example, if the total vote held by the Members is 1,000, and said Member has designated three individuals as its delegates, then each of the individual will have 333 1/3 votes each. However, for example, the Member holding 1,000 votes may timely notify USCA to split the 1,000 amongst its three delegates, 500, 300 and 200.

#### 10.6. Quorum.

At the annual Members' Assembly and at any special meeting of the Members' Assembly, for there to be a quorum, the number of votes represented by Members attending in person must equal or exceed the majority of the total votes held by all the Members combined as certified pursuant to Section 10.4.



#### 10.7. Chair of the Meeting of Assembly.

The Chair of the Board of Directors or his/her designee shall chair any and all meetings of the Members' Assembly.

#### 10.8. Special Meeting of Members' Assembly.

A Special Meeting of the Members' Assembly may be called by the Chair of the Board of Directors, the CEO or pursuant to a Petition requesting said Special Meeting. Said Petition shall set forth the agenda of the Special Meeting to be called, and be filed with the CEO. Said Petition shall be signed by Members representing at least ten percent (10%) of the total votes as last certified pursuant to Section 10.4. At the discretion of the CEO, said Special Meeting may be held by means of conference call or similar communication equipment by which persons participating in the Special Meeting can hear each other at the same time. Such participation shall constitute presence in person at said meeting.

#### 10.9. Authority and Duties of the Members' Assembly.

The Members Assembly will have the following duties and authority:

- (a) To propose and vote on Amendments to the USCA By-Laws as further set forth in Article 22;
- (b) To vote on the removal of an individual Managing Chair for each of the three major committee groups as set forth in Article 9, Section 9.1 If the Assembly votes to remove a managing chair, the CEO will appoint a new managing chair as soon as practical.
- (c) To present advisory proposals to the Board of Directors and/or the CEO regarding ways to improve communication between the USCA and its Members, and ways to improve delivery of services to the Members. However, the Members Assembly does not have authority to change policies as set by the Board of Directors or to override executive actions taken by the CEO;
- (d) To plan and propose informative seminars and presentations on subjects of interest to the Curling Clubs and Individual Curlers, to be presented at General Assembly meetings or at other times and places;
- (e) To assist volunteers in finding operational committees where they may serve, to help recruit volunteers for committees in areas where help is needed, and to collaborate with the CEO on populating the operational committees established under Article 9; and.

- (f) To advise and assist the staff regarding the operational tasks and decisions where the staff can benefit from Individual Curlers' ideas, and to undertake tasks delegated by the staff.

## ARTICLE 11.

### ATHLETES' ADVISORY COUNCIL

#### Section 11.1. Designation.

The USCA shall have an Athletes' Advisory Council consisting of no more than eight (8) individuals.

#### Section 11.2. Qualifications.

Those individuals: (i) who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of curling within the preceding ten (10) year period, prior to December 31 of the year in which the election is held, or (ii) who have competed in and finished in the top half of USCA's National Championships as athletes within the preceding two (2) year period, prior to December 31 of the year in which the election is held, shall be eligible to run for election to the Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.

#### Section 11.3. AAC Representatives to USCA Board of Directors.

The Athletes Advisory Council shall elect from its members, by majority vote, an individual or individuals who shall be the athlete-elected representative(s) on the Board. The elected chair and vice chair of the Athletes Advisory Council shall automatically become Directors on the Board. The number of athlete-elected representative(s) on the Board will be twenty (20) percent, rounded up, of all of the Directors.

#### Section 11.4. Athlete Members of Committees.

For the Nominating/Governance Committee, Judicial Committee, and Ethics Committee, the Athletes Advisory Council will elect, among its members, by majority vote, an athlete who will be the athlete-elected representative of each of aforesaid committees. The athletes who are elected as athlete-elected representatives on the Board of Directors will not be the same individual athletes who will serve as athlete-elected representatives on each of aforesaid committees.

#### Section 11.5. Procedures/By-Laws.

The Athletes Advisory Council will establish such additional procedures and By-Laws for conducting its business and affairs as said council may see fit, provided the same do not conflict with the By-Laws of the USCA and/or USOC. Said procedures/By-Laws will be published and available on USCA's website.

Section 11.6. Compensation.

Athlete Advisory Council members will not receive compensation for their services as Athlete Advisory Council members. USCA will pay for the reasonable expenses of all members of the Athletes Advisory Council to attend Athletes Advisory Council meetings. In addition, USCA will pay for the reasonable expenses of the athlete Board members to attend Board meetings and for the athlete members to attend the Nominating/Governance, Judicial and Ethics Committee meetings.

## **ARTICLE 11A.**

### **ATHLETE'S RIGHTS**

#### Section 11A.1. Recognition as the Governing Body.

The Corporation hereby agrees to submit to binding arbitration in any controversy involving its recognition as a national governing body for the sport of curling, as provided for in the By-Laws of the USOC.

#### Section 11A.2 Bill of Rights.

Membership in the USCA provides equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in athletic competition without discrimination on the basis of race, color, religion, age, sex, sexual orientation, or national origin. Notice, and an opportunity for a hearing, will be given to any athlete, coach, trainer, manager, administrator, or official before finally declaring such individual ineligible to participate as set forth in Article 15.

