

AMENDED AND RESTATED BYLAWS OF BUFFALO CURLING CLUB.ORG, INC.

(A Not-For-Profit Corporation)

Rewritten December 2023

Approved December 14, 2023

This version supersedes all previous versions of the bylaws

ARTICLE I

NAME AND OFFICES

Section 1.0 The name of the corporation shall be **BUFFALO CURLING CLUB.ORG, INC.**, hereinafter referred to as “the Corporation.”

Section 1.1 The principal office of the Corporation shall be located in the County of Erie. The Corporation may also have offices at such other places as the Board of Directors (hereinafter “Board”) may from time to time appoint or the purposes of the Corporation may require.

ARTICLE II

PURPOSE

Section 2.0 The mission of the Corporation is to increase public awareness, appreciation, and participation in the sport of curling for all individuals regardless of age or abilities; and in addition to support members who wish to progress in competitive curling.

Section 2.1 The Corporation reserves the right to join any external organization that will benefit the Club, including both curling and non curling organizations as determined to be appropriate by the Board.

ARTICLE III

MEMBERS

Section 3.0 The Corporation shall have no shareholders. The Board shall possess all powers and duties for the conduct of the activities of the Corporation.

Section 3.1 Membership in the Corporation shall be defined by the Board.

ARTICLE IV

DUES, FEES, AND CHARGES

Section 4.0 The Board shall set the dues, fees, charges and responsibilities for Members.

ARTICLE V

BOARD OF DIRECTORS AND OFFICERS

Section 5.0 The business and property of the Corporation shall be managed and controlled by a self-perpetuating Board which has a fiduciary responsibility to the Corporation and its members.

Section 5.1 The Board shall consist of 9 duly elected Members in good standing. The Board shall solicit nominations from Members in good standing and then nominate Director candidates following such submission. The Directors shall be elected at the Annual Meeting. Each Year, Members shall choose by ballot three (3) Directors who shall serve for three (3) consecutive years. Terms Start at the June Board Meeting of the year elected and run for 3 consecutive years ending at the

June board meeting of the third year. Members in Good Standing shall be defined by the Board.

Section 5.2 A quorum of the Board shall be constituted by two-thirds of the current Board present in person (or remotely present and available) at any duly convened, regular, Annual, or special meeting.

Section 5.3 Each Director shall be entitled to one (1) vote in person (or remotely present and available) on any meeting item requiring Board action. A simple majority vote of the quorum present shall constitute Board action, unless a greater number of affirmative votes are required by law or by these Bylaws Article V, Section 5.5, Article X section 10.0. Proxy voting (voting on behalf of another member) is not allowed.

Section 5.4 Any Director may resign at any time by giving written notice of such resignation to the President and Secretary of the Corporation and shall be effective immediately unless otherwise stated within the notice of resignation. For purposes of these Bylaws, “written notice” means a letter, e-mail, or fax transmission.

Section 5.5

Any Director may be removed from office at any regular meeting or special meeting by the affirmative vote of two-thirds of all of the Directors (not $\frac{2}{3}$ of those present) for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes. Any Director proposed to be removed shall be entitled to at least seven (7) days written notice of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

Section 5.6 Any vacancy on the Board shall be filled for the remainder of the unexpired term by an affirmative vote of the Board at any regular or special meeting, where candidates for the vacancy have been nominated by any Director. Such vote shall be held as soon as practicable following the vacancy. Members shall be notified of the vacancy by written or electronic communication (including specifically but not exclusively letter, fax, or e-mail). In order to notify the Board of his/her candidacy for a vacant position, a Member must alert the Secretary by written or electronic communication. A candidate is elected upon an affirmative vote by a plurality of the Directors actually present (or remotely present and available).

Section 5.7 Special meetings of the Board may be called by the President or Vice President and must be called by either of them on the written request of any member of the Board.

