Pacific Northwest Curling Association

Bylaws

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Article I -- Name

The name of this association shall be “Pacific Northwest Curling Association,” abbreviated as “PNWCA.”

Article II -- Purpose

The PNWCA is a non-profit corporation, incorporated under the Chapter RCW 24.03 of the laws of the State of Washington. The PNWCA is a successor to Competitive Curling of Washington, a 501(c)(3) corporation limited to clubs in the State of Washington. The name of the corporation has been changed to reflect that the corporation’s scope is regional rather than limited to Washington State. PNWCA

operates consistent with the requirements and restrictions of Section 501(c)(3) of the Internal Revenue Code including any later amendments.

The Pacific Northwest Curling Association was founded to foster national and international amateur competition in the Sport of curling by and through the following activities:

1. Conducting and managing regional competitions, including playdown competitions for the purpose of qualifying for national competitions conducted by the United States Curling Association (USCA), which is the National Governing Body for the Olympic sport of curling;
2. Supporting qualifying regional teams as they progress to national and international competitions;
3. Promoting the sport of curling by supporting growth of member curling organizations, encouraging the formation of new curling organizations within the region, and providing a communication link between Member Clubs;
4. Educating and providing training for youth curlers and for adult curlers who wish to improve their skills and become more competitive; and
5. Maintaining and encouraging international competitions between Member Clubs and Canadian or other foreign curling clubs.

Article III -- Membership

PNWCA's initial Member Clubs are Granite Curling Club located in Seattle, Washington, Evergreen Curling Club located in Beaverton, Oregon and Inland Northwest Curling Club, incorporated in the State of Washington and curling in Coeur D'Alene, Idaho. Membership in PNWCA is open to additional curling clubs that wish to join the PNWCA and meet the eligibility requirement and procedures set forth in Section I below. A curling club belonging to the PNWCA is referred to hereinafter as a Member Club.

Section 1 -- Eligibility

Any duly organized curling club which meets the following minimum membership requirements of the PNWCA shall be eligible for membership in the PNWCA:

- Is a current member of the United States Curling Association or has an application pending for such membership;
- Has a minimum membership of sixteen (16) curlers and has made or will make payment of the appropriate PNWCA and USCA dues for such;
- Runs at least one curling league annually; and
- Has petitioned for and been approved by the USCA to be part of the PNWCA.

Section 2 -- Application

Application for membership shall be made to the Secretary of the PNWCA in a form as prescribed by the PNWCA. Said application shall state the name of the club, the names of its officers, a list of its membership with contact information, a copy of its charter and bylaws, and a request for affiliation. The PNWCA Board of Directors shall consider the application and may approve or disapprove the Club for membership in the PNWCA. Election to membership shall be by a majority vote of the Board or Directors.

Section 3 -- Suspension and Expulsion

The Board of Directors may, by a majority vote, terminate the membership of any Member Club that is in default of payment of dues as set by the Board of Directors pursuant to Article VI of these Bylaws. The PNWCA may also suspend or expel a Member Club for cause after notice and an appropriate hearing conducted by the Board of Directors. Action to suspend or expel a Member Club for cause may be taken only in case the Member Club deliberately fails to guide itself by the rules of the PNWCA or has been guilty of conduct discreditable to this Association or to the USCA. A Member Club may be suspended or expelled for cause only by two-thirds vote of the Board of Directors.

Section 4 -- Resignation

Any Member Club may resign by filing a written resignation with the secretary of the PNWCA, but such resignation shall not relieve the resigning Member Club of the obligation to pay any dues, assessments, or charges theretofore accrued and unpaid.

Section 5 -- Non-Discrimination

All Member Clubs shall be admitted to the PNWCA and shall be entitled to the rights and privileges of a Member Club without regard to race, color, religion, age, sex, sexual orientation, gender identification, or national origin of its curlers. All Member Clubs shall include in the Club's Bylaws a non-discrimination clause providing at a minimum that the Member Club will select/admit its Individual Curlers without regard to race, color, religion, age, sex, sexual orientation, gender identification or national origin.

Section 6 -- Transfer of Membership

Membership in the PNWCA is not transferable or assignable.