#### Section 11A.3 Anti-Doping.

As a member National Governing Body of the United States Olympic Committee ("USOC") and as a member of the World Curling Federation ("WCF"), the USCA is obligated to adhere to the anti-doping rules of the USOC and WCF. In addition, USOC By-Law Chapter XXIII, Section 2(G), as amended from time to time, provides that, as a condition of membership in the USOC, each National Governing Body ("NGB") shall comply with the procedures pertaining to drug testing and adjudication of related doping offenses of the independent anti-doping organization designed by the USOC to conduct drug testing. The USOC has designated the United States Anti-Doping Agency ("USADA") as that organization. It is the responsibility of each athlete member of the USCA to comply with the anti-doping rules of the WCF, USOC and USADA. It is also the responsibility of each athlete member of the USCA to submit, without reservation or condition, to in-competition and out-of-competition doping controls conducted by either the WCF or USADA. (Out-of-competition testing of athletes may take place at USCA elite-level camps, training sessions at USOC facilities, or at other designated events. No advance notice testing of athletes may take place at any time for those athletes designated by USCA and USADA for inclusion in USCA's no advance testing pool.) Pursuant to USOC Bylaws Chapter XXIII, Section 2(G), as amended from time to time, the management of positive and elevated test results (post October 2, 2000) for NGB athletes has become the responsibility of USADA. Any inconsistent provisions elsewhere in USCA rules are hereby superseded. USCA will, without further process, enforce and publish any sanction communicated to USCA by USADA resulting from adjudication of doping control under the USADA Protocol.

## **ARTICLE 12.**

### **USOC ATHLETES' ADVISORY COUNCIL**

#### Section 12.1. Designation.

USCA will have a representative and an alternate representative to the USOC Athletes' Advisory Council.

#### Section 12.2. Qualifications.

Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of curling within the preceding ten (10) years, as specifically measured from the first USOC/AAC meeting of the Quadrennium, following the most recent Summer Olympic Games, will be eligible to run for election to the USOC Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual will be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.

#### Section 12.3. Election/Selection.

Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or an Operation Gold event in the sport of curling within the preceding ten (10) years, as specifically measured from the first USOC/AAC meeting of the Quadrennium, following the most recent Summer Olympic Games, will be eligible to run and vote in the election. Additionally, in order to be eligible to vote in the election, an individual will be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. The election will take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games. The individual with the highest vote total is elected as athlete representative to the USOC Athletes' Advisory Council. The individual of the opposite gender with the highest vote total (as is required by the USOC Athletes' Advisory Council), is elected as the alternate representative to the USOC Athletes' Advisory Council.

#### Section 12.4. Tenure.

The term for all representatives to the USOC Athletes' Advisory Council will be for four (4) years. A representative shall remain on the USOC Athletes' Advisory Council until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death.

#### Section 12.5. Term Limits.

No representative to the USOC Athletes' Advisory Council will serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

## **ARTICLE 13.**

### **USOC NATIONAL GOVERNING BODIES' COUNCIL**

#### Section 13.1. Designation.

The USCA will have a representative and an alternate representative to the USOC National Governing Bodies' Council.

#### Section 13.2. Selection.

The Chief Executive Officer will be USCA's representative to the USOC National Governing Bodies' Council. The Chair of the Board of Directors will be USCA's alternate representative to the USOC National Governing Bodies' Council.

## **ARTICLE 14.**

### **CHIEF EXECUTIVE OFFICER**

#### Section 14.1. Designation.

(a) USCA will have a Chief Executive Officer (hereinafter CEO), who shall be the leader of management and vested with the authority to make decisions on behalf of management. The Chief Executive Officer will not be a voting director of the Board.

(b) The Board will hire and oversee the Chief Executive Officer, who will be responsible for all staff functions. The CEO shall be responsible only to the Board, through the Chair.

(c) The CEO shall, in coordination with the Members Assembly, either directly or by delegation, manage and coordinate the volunteers serving on the various Members' Assembly committees and in any other function for the USCA.

#### Section 14.2. Tenure.

The CEO will be employed by the Board of Directors for whatever term the Board deems appropriate. The CEO may be removed by the Board at any time, with or without cause, but removal will not affect the contract rights, if any, of the CEO. If the CEO has a contract of employment with USCA, the contract will provide that the CEO's employment may be terminated by the Board with or without cause.

#### Section 14.3. Secretary General.

The CEO will serve as Secretary General of USCA and in that capacity will represent the USCA in relations with the international sports federation for curling recognized by the International Olympic Committee and at international curling functions and events.

#### Section 14.4. Responsibilities.

The CEO will:

(a) develop a strategy for achieving USCA's mission, goals and objectives and present the strategy to the Board of Directors for approval;

(b) prepare and submit quadrennial and annual budgets to the Board for approval;

(c) determine the staff needed to effectively carry out USCA's mission, goals and objectives, within USCA's budget;

(d) oversee the hiring and termination of all staff, and the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of the USCA;

(e) either directly or by delegation manage all staff functions;

(f) be responsible for resource generation and allocation of resources, including determination of size and compensation of staff in accordance with USCA policies and guidelines as established by the Board;



- (g) coordinate USCA's international activities;
- (h) with the Chair of the Board, act as the USCA's spokesperson; and
- (i) perform all functions as usually pertain to the office of CEO.

Section 14.5. Non-Director.

The CEO will attend meetings of the Board of Directors and have a voice. In addition, the CEO, at the discretion of the Board of Directors, may be a representative of the USA to the World Curling Federation and/or to the United States Olympic Committee.

