

# **Mountain Pacific Curling Association By-Laws**

**Date: August 11, 2009**

## **Article I**

### **Name**

The name of this non-profit corporation shall be Mountain Pacific Curling Association, Inc., hereinafter referred to as the Association.

## **Article II**

### **Purposes**

The Nature of the business of this Non-Profit Corporation and the objectives and purposes thereof proposed to be transacted, promoted, or carried on are as follows:

1. To foster local, state, national, international, and Olympic amateur competition in the game of curling and to support and develop the capabilities of amateur athletes in order to participate in local, state, national, international, and Olympic competition.
2. To build and/or lease a curling facility for such purposes.
3. To transact all lawful business for which nonprofit corporations may be organized pursuant to the Provisions of Title 30, Chapter 3, Idaho Code for non-profit corporation, to have and exercise all powers, privileges, and immunities now or hereafter conferred upon or permitted to nonprofit corporations by the laws of the State of Idaho, and to do any and all of the things hereinbefore set forth to the same extent as natural persons could do insofar as permitted by the laws of the State of Idaho or these By-laws.
4. No part of the income or net earnings of the Association shall inure to the benefit of any member, trustee, director or officer of the Association or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered in effecting one or more purposes of the Association and to reimburse any actual and reasonable expenses incurred in connection with the administration of the affairs of the Association.
5. No substantial part of the activities of the Association shall be devoted to attempting to influence legislation, by propaganda or otherwise or directly or indirectly participating in, or intervening in (including the publishing or distribution of statements) and political campaign on behalf of or in opposition to any candidate for public office.
6. Notwithstanding any other provision of these By-Laws, the Association shall not carry on any other activities not permitted to be carried on (a) by an Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any future federal tax code, or (b) by an Corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code.
7. To approve Play Down procedures leading to National, International, and Olympic curling competition setting dates, sites, fees, and play down chairs for such competition.
8. To elect a director or directors for the Board of Directors of the United States Curling Association.

## **Article III Management**

**Section 1. Management** – MOPAC will elect a Board of Directors who shall have the responsibility for the control and management of the business and affairs of the Association. Each Member Club of the Association will elect a Director to serve on the Board under the terms of their respective Club’s by-laws to serve as their Director of the Association. Such Director must be a dues paying member of such Member Club and the Association.

**Section 2. Vacancies** - The Member Club from whence a vacancy arises shall have the power to fill any vacancy occurring for said Director for any cause other than the expiration of term of office. Provided, however, such persons appointed to fill such vacancies shall only serve until the next annual meeting.

**Section 3. Officers** - The Officers of the Association shall be as follows: President, Vice President, Secretary, and Treasurer. All Officers shall serve as a Director of the Corporation and will serve a two (2) year term except for the Treasurer who will serve a term of five (5) years. The Officers comprise the Executive Committee which has the responsibility of day-to-day operations of the Association. The Directors shall elect the officers at the annual meeting from a slate of names provided by member clubs to the Board of Directors. Nominations must be received by the Board 20 days before the annual meeting date. Nominees must be dues paying members of any of the approved MOPAC clubs with the nomination submitted by his/her home club. The slate of names must be shared with member clubs at least 10 days prior to the annual meeting. An officer can only serve for two consecutive terms. None of the Officers or Directors will receive any form of compensation from this Association. No Officer or Director shall obtain a financial benefit from any action of this Association, whether direct or indirect, unless the benefit has been fully disclosed and any form of payment approved by a majority of the Directors of the Association,

**Section 4. Executive Committee** - The Executive Committee shall consist of four Officers who shall be the President, Vice President, Secretary, and Treasurer of the Corporation.

**Section 5. President/Vice President** - The President, and in his/her absence, the Vice President, shall preside at all meetings of the Association, and at all meetings of the Board of Directors. He/she shall have general supervision of the affairs of the Association, including the power to appoint such committees as shall be necessary. In general, the President shall perform all duties that shall be prescribed by the Board of Directors from time to time. The President is a non-voting member of the Board except in the event of a tie vote. When elected, the President’s home club will elect another individual to serve as MoPAC Director of that club.

**Section 6. Secretary/Treasurer** - The Secretary shall keep a record of all meetings of the Association, and of the Board of Directors, and perform such duties as are usually performed by secretaries of such Corporations. The Treasurer shall keep safely all the funds of the Association and pay them out as provided by the by-laws of the Association. At each annual meeting, the Treasurer shall render a full and complete statement of the finances of the Association for the previous year and such statements from time to time as shall be required by the Board of Directors of the Association.

**Section 7. USCA Director** - The person selected to be the USCA Director shall be elected by the Board of the Association to serve a 3-year term that coincides with USCA’s term of three (3) years. Such USCA Director shall be elected from any Member organization of MOPAC and he or she shall be a dues paying member of a MOPAC Member club.

**Section 8. Removal** - Any Officer of the Corporation/Association and the USCA Director may be removed from office for cause by a two-thirds (2/3) vote of the Directors of the Association at a duly noticed meeting expressly for that purpose.

**Section 9. Vote** - Each Director shall be entitled to one (1) vote at meetings. Any vote regarding an expenditure of Association funds in excess of \$500, other than a payment to the United States Curling Association on behalf of a Member, shall be stated in an agenda delivered (by mail or email) to membership five (5) days before the specified meeting. The vote shall pass if approved by two-thirds (2/3) of those voting Directors in attendance.

**Section 10. Quorum** - One half (1/2) of the Directors shall constitute a quorum for transaction of business at any meeting of the Directors, but if fewer than a quorum of the directors is present at said meeting, a majority of the directors present may adjourn the meeting without further notice. The number of Directors of the Association may be changed at any time by a two-third vote of the Directors.