Article IV -- Officers and Directors

Section 1 -- General Powers

The management of the operations and business of the PNWCA shall be the responsibility of its Board of Directors, and the Board of Directors shall have all powers reasonably necessary to carry out that responsibility, subject to the provisions of these Bylaws. All playdowns leading to national competition shall be conducted in a manner consistent with the Championship Rules of the United States Curling Association. Any player having a grievance regarding the conduct of a playdown is directed to the Athlete Grievance Procedure set forth in the USCA Athlete/Coach Code of Conduct Agreement, Exhibit A, available at www.usacurl.org.

Section 2 -- Board of Directors

The PNWCA Board will have 10-12 Directors made up of:

> Ten (10) directors that are representatives from Member Clubs. If the number of Member Clubs exceeds seven (7), the number of Member Club Representative Directors shall increase to twelve (12). The Member Club Representative Directors shall consist of:
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> One (1) Representative from each Member Club.
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> The remaining directors will be allocated proportionally among the Member Clubs according to each club's percentage of total PNWCA membership. Allocation will be done each year prior to the Annual Meeting based on each club's membership reported to USCA on January 31 of that

year.* If it is necessary to round the number of directors as initially calculated, the rounding shall be done in a way that is most closely proportional and does not increase the total number of directors on the board above the number stated above. The Member Clubs will initially appoint each Representative for either a one- or two-year term so that approximately half of their Representatives' terms will expire in any given year. After the initial appointment, the terms of each representative will be for two years. In March of each year the Secretary of the PNWCA shall determine the number of Director positions for each club and shall notify the respective Club Presidents of that number, the status of their current board members, including which positions are expiring and how many appointments are needed. For clubs that join the PNWCA after the annual allocation of directors, the joining club will be asked to assign a director pending the next allocation, which shall not affect current directors of other clubs, notwithstanding the limits on the total number of directors as specified above.

Exception. If the membership of any one club exceeds 50% of the total PNWCA membership, the membership of that one club and the total PNWCA membership shall be recalculated such that the one club's revised membership equals 50% of the revised PNWCA total. This is solely for the purpose of calculating the number of directors.

* COVID-19 special rule. For any club that has not been able to curl during the COVID 19 crisis and therefore has not reported any members to the USCA, or has reported a substantially reduced number of members to the USCA due to partial opening, the membership roster from January 31, 2020 will be used until such time as the club is able to fully open.

Section 3 -- Officers

The Officers of the PNWCA shall be a President, a Vice-President, a Treasurer, and a Secretary.

A. The President and Vice President shall be elected by the Board of Directors from among the members of the Board of Directors for a term of one (1) year, at the annual meeting in June of each year.
B. The Secretary and Treasurer shall serve for a term or terms at the discretion of the Board. Both offices may be held by the same person. The Secretary and Treasurer need not be members of the Board of Directors.
C. The PNWCA may also have such officers other than those specified above as the Board may deem necessary or advisable, all of whom shall be chosen by the Board or by an officer or officers of the PNWCA designated by the Board and shall serve for such term or terms as the Board shall prescribe.
D. Any officer of the PNWCA shall be subject to removal for cause at any time by the vote of a majority of the directors then in office whenever, in their judgment, the best interests of the PNWCA would be served by the removal. Any vacancy so created may be filled by vote of the majority of the Directors then in office.
E. A vacancy in any office because of death, resignation, or other cause may be filled by the representatives for the unexpired portion of the term. Vacancies may be filled, or new offices created and filled at any regularly constituted meeting of the PNWCA. Each officer shall hold office until his successor has been duly elected and qualified.

F. Indemnification of Officers and Directors. The PNWCA shall defend, indemnify and hold harmless each of its directors, representatives, and officers from and against all claims, charges and expenses, which he or she incurs as a result of any action or lawsuit brought against any such director, representative, or officer arising out of the latter's performance of his or her duty in this corporation, unless such claims and expenses were caused by fraud or willful neglect on the part of the said officer, representative, or director.
G. The PNWCA is required to purchase Directors and Officers insurance.

