

BYLAWS

of the

KETTLE MORaine CURLING CLUB, INC.

(As Amended May, 2013)

ARTICLE I

Membership

Dues and Equity Participation

Guest Privileges

SECTION 1. MEMBERSHIP: Membership shall be divided into the following classes:

- A. Regular Member
- B. Regular Senior Member
- C. Introductory Member
- D. Junior Adult Member
- E. Social Member
- F. Trial Member

- A. Regular Member: Shall be a person who was elected to Membership pursuant to these Bylaws.

Each Regular Member shall be required to purchase one Equity Participation in the Club and pay such Initiation Fees at such time and payable upon such terms and conditions as shall be set forth in the resolutions adopted by the Board of Directors from time to time.

Regular Members shall enjoy all of the privileges of the Club including, to hold office, to receive reimbursement for their Equity Participations, and to participate in the distribution of the assets of the Club in the event of dissolution to the extent provided in the Articles of Incorporation.

No Regular Member shall vote or hold office until he or she has made an equity payment. Such equity payment, however, need not be paid in full.

- B. Regular Senior Member: A Regular Senior Member shall consist of a person who has attained the age of sixty-two (62) years on November 1st of the current year, maintained a Regular Club Membership for ten (10) years or more, and paid their equity in full. In recognition of loyal service to the Club, Senior Member dues will be eighty (80) percent of Regular Member dues.

- C. Introductory Member: An Introductory Member shall be a First or Second Year Member who has been elected to Membership pursuant to these Bylaws and has not been a member of any other Curling Club.

Introductory Members shall enjoy all of the privileges of the Club except holding an office or voting.

1. First Year Members: A First Year Member shall not have been a curling member of this or any other club, except for those who are coming up from Junior Membership.

 2. Second Year Members: A Second Year Member shall consist of person/ persons who shall have been a First Year Member during a year preceding the current year as defined above.
- D. Junior Adult Members: A Junior Adult Membership shall be open to a person between the ages of 14 and 21, as of June 30th preceding the start of the curling season. Junior Adult members shall not vote or hold office, but will be allowed to curl in adult leagues.
- E. Social Members: A Social Member shall consist of a person twenty-one (21) years of age or older who has been elected to Membership pursuant to these Bylaws.
- Social Members shall be entitled to curl in Club leagues and bonspiels a maximum of 3 times, upon invitation of a regular member, and will be entitled to participate in all Club social activities.
- F. Second Half Trial Members: A Second Half Trial Membership shall be open to a person who has no previous curling experience. This is a one-time opportunity for someone to try the sport of curling before joining as an Introductory Member.

SECTION 2. DUES: The Dues applicable to all classes of Members shall be in such amounts and payable on such dates as shall be set forth in a resolution adopted by the Board of Directors annually on or before July 15.

SECTION 3. EQUITY PARTICIPATION: Only Regular Members shall be permitted to purchase Equity Participation in the Club. The price of an Equity Participation shall be determined by the Board of Directors. Payment for an Equity Participation may be made in full or in such principal installments on the unpaid balance at such rate as shall be determined by resolution of the Board of Directors.

SECTION 4. PRIVILEGES: Club privileges for each class of membership shall be subject to Rules which may be prescribed from time to time by the Board of Directors.

SECTION 5. SUSPENSION OF PRIVILEGES: Members who have not paid their Dues or Equity Participation payments when due shall not be allowed to use the Club Facilities until such obligations have been paid.

SECTION 6. LIABILITY FOR DUES AND ASSESSMENTS: A Member shall not be obligated to pay dues or any assessment if he or she elects to resign by properly notifying the Secretary of the Corporation of their intention to resign within thirty (30) days of receipt of notice of their obligation for such fee, dues, or other indebtedness.

SECTION 7. LIQUIDATION OF EQUITY PARTICIPATION UPON TERMINATION OF MEMBERSHIP: Upon the termination of membership by a Regular Member for any reason, such Member must request, in writing, the return of any of their Equity Participation in the Club, unless he or she has executed a waiver in writing, within thirty (30) days of the termination of their membership. Any Equity Participation to which a Member shall become entitled during any year shall be considered for payment at the Annual Meeting in June of the following year and payments directed to be made by action taken at the meeting shall be paid out of payments for equity memberships by others or, at the option of the Club, from any other sources.

SECTION 8. PATRONS OF THE CLUB: Regular Members of the Club who have waived the return of their Equity Participation under Article I, Section 7, shall be considered as Patrons of the Kettle Moraine Curling Club, Inc., and their names shall be engraved on a plate and placed on a suitable Patrons plaque in the Clubroom. When Patrons have resigned from the Club they shall still be entitled to the status of Patron Members and have the privilege of being considered as representing Kettle Moraine Curling Club at any bonspiels held at other Curling Clubs for which they have a personal invitation.