**Section 11. Meeting of the Board of Directors** - Meetings of the Directors shall be held at such time and place as shall be designated by the President and notice of each shall be given to each Director at least five (5) days in advance. Meetings of the Directors may be held either within or without the State of Idaho and may be held by telephone conference call with an appropriate quorum. The Board of Directors shall conduct at least four meetings a year to conduct the business of the Association.

**Section 12. Telephonic or Electronic Meetings** - Members of the Board of Directors or any committee may participate in any special meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment by which persons participating in the special meeting can hear each other at the same time. Such participation shall constitute present in person at a meeting.

**Section 13. Action By Written Consent Without a Meeting** - Any action required or permitted to be taken by the Directors under any provision of the By-Laws may be taken without a meeting, if a majority of Directors shall individually or collectively consent in writing to such action. Consent by e-mail shall be considered a written consent. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a regular vote of the directors. Any certificate or other document filed under any provision of law, which relates to action so taken, shall state that the action was taken by written consent of the Directors without a meeting, and that the By-laws of this Association authorize the Directors to so act. Such statements shall be prima facie evidence of such authority.

## **Article IV Membership**

**Section 1. Membership** - Membership of the Association shall be made up of the individual clubs of the Association. The procedure for applying for membership shall be:

1. Written application for membership shall be made to the secretary of the Association at least 60 days prior to commencement of the Annual Meeting.
2. The application shall be in writing, in the proper form as required by the Association. The form shall, at the minimum, contain the following:
  - a. Shall be executed by the secretary of the applying organization and shall contain the name of the organization;
  - b. Contain the names and addresses of all the Curlers represented by the applicant;
  - c. Shall contain a copy of its Articles of Incorporation/Charter and By-Laws;
  - d. Shall contain a request for membership and a statement that the applicant will actively participate in the conduct of the affairs of the Association and will abide by its rules and regulations; and,
  - e. Such other information as the Association may require.

**Section 2. Geographic Area** - Any Curling Clubs in the states of California, Oregon, Idaho, Nevada, Arizona, Utah, and Montana may join MOPAC. Locations not covered by other associations may be added from time to time, or as directed by USCA.

**Section 3. Acceptance** - New members shall be accepted into the membership of the Association by a 2/3 vote of the active dues paying Members.

## **Article V Dues and Fees**

**Section 1. Admission Fee** - There shall be no admission fee for any membership.

**Section 2. Dues** - Each Member Club of the Association shall pay annual dues for each curler in their Curling Club in an amount to be fixed by the Board of Directors. Annual dues shall be paid to the Treasurer on or before January 31<sup>st</sup> of each year. Each Member Club shall provide a membership list attached to the dues payment, stating the names, addresses and E-Mail addresses of each curler.

**Section 3. Non-payment of dues** - No member of a club shall be permitted to participate in competitive play leading to National, International, or Olympic competition until such member has paid his or her annual dues. Payment of member dues constitutes a member of full standing.

**Section 4. Fiscal Year** – The fiscal year for operations shall be July 1<sup>st</sup> to June 30<sup>th</sup> of each year. For tax purposes, the tax year shall be from January 1<sup>st</sup> to December 31<sup>st</sup> of each year.

## **Article VI Amendments**

**Section 1. Amendments to the By-Laws** - These By-Laws may be repealed or amended in whole or in part by a 2/3 vote of the Board of Directors or by a majority vote of the Members, provided that in the event of a conflict, the vote of the Members shall control. However, no such changes in the By-Laws shall be adopted unless the directors or Members shall have been notified in writing of the subject of the proposed change by regular mail, facsimile or electronic mail sent at least 10 days prior to the date of the meeting; or unless each such Director or Member, as the case may be, not so notified shall execute a waiver of such notice.

**Section 2. Amendments to Articles of Incorporation** - The Articles of Incorporation may be amended in whole or in part by a 2/3 vote of the Members. However, no such changes in the Articles shall be adopted unless the Members shall have been notified in writing of the subject of the proposed change by regular mail, facsimile or electronic mail sent at least 30 days prior to the date of the meeting; or unless each such Member not so notified shall execute a waiver of such notice.

## **Article VII Dissolution**

**Dissolution** - A resolution to dissolve the Association shall be submitted to a vote of the Board and the Directors. In the event of dissolution of the Corporation, the Board of Directors shall, after payment of all liabilities of the Association, dispose of the assets of the Association, exclusively for the purposes of the Association in such manner or to such organizations organized and operating exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose,

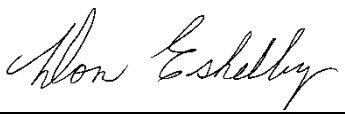
## **Article VIII Miscellaneous**

**Section 1. Anti Doping** - It is the responsibility of each athlete member of USCA to comply with the anti-doping rules of the WCF, USOC and USADA. It is also the responsibility of each athlete member of 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.)

**Section 2. Abuse and Harassment** -The Association shall adopt the Abuse and Harassment Guidelines, as amended, of the United States Curling Association and it shall adopt a Conflict of Interest Policy in a format acceptable to the Internal Revenue Service.

### **SECRETARY'S CERTIFICATION**

This is to certify that the foregoing By-laws were duly adopted as the official By-laws of the Mountain Pacific Curling Association, Inc. by unanimous consent of the Directors on this 24th day of November, 2008.

Signed   
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Don Eshelby, Treasurer

Dated 11/24/08

Previously Updated and Approved on 8-11-09

Updated and Approved on 05-23-2012

Signed   
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Erik de Vreeze, Secretary

Dated 05/23/2012