Section 14.6 Policies Affecting the Chief Executive Officer

It will be the duty of the CEO to act in compliance with policies as the Board may set from time to time, consistent with the provisions of these By-Laws. The Board will compile and organize existing policies that may affect the actions or authority of the CEO, and adopt additional policies as may be appropriate to good governance in light of the transition from an operational Board to a policy setting Board, with greater operational authority granted to the CEO. In particular, the Board will establish by policy those actions or expenditures that will require Board approval or Board consultation prior to an action being taken by the CEO, based on the size of a financial transaction, or the significance of policy considerations related to the proposed action, or other reason requiring Board input. The USCA recognizes that the development of a successful High Performance Program is a matter that is best carried out by professional staff, rather than by the Board of Directors or the Members. The CEO has the authority to hire a high performance director and staff to develop and implement a program to achieve success in international competition.

## ARTICLE 15.

### COMPLAINT PROCEDURES

#### Section 15.1. Designation of Complaints.

(a) The following kinds of complaints may be filed with USCA:

i. Administrative Grievance. The USCA or any Member of USCA or Individual Curler who alleges there has been a violation in the administration or the interpretation of the USCA Rules, Regulations or By-Laws or by an action of the USCA Board of Directors or a standing committee, or officer or a paid staff, or any provision of the Ted Stevens Olympic and Amateur Sports Act relating to the USCA's recognition as a National Governing Body, except with respect to matters set forth in Section 15.1(a)(ii);

or

ii. Opportunity to Participate, a/k/a Opportunity to Compete. Any individual who is an athlete involved in the sport of curling, or any coach, trainer, manager, administrator or official active in the sport of curling, who believes that he/she has been denied by the USCA the opportunity to participate, a/k/a opportunity to compete in the Olympic Games, the Pan-American Games, the Paralympic Games, or a World Championship competition, or such other protected competition that is defined by the By-Laws of the USOC, Section 1.3, as amended from time to time, may seek to protect his or her opportunity to participate by filing a complaint.

(b) Complaints filed under this Article will be administered by the Judicial Committee and its delegees.

(c) Any decision concerning an anti-doping rule violation adjudicated by an independent anti-doping organization designated by the USOC and/or USCA to conduct drug testing shall will not be reviewable through or the subject of the complaint procedures in this Article.

#### Section 15.2. Manner of Filing and Contents.

(a) The complainant will file the complaint, in writing, with the Judicial Committee. The complaint will set forth in clear and concise language in numbered paragraphs: (i) the name and addresses of the parties; (ii) alleged violation, grievance, denial or threat to deny, (iii) the facts which support the allegations, (iv) the legal basis which supports the relief requested, (v) the relief requested, and (vi) the competition that is the subject of the complaint, as applicable. The complainant will sign the complaint, attesting to its good faith validity.

(b) A complaint that is not filed in accordance with Section 15.2, will render the filing ineffective and the complaint will not be considered to have been filed.

#### Section 15.3. Filing Fee.

Any complaint filed will be accompanied with a \$250.00 filing fee, except the USCA is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee will determine whether or not to reduce or waive the filing fee. The determination by the Judicial Committee regarding the fee will be final.

#### Section 15.4. Statute of Limitations.

A complaint filed under this Article will be filed, without exception, within six (6) months of the occurrence of the alleged violation, grievance, denial or threat to deny. Failure to timely file the complaint will be a basis to dismiss the complaint with prejudice.

#### Section 15.5 Administration.

The Judicial Committee will be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Judicial Committee may promulgate procedures in addition to those set forth in this Article for the effective administration of complaints filed with USCA.

#### Section 15.6 Hearing Panel.

Upon the filing of a complaint pursuant to Section 15.2, the chair of the Judicial Committee, after consultation with the other Judicial Committee members, will appoint a Hearing Panel consisting of three (3) individuals to hear the complaint. The chair of the Judicial Committee will also appoint a chair of the Hearing Panel. Judicial Committee members may be appointed to serve on the Hearing Panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to serve on the Hearing Panel. At least one (1) member of the Hearing Panel will be an athlete representative. Members of the Hearing Panel need not be members of USCA or involved in the sport of curling. It is recommended that at least one (1) member of the Hearing Panel have a legal background.

#### Section 15.7. Conduct of the Proceeding.

(a) The Hearing Panel will not investigate the facts independently from those presented at the hearing. The Hearing Panel may direct the CEO or his/her designated representative to investigate the facts and present the same at the hearing. All parties will cooperate with the CEO or his/her designated representative in providing information regarding the complaint.

(b) The Hearing Panel will rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the Hearing Panel will hold a hearing on the complaint. The Hearing Panel will set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing will be informal, except that testimony will be taken under oath. Rules of evidence will not be strictly enforced; instead, the rules of evidence generally accepted in administrative proceedings will be applicable. The Hearing Panel will determine the admissibility, relevance and materiality of the evidence offered and may exclude evidence deemed by the Hearing Panel to be accumulative or irrelevant.

(c) The hearing may be conducted by teleconference or other electronic means, if necessary or convenient to the parties. Each party will have the right to appear personally or through a legal representative. As determined by the chair of the Hearing Panel, all parties will be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the Hearing Panel will have the right to question witnesses or the parties to the proceeding during the hearing.

(d) Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter will be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any person participating in said hearing, including without limitation the Hearing Panel, will be entitled to obtain a transcript at the cost of the transcript, at their own cost. If a party intends to make a record of the hearing, the party must notify, in writing, the Hearing Panel of the same at least three (3) business days prior to the hearing.

(e) The Hearing Panel, either on its own directive or at the request of a party, may direct the production of documents or other information. Further, the Hearing Panel may require that the parties prior to the hearing: (i) identify any witnesses the parties intend to call at the hearing, and a summary of their expected testimony, and (ii) exchange copies of all exhibits the parties intend to submit at the hearing.