Section 5.8 Notice of all special Board of Directors meetings shall be given by written notice at least three (3) days before the meeting. Regular scheduled meetings of the Board shall be held without additional notice at such time and place as shall be determined by the Board. Any business may be transacted at any Board of Directors meeting.

Section 5.9 Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment, which allows all participants to hear each other at the same time.

Section 5.10 At all meetings of the Board, the President, or the Vice President in the President's absence, shall preside. In the absence of the President and Vice President, the Secretary will preside. Should the President, Vice President, and Secretary not be available, the meeting will be postponed.

Section 5.11 Directors shall not receive any compensation for their services

Section 5.12 All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of New York, shall be vested in the Board. The Board, except as otherwise provided in these bylaws, may authorize any Officer, Member, or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and, unless so authorized by the Board, no Officer, Member, or agent of the Corporation shall have any power or authority to bind the Corporation by any contract, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

Section 5.13 The Board may appoint a Member in Good Standing as representative to the United States Curling Association (USCA), United States Women's Curling Association (USWCA), the Grand National Curling Club (GNCC), and other organizations as the need arises.

Officers

Section 5.14 The Officers of the Corporation shall include the President, Vice President, Secretary, and Treasurer. All Officers shall be on the current Board and be Members in good standing. All Officers shall be elected from among the Board at the first Board meeting of their Term. To become a candidate, a Director must be nominated by any Director, including him/herself. A candidate is elected upon an affirmative vote by a plurality of the Directors actually present (or remotely present and available). Electronic and proxy voting (voting on behalf of another Director) is not allowed. The Executive Officers shall serve a one (1) year term.

Section 5.15 Any Officer may resign from his/her position at any time for any reason.

Section 5.16 The President shall be the principal Officer of the Corporation and shall preside at all Annual, regular, and special meetings. The President shall have the authority to

sign, execute, and acknowledge on behalf of the Corporation, all contracts, leases, reports, and other documents or instruments necessary to the Corporation's business affairs as approved by the Board.

Section 5.17 The Vice President shall be vested with all the powers of the President for the sole purpose of performing the duties of the President in the President's absence.

Section 5.18 The Secretary shall keep and maintain accurate minutes of all Annual, regular, and special meetings and distribute to the Board and/or Membership as appropriate. The Secretary shall be vested with all the powers of the President for the sole purpose of performing the duties of the President in the absence of both the President and the Vice President.

Section 5.19 The Treasurer shall keep and maintain the official financial records of the Corporation including accurate accounts of receipts and disbursements. The Treasurer shall collect or oversee collection of all fees and payments that are due to the Corporation and shall disburse funds as required to meet the obligations of the Corporation. The Treasurer shall report the financial condition of the Corporation at the Annual Meeting, and at regular and special meetings as deemed necessary by the President or Board. The Treasurer shall be vested with all the powers of the President for the sole purpose of performing the duties of the President in the absence of the President, the Vice President, and the Secretary.

Section 5.20 The vacancy of the President shall immediately be filled by the Vice President who shall assume the duties of the President for the remainder of the unexpired term. For any other Officer, a vacancy shall be filled by election from among the Board by the Board described in Section 5.14.

Section 5.21 Any Officer may be removed from office by the affirmative vote of two-thirds of all the Directors (not $\frac{2}{3}$ of those board members present) at any regular meeting or

special meeting for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes. Any Officer proposed to be removed shall be entitled to at least seven (7) days written notice of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

ARTICLE VI

OPERATING STRUCTURES

Section 6.0 The Board will set the appropriate operating structure of the Corporation as deemed appropriate at that time.

ARTICLE VII

MEETINGS

Section 7.0 Meetings shall consist of the Annual Meeting of the Membership, regular meetings of the Board, and special meetings of the Board. The Annual Meeting of the Membership shall be held during the last quarter of the fiscal year at a location chosen by the Board. Regular meetings of the Board shall be held on a regular recurring basis as determined by the Board. Special meetings of the Board shall be called by the President or Vice-President for specific circumstances. See Article 5 Section 5.7.