SECTION 9. GUEST PRIVILEGES: Any Club member may extend guest privileges. The Club members may reserve a curling time to introduce their guest to curling when there are no other scheduled club events. Guests may be invited to curl in a league game one (1) time in a current season. No guest may curl in more than one (1) league game in any year. No guest shall curl in a Club play-down or playoff. No guest privileges shall be extended to anyone who is delinquent or in debt to the Club, suspended from the Club, or expelled from the Club. The limitation of guest privileges may be waived by the Board for special events.

ARTICLE II

Election of New Members: Method of Election to Membership

Resignation: Expulsion and Termination of Membership

SECTION 1. ELECTION OF NEW MEMBERS: Any person of good standing shall become a Member of the Club upon election by the Board of Directors and payment of the current dues and fees.

If the Payment of dues is not made within the time periods prescribed by the Board of Directors, said election shall be declared void.

The proceedings of the Board of Directors upon the question of an admission to Membership shall be held strictly private and confidential.

SECTION 2. METHOD OF ELECTION TO MEMBERSHIP: All candidates for Membership shall be voted upon by the Board of Directors at regular or special meeting or electronically. Members shall be elected only by the vote of a simple majority of all Directors. No rejected candidate shall be again proposed for Membership until one (1) year shall have elapsed.

SECTION 3. RESIGNATION: Membership may be terminated by voluntary resignation, in writing or by electronic means, accepted by the Board of Directors.

SECTION 4. EXPULSION: A Member may be expelled from the Club for misconduct or flagrant infraction of the Club rules, but only by the vote of two-thirds (2/3) of all the Directors, and after he or she shall have been furnished an opportunity to be heard by the Board of Directors, in their own defense. A motion to reconsider the expulsion of a

Member may be at the same meeting at which such expulsion is voted or at the next regular meeting, but at no other time. A member who has been expelled from the club may not be readmitted before a period of one (1) year and must receive a simple majority approval of the Board of Directors.

The Board of Directors shall be the sole judge of what constitutes misconduct or flagrant infraction of Club rules.

SECTION 5. INDEBTEDNESS-SUSPENSION AND FORFEITURE OF MEMBERSHIP:

All indebtedness of Members to the Club shall be paid within thirty (30) days of the date when the statement is rendered. If a Member continues in arrears for sixty (60) days notification shall be sent that all Club privileges of such Member shall be suspended until payment of such indebtedness. If a Member continues in arrears for ninety (90) days a notice is sent that their Membership is be deemed forfeited and terminated. A Member so forfeiting their Membership may be reinstated by a two-thirds (2/3) vote of all the Directors, and upon payment of all arrearages, including dues, for the continuous period.

SECTION 6. LEAVE OF ABSENCE: Members who are in active service of the Armed Services of the United States will be placed on an inactive status for the duration of their military service and shall not be required to pay Dues, Equity Participation payments, or interest during this period.

The Board of Directors may, upon written application of any Member, relieve such Member from payment of Dues and Principal and Interest payments for Equity Participation for good cause for a period not to exceed on (1) year; said period may be extended by like application at the expiration of the first periods. Club privileges shall not be enjoyed by such Member, or their family, during such period.

ARTICLE III

Meetings of Members

Nominations

Elections

SECTION 1. ANNUAL MEETING: The Regular Annual Meeting of the Membership shall be held on the second Wednesday in June of each year.

Notice of the Annual Meeting shall be mailed or sent via electronic means to all Regular Members no less than ten (10) days and no more than thirty (30) days in advance of such meeting.

SECTION 2. SPECIAL MEETINGS: Special Meetings of the Regular Members may be called by the President with the approval of a majority of the Board of Directors and must be called by the President within twenty (20) days after receipt of a written request therefore signed by a majority of the Board of Directors, or not less than fifteen (15) Regular Members.

Notice of any such Special Meetings, stating the purpose, shall be mailed or sent via electronic means to all Regular Members ten (10) days in advance of such meeting.

SECTION 3. VOTING MEMBERS: Regular Members of the Club, who have paid any portion of their Equity Participation, shall have the right to vote at any Annual or Special meeting.

SECTION 4. QUORUM: At any Annual or Special Meeting, ten percent (10%) of the Voting Members present in person, by proxy, or voting by ballot shall constitute a quorum. Should a quorum not be present, the meeting may be adjourned by the President or Vice President from time to time until the required quorum is secured. If, however, an election is to be held at such Meeting, or action taken upon any matter upon which Voting Members may vote by ballot, as provided by these Bylaws, and sealed ballots shall have been returned, such Meeting may be held for the purpose of such election, or for the purpose of action upon any other matter upon which sealed ballots shall have been returned. The presiding officer shall, upon the direction of the Board of Directors, adjourn any such meeting and direct that further notice be given to the Voting Members if it shall appear from the ballot cast on any question submitted to the Voting Members that the vote is not conclusive and that a decisive vote might be secured by allowing additional time for the reception of ballots.