(f) The Hearing Panel will set due dates for the exchange of said information. The Hearing Panel is authorized to resolve any disputes concerning the exchange of information, including prohibiting the production of and/or limiting the examination of witnesses or the production of exhibits not timely exchanged.

(g) At the request of a party, the Hearing Panel may adjourn the hearing to allow for mediation of the complaint. The Hearing Panel will set a deadline for completion of the mediation. After consultation with the parties, the Hearing Panel will appoint a mediator and determine how the cost of the same will be paid. The mediator will not be a member of the Hearing Panel.

(h) In computing any period of time, the last day of the period so computed will be included, unless it is a Saturday, a Sunday or a legal holiday, in which event the period runs until the end of the next day which is not one of the aforementioned days. The parties may modify any period of time by mutual agreement and further subject to the consent of the Hearing Panel. The Hearing Panel may extend any period of time as it deems necessary to fairly and completely adjudicate the matter.

(i) The burden of proof at the hearing will be upon the complainant who will also initially have the burden of going forward with the evidence. The respondent will then have the burden of going forward with evidence in opposition to the complaint and in support of respondent's position.

(j) The complaint must establish by a preponderance of the evidence that a violation has occurred for which the relief requested is available.

(k) A party or anyone acting on behalf of any party will have no ex parte communications with any Hearing Panel member concerning the merits of the complaint before the Hearing Panel.

Section 15.8. Expedited Procedures.

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the Hearing Panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair and impartial to the parties involved as is reasonable under the circumstances.

Section 15.9. Complaints Involving Selection to Participate in a Competition.

When a complaint is filed involving selection of an individual or team to participate in a competition, the complainant will include with the complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The Hearing Panel will determine which additional individuals must receive notice of the complaint. The complainant will then be responsible for providing appropriate notice to these individuals. Any individual so notified then will have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual will be bound by the decision of the Hearing Panel even though the individual chose not to participate as a party.

Section 15.10. Decision.

The deliberation of the Hearing Panel will be closed to the parties and the other persons. A decision will be determined by a majority of the Hearing Panel. The Hearing Panel's decision will be in writing and distributed to the parties.

Section 15.11. USOC.

Any party may appeal a decision of the Hearing Panel on a complaint identified pursuant to Section 15.1(a)(ii) to the USOC pursuant to the By-Laws of the USOC. Said appeal shall be de novo in nature.

Section 15.12. Field of Play Decisions.

The final decision of a umpire during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the umpire) shall will not be reviewable through the procedures for, or the subject of, Administrative Grievances or Opportunity to Participate Complaints unless the decision is: (i) outside the authority of the umpire to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the umpire. For purposes of this Section, the term "umpire" shall include any individual with discretion to make field of play decisions.

## ARTICLE 16.

### SANCTIONING EVENTS

#### Section 16.1. Prompt Review of Request.

USCA will promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request: (i) to hold an international or national amateur athletic curling competition in the United States, or (ii) to sponsor United States curling athletes to compete in an international athletic competition held outside the United States.

#### Section 16.2. Standard for Review.

If USCA, as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic curling competition would be detrimental to the best interest of United States curling, and (ii) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then USCA will grant the sanction requested by the amateur sports organization or person.

#### Section 16.3. Requirements for Holding an International or National Amateur Athletic Curling Competition in the United States.

An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic curling competition in the United States will comply with the following requirements:

- (a) submits, in the form required by USCA, an application to hold such competition;
- (b) pays to USCA the required sanctioning fee, provided that such fee will be reasonable and nondiscriminatory;
- (c) submits to USCA an audited or notarized financial report of similar events, if any, conducted by the organization or person; and
- (d) demonstrates that:
  - i. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
  - ii. appropriate provision has been made for validation of records which may be established during the competition;
  - iii. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;

- iv. the competition will be conducted by qualified officials;
- v. proper medical supervision will be provided for athletes who will participate in the competition; and
- vi. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 16.4. Requirements for Sponsoring United States Curling Athletes to Compete in An International Athletic Competition Held Outside the United States.

An amateur sports organization or person requesting a sanction to sponsor United States curling athletes to compete in an international athletic competition held outside the United States will comply with the following requirements:

- (a) submits, in the form required by USCA, an application to hold such competition;
- (b) pays to USCA the required sanctioning fee, provided that such fee will be reasonable and nondiscriminatory;
- (c) submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and
- (d) submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that :
  - i. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
  - ii. appropriate provision has been made for validation of records which may be established during the competition;
  - iii. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
  - iv. the competition will be conducted by qualified officials;
  - v. proper medical supervision will be provided for athletes who will participate in the competition; and
  - vi. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

## ARTICLE 17.

### RECORDS OF THE CORPORATION

#### Section 17.1. Minutes.

(a) USCA will keep records of minutes of all meetings of the Members' Assembly, the Board of Directors and standing committees of the Board, a record of all actions taken by the Board of Directors and standing committees of the Board without a meeting, and a record of all waivers of notices of meetings of the Board of Directors.

(b) USCA will keep records of minutes of all other committee meetings, as is reasonable and necessary.

#### Section 17.2. Accounting Records.

The USCA will maintain appropriate accounting records.

#### Section 17.3. Membership List.

USCA will maintain a record of the Members and Individual Curlers in a form that permits preparation of a list of the names and addresses, mailing and electronic, as applicable, of the Members and Individual Curlers in alphabetical order.