Section 7.1 The Annual Meeting of the Membership shall be convened for the purpose of informing the Members of the annual general proceedings of the Corporation, including reports of the Officers and the committees, electing Members to vacant Board of Director positions, transacting the business of the Corporation,

promoting Membership in the Corporation, and promoting public participation in, and awareness of, the sport of curling to Western New York residents.

Section 7.2 Written notice of the Annual Meeting shall be given by the Secretary at least two (2) weeks prior to the Annual Meeting of the Membership.

Section 7.3 Notice of all meetings shall include an agenda.

Section 7.4 Voting by written ballot or electronic mail (e.g. e-mail) sent to the Secretary in advance of the Annual Meeting of the Membership shall be permitted in accordance with the guidelines set forth by the Board. Proxy voting (voting on behalf of another person) is not allowed at any meeting.

Section 7.5 Any action requiring immediate attention (other than referenced in Sections 5.5 and 5.21) may be taken with $\frac{2}{3}$ of the Board of Directors approving using a written consent transmitted electronically (i.e. email).

ARTICLE VIII

FINANCIAL PROVISIONS

Section 8.0 The fiscal year of the Corporation shall begin on July 1 and end on June 30.

Section 8.1 The Board shall be the only entity who can approve expenditures of the corporation's funds and must pre approve all Corporation expenditures that exceed \$500. Approval of an annual operating budget would indicate approval to spend on those items in the budget up to the amount in the budget by the individual(s) responsible for said area. Such authorization and approval shall be documented at any Annual, regular, or special meeting of the Board. The Board has a fiduciary responsibility to spend Corporation funds for the benefit of the Corporation and should be able to explain the benefits of an expenditure if questioned.

Section 8.2 The Treasurer and President shall coordinate and be responsible for organizing and submitting any required Federal and/or State tax returns or other required filings on behalf of the Corporation. A qualified third party may be retained by the Corporation to aid in fulfilling this requirement upon approval from the Board.

ARTICLE IX

ORDER OF BUSINESS

Section 9.0 All proceedings shall be conducted under and pursuant to Robert's Revised Rules of Order, unless otherwise provided.

ARTICLE X

AMENDMENT

Section 10.0 The Board shall have the power to make, alter, amend, and repeal the Bylaws of the Corporation by affirmative vote of two-thirds of the Total Board (not $\frac{2}{3}$ of those present) provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular or special meeting, except as otherwise provided by law.

Section 10.1 The effective date of the approved amendment shall be the date of the approval vote of the Board unless provided otherwise by a provision in the amendment(s) or any legally binding federal, state, or local restriction or requirement.

ARTICLE XI

CONSTRUCTION OF BYLAWS

Section 11.0 The interpretation of these Bylaws and all that is authorized by them shall rest with the Board.

Section 11.1 Except where provided otherwise in these Bylaws, the provisions set forth in the New York State Not for Profit Corporation Laws shall apply to the Corporation and its business and legal affairs.

ARTICLE XII

PROHIBITED ACTIVITIES

Section 12.0 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any Member, Director, Officer, or any other private person or entity except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in, including the publishing or distribution of statements, any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or, by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 12.1 Notwithstanding any provision of these Bylaws, the Corporation shall not discriminate against any Director, employee, applicant, Member, volunteer, or participant on the basis of sex, race, color, ethnicity, or national origin.

ARTICLE XIII

EXEMPT ACTIVITIES

Section 13.0 Notwithstanding any other provision of these Bylaws, no Director, Officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE XIV

CONFLICT OF INTEREST

Section 14.0 The purpose of the conflict of interest policy is to protect the interests of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or Officer of the Corporation or might result in a possible benefit transaction. This policy is intended to supplement but not replace any applicable Federal and State laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 14.1 “Interested Person” means any Director, Officer, or Member of the corporation with governing board delegated powers, who has a direct or indirect Financial Interest, as defined below.