SECTION 5. NOMINATIONS: The Board of Directors shall, at least thirty (30) days previous to each Annual Meeting, appoint a committee not to exceed seven (7) of the most recent, consenting, active dues paying past presidents, to be known as the Nominating Committee, whose duty it shall be to nominate and to mail or deliver via electronic means to the Voting Members at least twenty (20) days previous to such Annual Election, a list of candidates for each such office of Director as is to be filled for the ensuing year. But any fifteen (15) Voting Members of the Club may nominate a different ticket or tickets, and file the same over their signatures with the Club Secretary within five (5) days after the delivery of the names of the nominees by the Nominating Committee, and thereafter the names of all nominees shall be placed upon the ballot and mailed to every Voting Member of the Club. If a Member of the Nominating Committee shall be suggested as a candidate, and signifies willingness to be a candidate for any elective office, that Member of the Nominating Committee shall be relieved of their duties. The current President may not serve on this committee.

The Board of Directors shall appoint a Chairman pro-tem of the Nominating Committee until a permanent Chairman is elected, which shall be the first order of business.

SECTION 6. ELECTION BALLOTS: The Secretary shall prepare and cause to be printed, fixing the position of the names of all candidates thereon by lot, a ballot, containing the names of all nominees, which shall be mailed to each Voting Member with an envelope addressed to the Election Committee, with place for the signature of the Voting Member upon the rear of the envelope, at least seven (7) days prior to the Annual Election. Such ballots shall indicate the number of the Directors to be voted for and elected and the names of the retiring Directors whose offices are to be filled and the candidates therefore.

The name of any nominee who has indicated, in writing, their unwillingness to be a candidate shall not be included on the ballot.

SECTION 7. ELECTION COMMITTEE: The President shall appoint an Election Committee, consisting of three (3) Regular Members, whose duty shall be to attend the Annual Election, to receive and canvass the ballot and report the result thereof to the Annual Meeting.

SECTION 8. BALLOTING UPON ELECTION: One (1) hour before the Call of the Meeting on the date of each Annual Election, the polls shall be open and the Election Committee shall attend at the place of the Meeting and receive all ballots. Ballots may be mailed or delivered by the Voting Member to the Election Committee, and bearing the identifying signature of the Voting member casting such ballot, on the reverse side of the envelope. During the hours in which the polls are open, the names of the Voting Members casting ballots by mail or in person shall be checked or recorded by the Election Committee on an alphabetical list of the Voting Members, and the sealed ballots deposited in the ballot box. The envelopes addressed to the Election Committee bearing the identifying signatures of Members who have voted shall be retained until after the Election Committee has submitted its report to the Annual Meeting. The polls should be closed at the Call of the Meeting, at which time the Election Committee shall open the ballot box, and the votes for each candidate shall be counted, recorded and the totals reported to the Annual Meeting.

Cumulative voting shall not be permitted, but a Member may vote for less than the number of Directors to be elected. Should a Member in either case vote for more than the number to be elected, the ballot as to the Directors for which the Member so voted shall be rejected. A tie between candidates shall be decided by lot. The person receiving the largest number of votes for the office for which he or she is a candidate shall be elected thereto.

SECTION 9. VOTING ON QUESTION BY BALLOT: The vote upon any question required by the Articles of Incorporation to be submitted to the Regular Members, including any proposed Amendment to the Articles of Incorporation, may be taken by ballot at any General or Special Meeting. Such ballot shall be mailed to the Voting Members and shall be received and canvassed in the same manner as hereinbefore provided in respect to ballots cast at the Annual Election. The ballot on such questions shall be in such form as the Directors may prescribe.

ARTICLE IV

Board of Directors

SECTION 1. NUMBER OF DIRECTORS: The Board of Directors shall consist of ten (10) Regular Members of whom three (3) shall be elected each year to serve for a term of three (3) years. The Kettle representative shall be elected by the Kettles organization for a two (2) year term and have full voting privileges. Any vacancy occurring during the year following a Regular or Annual Meeting may be filled by majority vote of the Board of Directors and the person so elected shall serve until the next regular Annual Meeting at which time a Director shall be elected by the members to serve for the unexpired term of such Director, if any. No person may be elected for more than two consecutive terms. Persons who have served two consecutive terms are eligible for election to the Board of Directors one year after their second term expired.

SECTION 2. MEETINGS: Meetings of the Board of Directors shall be held either upon call of the President at their discretion or promptly upon receipt by the President of the written request of three (3) Directors, in either case upon not less than a three (3) day notice by mail, telephone, or otherwise, or at any time upon waiver of notice. A majority of the Directors being present at a meeting shall constitute a quorum.