#### Section 17.4. Records In Written Form.

USCA will maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

#### Section 17.5. Website.

USCA will maintain a website for the dissemination of information to its Members. USCA will publish on its website (i) its Bylaws, rules, and regulations (ii) a procedure for communicating with the Chair of the Audit/Finance Committee regarding accounting, internal accounting controls, or audit-related matters; (iii) its most recent annual financial statement; and (iv) its most recent 990 Form filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, USCA will publish on its website a mailing address and an e-mail address for communications directly with the directors on the Board and the CEO.

Section 17.6. Records Maintained at Principal Office. USCA will keep a copy of each of the following records at its principal office:

(a) the Articles of Incorporation;

(b) the By-Laws ;



(c) rules and regulations that govern the technical conduct of curling's events in the United States as USCA Board and Chief Executive Officer determine is appropriate, in their sole discretion;

(d) the minutes of all meetings of the Board of Directors, and the Standing Committee and records of all action taken by the Board and Standing Committees without a meeting, for the past three (3) years;

(e) a list of the names and business or home addresses of the current directors and officers;

(f) a copy of the most recent corporate report delivered to the Wisconsin Secretary of State;

(g) all financial statements prepared for periods ending during the last three (3) years;

(h) USCA's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and

(i) all other documents or records required to be maintained by USCA at its principal office under applicable law or regulation.

#### Section 17.7. Inspection of Records by Members.

The following rights and restrictions shall apply to the inspection of records by Members:

(a) Records Maintained at Principal Office. A Member will be entitled to inspect and copy, during regular business hours at USCA's principal office, any of the records of the USCA described in Section 17.6., provided that the Member gives USCA written demand at least five (5) business days before the date on which the Member wishes to inspect and copy such records.

(b) Financial Statements. Upon written request of any Member, USCA will mail to such Member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.

(c) Membership List.

i. Preparation of Membership Voting List. After determining the Members entitled to vote in an election, USCA shall prepare, by class, an alphabetical list of the names of all Members who are entitled to vote. The list shall show for each Member entitled to vote, that Member's name and address, and the number of votes the Member is entitled to cast.

ii. Right of Inspection. A Member will be entitled to inspect and copy, during regular business hours at USCA's principal office, a list of Members who are entitled to vote in an election, provided that (1) the Member has been a Member for at least three (3)

months immediately preceding the demand to inspect or copy, (2) the demand is made in good faith and for a proper purpose reasonably related to the Member's interest as a Member, (3) the Member gives USCA written demand at least five (5) business days before the date on which the Member wishes to inspect and copy such voting list, (4) the Member describes with reasonable particularity the purpose for the inspection, and (5) the inspection of the list of Members is directly connected with the described purpose. Any Member seeking to inspect and copy a membership list will, prior to such inspection and copying, execute a signed agreement in the form as approved by USCA limiting the use of such list in accordance with Section 17.7(c) (iii).

iii. Limitation on Use of Membership Voting List. Without consent of the Board, a membership voting list may not be obtained or used by any person for any purpose unrelated to a Member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be: (1) used to solicit money or property; (2) used for any commercial purpose; or (3) sold to or purchased by any person.

(d) Scope of Members' Inspection Rights.

i. Agent or Attorney. The Member's duly authorized agent or attorney has the same inspection and copying rights as the Member.

ii. Right to Copy. The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.

iii. Reasonable Charge for Copies. USCA may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a Member. The charge may not exceed the estimated cost of production and reproduction of the records. The charge will be prepaid before the records are supplied to the Member.

iv. Litigation. Nothing in these Bylaws will limit the right of a Member to inspect records to the same extent as any other litigant if the Member is in litigation with USCA, or the power of a court to compel the production of corporate records for examination.

## **ARTICLE 18.**

### **CODE OF ETHICS**

#### Section 18.1. Code of Ethics.

USCA will adopt a Code of Ethics and Fiduciary Responsibilities and an Ethics and Conflicts of Interest Policy (the “Code”) as may be amended from time to time. The Code will be applicable to all USCA employees, directors of the Board, committee members, and volunteers. The Code will be subject to approval by the USOC. Each USCA employee, director of the Board, committee member and volunteer will annually certify compliance with the Code.

**ARTICLE 19.**  
**FIDUCIARY MATTERS**

Section 19.1. Indemnification.

USCA shall defend, indemnify and hold harmless each director of the Board, each managing chair of an operational committee group, each standing committee member, each chair of members' assembly committee, each task force member, and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit filed in state or federal court or administrative agency brought against such individual arising out of the latter's performance of his or her duties with USCA, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said person.

Section 19.2. Discharge of Duties.

(a) Each director of the Board, each standing committee member, each managing chair of operational committee group, each chair of members' assembly committee, each task force member, each officer of the USCA and paid staff will discharge his or her duties: (i) in good faith, (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances, and (iii) in a manner the director, committee chair or officer reasonably believes to be in the best interests of USCA.

(b) Each director of the Board, each standing committee member, each managing chair of operational committee group, each chair of members' assembly committee, each task force member, each officer of the USCA and paid staff will conduct themselves in compliance with the letter and spirit of the Code of Ethics and Fiduciary Responsibilities and Conflict of Interest of the USCA.

(c) Each director of the Board, each standing committee member, each managing chair of operational committee group, each chair of members' assembly committee, each task force member, each officer of the USCA and paid staff will give priority to the rights and interests of the USCA over those of any other entity or individual.

(d) Each director of the Board, each standing committee member, each managing chair of operational committee group, each chair of members' assembly committee, each task force member, and each volunteer officer of the USCA may be sanctioned, privately or publically, or dismissed for illegal, immoral or unethical act or omission.

(e) Any complaint will be referred to the Ethics Committee for processing. The process to be followed prior to implementation of any sanction or dismissal will be as set forth in these By-Laws.