Section 14.2 “Financial Interest”: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** Ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- b.** A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or anyone empowered by the Board to investigate such concerns decides that a conflict of interest exists.

Section 14.3 In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists through an affirmative vote..

Section 14.4 Procedure for Addressing a Conflict of Interest

- a. If the Board determines a conflict of interest exists, the Board shall appoint a disinterested person(s) to investigate alternatives to the proposed transaction or arrangement involving the conflict of interest.
- b. After exercising due diligence and upon recommendation of the appointed disinterested person(s), the Board shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- c. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the Board shall determine whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to

whether to enter into the transaction or arrangement through an affirmative vote..

Section 14.5 Violations of the Conflicts of Interest Policy

- a. If the Board has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose at a designated time and place.
- b. If, after hearing, the Member's response and after making further investigation as warranted by the circumstances, the Board determines the Member has failed to disclose an actual or potential conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 14.6 Records of Proceedings

- a. The minutes of the meetings of the Board related to investigating potential conflicts of interest shall contain:
 - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's decision as to whether a conflict of interest in fact existed, and
 - b. The names of the person(s) who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternative to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 14.7 A voting Member of the Board whose jurisdiction includes compensation matters,

who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Member's compensation. No voting Member or Director is prohibited from providing information to the Board regarding compensation.

Section 14.8 Each Director, Officer, and any Person(s) with Board delegated powers shall annually sign a statement, as presented in Appendix A, which affirms such person:

- a. Has received a copy of the conflict of interest policy (Article 14 of the ByLaws),
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy,
- d. Lists any existing conflicts of interest, and
- e. Understands the Corporation is a non-profit charitable organization and, in order to maintain its federal tax-exempt status, must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE XV

DISSOLUTION

Section 15.0 Upon the dissolution of the Corporation under New York State law, the net remaining assets of the Corporation, subsequent to the Corporation meeting all of its remaining financial obligations, shall be distributed to The Grand National Curling Club of America, Inc., an exempt organization under section 501(c)(3) of the Internal Revenue Code. However, if the named recipient is not then in existence, no longer a qualified distributee, or unwilling or unable to accept the distribution, then the net remaining assets of the Corporation shall be distributed to the United States Curling Association, an exempt organization under Section 501(c)(3) of the Internal Revenue Code. If neither exempt organization is then in

existence, no longer a qualified distributee, or unwilling or unable to accept the distribution, then the net remaining assets of the Corporation shall be distributed to a nonprofit fund, foundation, association, or corporation organized and operating exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section or corresponding section of a future tax code, and whose principal office and location of operation is in Erie County in the State of New York. Otherwise, the net remaining assets of the Corporation shall be distributed to the local government of Erie County for a public purpose; or, shall secondly be distributed to the State of New York for a public purpose; or, shall thirdly be distributed to the United States Federal Government for a public purpose. Subsequent to any distribution of net assets of the Corporation as described above, any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such public purpose.

APPENDIX A

**BUFFALO CURLING CLUB.ORG, INC.
CONFLICT OF INTEREST POLICY
ANNUAL STATEMENT OF BOARD OF DIRECTORS AND/OR COMMITTEE
MEMBER**

Fiscal Year: July 1, _____ to June 30, _____

I, _____, _____,
(printed name) (position/office, committee position)

affirm that I have received, read and understand the Buffalo Curling Club.Org, Inc. Conflict of Interest Policy (Article 14 of the ByLaws). I, further, agree to comply with this policy and understand that the Buffalo Curling Club.Org, Inc. is a non-profit charitable organization and, in order to maintain its Federal tax exempt status, must engage primarily in activities which accomplish one or more of its tax exempt purposes.

List any existing conflicts of interest (or indicate none):

Tim Lowden, Secretary *12/14/2023*

signature dated
Buffalo New York
_____, _____ place of signing (City, State)

This form will be retained by the Secretary as part of the Buffalo Curling Club.Org, Inc. records for the subject fiscal year.