The President shall prepare an Agenda for each meeting. Members of the Board of Directors who wish to have items placed on the Agenda shall contact the President prior to the next scheduled board meeting date.

All Parliamentary questions arising at any meeting shall be determined in accordance with Robert's Rules of Order.

Non-Board Members are invited to attend Board of Directors' Meetings, however, they will not be allowed to participate in the Board Meeting unless having been previously placed on the Agenda in the proper fashion by the President and will only be allowed to participate during that portion of the Board meeting when the subject for which he or she had been placed on the Agenda is discussed.

SECTION 3. ELECTION OF OFFICERS: At the first Regular Meeting of the Board of Directors following each Annual Meeting of the Members or sooner as determined by the Board, the Directors shall elect from among their number a President, a Vice President, a Secretary, and a Treasurer who shall hold office for one (1) year or until their successors are elected and qualified.

SECTION 4. DUTIES OF THE PRESIDENT: The President shall be the chief executive officer of the Club and preside over all meetings of the Board and of the Members. He or she shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. He or she shall be an *exofficio* member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation

SECTION 5. DUTIES OF THE VICE PRESIDENT: The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President. He or she shall preform such other duties as may be delegated to them by the President or Board of Directors.

SECTION 6. DUTIES OF THE SECRETARY: The Secretary, or designee, shall attend all meetings of the Member and the Board of Directors, and shall preserve in books of the Club true minutes of the proceedings of all such Meetings. He or she shall safely keep in their custody the Seal of the Corporation and shall have authority to affix the same to all instruments where its use is required. He or she shall give all notices required by Statutes, Bylaws, or Resolution. He or she shall perform such other duties as may be delegated to him by the Board of Directors.

SECTION 7. DUTIES OF THE TREASURER: The Treasurer, or designee, shall have custody of all Corporate funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements; he or she shall deposit all monies, securities and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the Regular Meeting of the Board, and whenever requested by them an account of all their transactions as Treasurer and of the financial condition of the Corporation. If required by the Board, he or she shall deliver to the President of the Corporation, and keep in force, a bond in form, amount and with a surety or sureties satisfactory to the Board, conditioned for the faithful performance of the duties of their office, and for restoration to the Corporation in case of their death, resignation, retirement, or removal from office, of all books, papers, brochures, money and property of whatever kind in their possession or under their control belonging to the Corporation.

SECTION 8. INDEMNIFICATION OF DIRECTORS AND OFFICERS: Each Director and officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such Director or officer, or by reason of any action alleged to have been taken, omitted or neglected by him or her as Director or officer; and the Corporation shall reimburse each person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability arising out of their own willful misconduct or gross negligence.

The actual amount paid to any officer or Director by way of indemnification shall not exceed actual, reasonable, and necessary expenses incurred in connection with the matter involved.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any Director or officer of the Corporation may otherwise be entitled by law.

ARTICLE V

Standing Committees

SECTION 1. COMMITTEES: The President, with the approval of the Board of Directors, shall promptly after their election appoint such committees as may be necessary for the proper conduct of the affairs of the Club. The Board of Directors shall have the power to remove any members of any Committee, for cause, by an affirmative vote of a majority of the Board present at any meeting thereof.

ARTICLE VI

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Fiscal Year

The Club will operate on a fiscal year basis -- May 1 through April 30.

ARTICLE VII

Distribution and Amendment of Bylaws

SECTION 1. EFFECT OF BYLAWS: These Bylaws shall supersede all Bylaws heretofore adopted and all other rules and regulation of the Club inconsistent herewith.

SECTION 2. AMENDMENT: These Bylaws may be altered, amended, or repealed from time to time by a vote of two-thirds (2/3) of all of the Directors.

SECTION 3. DISTRIBUTION OF BYLAWS: Whenever the Board of Directors shall so order, the Secretary shall cause to be prepared a document containing the Bylaws and

such Curling, Club, League, and/or Bonspiel Rules as shall be prescribed by the Board of Directors. Printed or electronic copies thereof shall be made available to all members.

ARTICLE VIII

Indebtedness

Neither the Board of Directors nor any of its officers, acting either individually or collectively, shall have the authority to commit the Club and its members to any indebtedness exceeding the greater of \$10,000.00 or 10% of the annual club budget without first receiving the approval of two-thirds (2/3) of the members at an Annual Meeting or at a Special Meeting called especially to rule on the question of incurring said indebtedness. Indebtedness not expected to exceed ninety (90) days is allowed if there is reasonable expectation that the cost will be reimbursed through insurance proceeds.

SECTION 1. MEMBER NOTIFICATION: Any request from a Member of the Board, to incur a debt exceeding the amount outlined above, shall be submitted, to the entire membership at least seven (7) days prior to the date of the Regular Annual, or Special Meeting at which the question will be presented for approval.