Section 19.3. Conflicts of Interest.

If any director of the Board, standing committee member, managing chair of an operational group, chairs of members' assembly committees, task force members, and officers of the USCA has a financial interest in any contract or transaction involving USCA, or has an interest adverse

to USCA's business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest, (ii) not participate in the evaluation of the contract, transaction or business affair and (iii) not vote on the contract, transaction or business affair.

Section 19.4. Prohibited Loans.

No loans shall be made by USCA to the Chair of the Board, to any director of the Board, or to any committee or task force member or to any USCA employee. Any Chair, director, committee or task force member or USCA employee, who assents to or participates in the making of any such loan, shall be liable to USCA for the amount of such loan until it is repaid.

Section 19.5. Confidential Communications.

A written communication by a member of the staff, by a director, or by a committee member, which is designated as confidential, will not be disseminated to persons other than the group for which it was intended and to which it was communicated, without permission of the person who originated the communication. Communications regarding assessment or strategy of the high performance program will be presumed to be confidential unless otherwise stated in the communication.

**ARTICLE 20.**  
**FINANCIAL MATTERS**

Section 20.1. Fiscal Year.

The fiscal year of USCA will commence July 1<sup>st</sup> and end on June 30<sup>th</sup> each year.

Section 20.2. Budget.

USCA will have an annual budget. The initial budget proposal will be prepared by the CEO and staff, and will be initially reviewed by the Audit/Finance Committee, the Chair of the Board, and with input as needed from the Managing Chairs of the Operational Committees, and the High Performance Director. The proposed budget resulting from this initial review will be provided to the Board of Directors no later than seven days prior to the directors meeting to review the budget. Prior to distributing the budget draft, the CEO and the Chair of the Board will discuss any strategic initiatives that either the Board or the staff wish to propose in the budget. The final budget for the coming year will be adopted by vote of the Board of Directors no later than July 31 of each year.

Section 20.3. Audit

Each year USCA will have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit/Finance Committee. The Audit/Finance Committee will provide the auditor's report to the Board of Directors upon its completion.

Section 20.4. Individual Liability.

No individual director of the Board or officer will be personally liable in respect of any debt or other obligation incurred in the name of USCA pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 20.5. Irrevocable Dedication and Dissolution.

The property of USCA is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USCA will inure to the benefit of private persons. Upon the dissolution or winding up of USCA, its assets remaining after payment, or provision for payment, of all debts and liabilities of USCA, will be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended, with preference given to a curling related organization or organizations..

Section 20.6. Dividends.

No dividends will be paid and no part of the income of the corporation will be distributed to its Members, directors, officers or committee members.

**ARTICLE 21.**  
**MISCELLANEOUS PROVISIONS**

Section 21.1. Severability and Headings.

The invalidity of any provision of these By-Laws will not affect the other provisions of these By-Laws, and in such event these By-Laws will be construed in all respects as if such invalid provision were omitted.

Section 21.2. Saving Clause.

Failure of literal or complete compliance with any provision of these By-Laws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the directors of the Board do not cause substantial injury to the rights of the directors, or the Members will not invalidate the actions or proceedings of the directors or Members at any meeting.

## ARTICLE 22.

### AMENDMENTS

#### Section 22.1. Amendments to By-Laws:

(a) These By-Laws may be repealed or amended, in whole or in part, by a two-thirds vote of the Board of Directors or the Members. If there is a conflict between the votes of the Board of Directors and the Members as to amendments or repeal of any of these By-Laws, the Members vote will control. The Members may initiate an amendment or repeal, in whole or in part, of any of these By-Laws.

(b) The determination of the required 2/3rds vote of the Members will be based upon the votes equaling or exceeding 2/3rds of the total votes of all the Members, as certified pursuant to Section 10.4, including the votes of the athletes as set forth in Section 22.1(d)

(c) The determination of the required 2/3rds vote of the Directors will be based upon the votes equaling or exceeding 2/3rds of the total votes of all the Directors then qualified to vote.

(d) At any meeting of the Members in which a vote by the Members will be taken on an amendment or repeal, in whole or in part, of any of these By-Laws, or on an expenditure of funds not already approved by the Board of Directors, Athlete Representatives shall have a vote equal to 20% of the total vote. This 20% is of the total vote of the Members as certified by the USCA's Treasurer pursuant to Section 10.4., together with the Athletes' vote such that the Athletes' 20% vote is equal to 20% of the combined vote of the Members and the Athletes. The Athlete's 20% vote shall be allocated among the Athlete Representatives who are the then current Athlete Representatives on the Board of Directors. Said allocation shall be equal amongst said Athlete Representatives unless the Athletes Advisory Council otherwise determines and so notifies the USCA's Secretary.

(e) Notice of the right to vote must be given to each of said Athlete Representatives together with the notice to be provided to the Members as set forth in Section 22.2.

#### Section 22.2. Notice procedures for Members Meetings RE: By-Laws/Expenditure of Funds.

(a) No proposed amendment or repeal of these By-Laws or expenditures of funds as directed by the Members will be adopted unless the Members are notified, in writing, by regular mail, facsimile or electronic mail sent at least thirty (30) days, and not more than sixty (60) days, prior to the date of the meeting at which the same are intended to be considered; or unless each of the Members not so timely notified execute a waiver of such notice.

(b) Notice will be given to the Members which shall include the fact of the amendment, repeal or the expenditure of funds to be considered at said meeting, the content of said amendment, repeal or expenditure of the funds and an explanation of the general nature and purpose for said amendment, repeal or expenditure of funds.



(c) Any and all proposed amendments or repeal, in whole or in part, to these By-Laws or expenditure of funds to be considered must be posted on the website or other electronic means of communication maintained by the USCA, at least thirty (30) days prior to the meeting at which said amendment or repeal or expenditure of funds is to be considered. Material posted shall include the fact of the amendment or repeal or the expenditure of funds to be considered at said meeting, the content of said amendment, repeal or expenditure of funds and an explanation of the general nature and purpose for said amendment, repeal or expenditure of funds.

(d) Said notice will be communicated to the delegates of the Members which delegates are identified pursuant to Section 10.5.

#### Section 22.3. Notice Procedures for Amending or Repeal of By-Laws by Directors.

(a) No proposed amendment or repeal of these By-Laws by the Director will be adopted unless the Directors are notified, in writing, by regular mail, facsimile or electronic mail sent at least thirty (30) days, and not more than sixty (60) days, prior to the date of the meeting at which the same is intended to be considered; or unless each of the Directors not so timely notified execute a waiver of such notice.

(b) Any and all proposed amendments or repeal, in whole or in part, to these By-Laws to be voted on the by Directors shall be posted on the website or other electronic means of communication maintained by the USCA at least thirty (30) days prior to the meeting at which said amendment or repeal is to be considered. The material posted shall include the fact of the amendment or repeal to be considered at said meeting, the content of said amendment or repeal and explanation of the general nature and purpose for said amendment or repeal.

(c) Upon adoption of any amendment by the Board of Directors, written notice of the language of the Amendment shall be promptly posted on the USCA web site, and be sent by e-mail within five business days to the Presidents of each Member State and Regional Curling Association and the Chair of the AAC. The Amendment passed by the Directors shall be effective 30 days after the notice is e-mailed, unless within the thirty day period following the notice, any combination of Presidents and AAC directors representing at least 50% of the total votes of the Members Assembly request that the effective date of the Amendment be delayed. In that case the proposed Amendment shall not be effective until voted on and passed by the Members at a regular or special meeting of the Members.

#### Section 22.4. Amendment to Articles of Incorporation.

(a) The Articles of Incorporation may be amended, in whole or in part, by a 2/3rds vote of the Members. For purposes of providing notice and voting, Athlete Representatives will be deemed Members and the provisions of Section 22.1(d) shall apply.

(b) Determination of the required 2/3rds vote of the Members will be in the same manner as set forth in Section 22.1(b) with the Athletes 20% included.

(c) The providing of notice and the manner in which said notice is to be provided must be in the same manner as set forth in Section 22.2(a), (b), (c) and (d).

## **ARTICLE 23.**

### **DEFINITIONS**

Section 23.1. "Athlete-Elected Representative" in the context of an Athlete-Elected position will have the meaning as set forth in the USOC's By-Laws, as amended from time to time. A copy of the current definition is attached hereto as Exhibit A.

Section 23.2. "Curling Club" will mean a group of Individual Curlers sharing use of a common curling facility or playing on natural ice and who play in organized leagues or other events. A club that lacks a curling facility will still be considered a curling club so long as its purpose is to promote the participation of its individual members in the sport of curling.

Section 23.3. "Governance Position" will mean a position on any standing committee or a Member-elected board member of the USCA, or a position on the board or board-elected member of a committee of the USOC or the World Curling Federation or a state or regional curling association.

Section 23.4. "Individual Curler" will mean any person who is recognized as a dues paying member of a curling club or using the facilities of a curling club on a regular fee paying basis, which curling club is a Member of the USCA and for whom USCA dues are paid.

Section 23.5. "Member" will mean member of the USCA. Member includes those entities as set forth in Section 5.1. of these By-Laws.

Section 23.6. "State or Regional Curling Association" will mean association of curling clubs conducting programs that are regional in scope. Initially, the State and Regional Curling Associations recognized by the USCA are as follows: Alaska, Washington, Mountain Pacific, Colorado, Nebraska, Dakotas, Minnesota, Wisconsin, Illinois, Great Lakes, and Grand National.

Section 23.7. "Club at Large" will mean a curling club that does not belong to any State or Regional Curling Association.

## ARTICLE 23 EXHIBIT A

### COMPLIANCE WITH USOC BY-LAWS

#### Section 8.8 Athlete Representation on NGB Boards and Committees.

Additionally, an Olympic and Pan American Sport Organization, in order to fulfill its membership obligations and to be considered a member in good standing with the corporation, shall comply with the athlete representation requirements as set forth below.

#### Section 8.8.1 Representation on Boards and Designated Committees.

Athlete representatives shall *equal* at least 20 percent of *all* NGB boards of directors, executive boards, and other governing boards, as well as those committees that are "Designated Committees" within the meaning of these Bylaws. For purposes of these Bylaws, the phrase "Designated Committees" means nominating and budget committees, panels empowered to resolve grievances and committees that prepare, approve or implement programs in the following areas:

- (a) expenditures of funds allocated to NGBs by the corporation; and
- (b) selection of international, Olympic, Paralympic and Pan American Games Team members including athletes, coaches, administrators and sports staff.

If approved by the corporation, NGBs may use proportional or weighted voting to achieve the necessary level of athlete representation in extraordinarily large legislative bodies such as "Houses of Delegates" or "Boards of Governors."

#### Section 8.8.2 Standards.

Athlete representatives on those NGB boards or committees described in this Section 8.8.1 of these Bylaws above shall meet the following standards:

- (a) at least one-half of the individuals serving as athlete representatives shall have competed in the NGB's events or disciplines that are on the sport's program in the Olympic or Pan American Games;
- (b) up to one-half of the individuals serving as athlete representatives may have competed in (i) an event or discipline not on the program of the Olympic or Pan American Games, provided that such event or discipline is recognized by the IF of the NGB or is regularly included in the international competition program of the IF, or (ii) the Paralympic Games, or an IPC-recognized World Championship in events on the Paralympic Games program; and
- (c) at the time of election, all NGB athlete representatives shall have demonstrated their qualifications as athletes by having:

i. within the ten (10) years preceding election, represented the United States in the Olympic or Pan American Games, or an Operation Gold event, or a World Championship recognized by the NGB's IF for which a competitive selection process was administered by the NGB, or, in a team sport, an international championship recognized by the IF of the NGB; or

ii. within the twenty-four (24) months before election, demonstrated that they are actively engaged in amateur athletic competition by finishing in the top half of the NGB's national championships or team selection competition for the events outlined in subparagraphs (1) or (2) or in a team sport, have been a member of the NGB's national team; or for the purposes of the standards outlined in Section 8.8.2.b(ii) only, within the ten (10) years preceding election, represented the United States in the Paralympic Games, or an IPC-recognized World Championship in events on the Paralympic Games program.

Athlete representatives may not be drawn from events that categorize entrants in age-restricted classifications commonly known as "Juniors," "Masters," "Seniors," "Veterans" or other similarly designated age-restricted competition. This provision is not meant to exclude from eligibility athletes who compete in an event for which the IOC or an IF has established an age restriction but whom otherwise meet the standard set forth in Section 8.8.2.

#### Section 8.8.3 Representation on Other Committees.

Athlete representatives shall also equal at least 20 percent of those NGB committees that are not Designated Committees, except that qualification as an "athlete representative" shall be determined as follows:

(a) at least one-half of the individuals serving as athlete representatives shall have competed in the NGB's events or disciplines that are on the sport's program in the Olympic or Pan American Games;

(b) up to one-half of the individuals serving as athlete representatives may have competed in (i) an event or discipline not on the program of the Olympic or Pan American Games, provided that such event or discipline is recognized by the IF of the NOB or is regularly included in the international competition program of the IF, or (ii) the Paralympic Games, or an IPC-recognized World Championship in events on the Paralympic Games program; and

(c) at the time of selection, all NGB athlete representatives under Section 8.8.3 shall have demonstrated their qualifications as athletes by having:

i. within the ten (10) years preceding selection, represented the United States in the Olympic or Pan American Games, or an Operation Gold event, or a World Championship recognized by the NGB's IF for which a competitive selection process was administered by the NGB, or, in a team sport, an international championship recognized by the IF of the NGB; or the Paralympic Games, or an IPC-recognized World Championship in events on the Paralympic Games program; or

ii. within the twenty-four (24) months before selection, demonstrated that they are actively engaged in amateur athletic competition; or

iii. for the purposes of the standards outlined in Section 8.8.3.b(ii) only, within the ten (10) years preceding selection, represented the United States in the Paralympic Games, or an IPC-recognized World Championship in events on the Paralympic Games program.

Athlete representatives may not be drawn from events that categorize entrants in age-restricted classifications commonly known as "Masters," "Seniors," "Veterans" or other similarly designated age-restricted competition. This provision is not meant to exclude from eligibility athletes who compete in an event for which the IOC or IF has established an age restriction but whom otherwise meet the standard set forth in Sections 8.8.2. or 8.8.3 of these Bylaws.

#### Section 8.8.4 Permissibility of Higher Standards.

An NGB may set standards for its athlete representatives that are higher than those in Sections 8.8.2 and 8.8.3 provided that such standards are not in conflict with the Act or these Bylaws.

#### Section 8.8.5 Direct Election by Athletes.

Athlete representatives to an NGB's board of directors, executive committee, and other such governing boards as defined in Section 8.8.1 shall be directly elected by athletes who meet the standards set forth in Section 8.8.2. Athlete Representatives to all other NGB committees and task forces shall be selected by the NGB with the approval of the athletes, or a representative group of athletes, who meet the standards set forth in Section 8.8.3.

#### Section 8.8.6 Application for Review.

Any NGB may submit an Application for Review ("Application") to the CEO (of the USOC). The Application shall set forth:

(a) the reasons why the NGB believes it cannot meet the requirements of Section 8.8; and

(b) the NGB's proposed alternative plan for compliance with Section 8.8, which should expand on the standards set forth in Sections 8.8.2 and 8.8.3 *only* to the extent necessary to achieve the required 20 percent athlete representation .

## **ARTICLE 24.**

### **EFFECTIVE DATE AND TRANSITION**

#### Section 24.1. Effective Date and Election/Selection of New Board.

(a) These Bylaws shall be effective when adopted by the then current Members of the USCA. Immediately upon adoption, a committee as appointed by the then serving President of the USCA will initiate and guide the process to transition to the Board size as provided for in these By-Laws and the election of the members to the Standing Committees and the hiring of a Chief Executive Officer and the implementation of the Members' Assembly as provided for in these By-Laws. The then current Nominating Committee of the USCA will be tasked with nominating individuals to stand for election for the various positions on the Standing Committees and board elected directors. Until such time as the new Board is seated, the then current Board of Directors of the USCA shall continue to serve as the Board with full authority to conduct all affairs of USCA as set forth in these Bylaws.

(b) Term limits set forth in these By-Laws shall be effective prospectively. Terms to which an individual was elected or appointed prior to the adoption of these amended by-Laws shall not be counted in determining limitations on service.