Section 4 -- President's Powers and Duties

The President shall perform all the duties required of him or her by these bylaws, shall be the chief executive officer of the PNWCA and, subject to the provisions of law, these bylaws, and the directions and limitations given and imposed by action of the Board and/or the members of the PNWCA, shall have general charge and authority over the business and affairs of the PNWCA and shall preside at all meetings of the members of the PNWCA and of the Board. The President may sign, with the Secretary or any other proper officer of the PNWCA authorized by the representatives, any deeds, mortgages, bonds, contracts, or other instruments which the representatives have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the representatives by these Bylaws, or by statute to some other officer or agent of the PNWCA; and in general shall perform all duties incident to the office of president and other duties as may be prescribed by the directors from time to time.

Section 5 -- Vice President

In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. The Vice-President shall have other duties and powers as may be given to the Vice-President by the President or by the Board.

Section 6 -- Secretary

The Secretary shall have custody of the PNWCA records and keep minutes of all meetings of the Board of Directors. At any meeting at which the Secretary is not present, the presiding officer shall designate a member to keep the minutes of such meeting and those minutes shall be turned over to the Secretary. The Secretary shall send notices of Board meetings to all Board Members and to all member curling club presidents, and in general perform all duties incident to the office of secretary and such other duties as from time to time are assigned by the president or by the representatives.

Section 7 -- Treasurer

The Treasurer shall have custody of and be responsible for all funds and assets of the PNWCA. The treasurer will also have charge of the collection and disbursement of all funds of the PNWCA, and shall give and receive receipts for such moneys. The Treasurer shall also prepare and submit semi-annual and year-end financial reports, and shall make deposits and withdrawals in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of the Bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the representatives. If required by the representatives, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum as with such surety or sureties as the representatives may determine.

Article V -- Meetings

The Board of Directors shall meet regularly in person or by teleconference at least twice during the year.

Section 1 -- Annual Meeting

There shall be an annual meeting of the directors in the month of June of each year. The date and place of such meeting shall be set by the President. At the annual meeting, the officers for the coming year shall be selected, and such other business as may come before the meeting may be conducted.

Section 2 -- Regular Meetings

Besides the annual meeting, The Board of Directors shall meet regularly in person or by teleconference at least once more during the year.

Section 3 -- Special Meetings

Special Meetings of the PNWCA may be called by the President or by a majority of the Member Clubs. Any and all meetings of the PNWCA shall be held at the place and time selected by the President.

Section 4 -- Quorum

A majority of the Directors present in person, by proxy, or online shall constitute a quorum of any meeting. A representative may vote by proxy executed in writing by the representative. A proxy shall only be valid only for the designated meeting. Any representative may participate and vote in meetings by phone or online with timely advance notice to the President and Secretary of the PNWCA, so that such participation can be arranged. The President may elect to have any meeting conducted entirely online through teleconference. If so, the president shall notify all Directors and Officers of the platform to be used and the codes needed to participate.

Section 5 -- Notification

A written notice of each annual meeting and of any special meetings pertaining to the election or termination of any Member Club, or pertaining to any amendments to these Bylaws, shall be made by the secretary of the PNWCA to the secretaries of the Member Clubs and their representatives at least fifteen (15) days prior to the meeting. Member Clubs shall acknowledge, in writing, notification of the annual meeting and shall include the names of the Member Club's representatives to the PNWCA for the ensuing year. Notice of regular meetings shall be given to each representative ten (10) days prior to the meeting. Any director not timely notified may waive the notice requirement in writing.

Article VI -- Dues & Finances

Section 1 -- Dues

Each Member Club of the PNWCA shall pay annual dues for each member 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 31st of each year. Each Member Club shall provide a Membership list attached to the dues payment, stating the names, and contact information of each curler.

Section 2 -- Playdown Entry Fees

The Board of Directors is also authorized to set the regional entry fee for playdowns.

Section 3 -- Tax Exempt Status

The PNWCA shall operate under Section 501 (c)(3) of the Internal Revenue Code. The PNWCA shall not engage in any activities that conflict with or jeopardize its tax-exempt qualification under IRC Section 501(c)(3). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 4 -- Contracts

The representatives may authorize any officer or officers, agent or agents of the association, in addition to officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association and such authority may be general or confined to specific instances.

Section 5 -- Banking and Checks

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association, shall be signed by such officer or officers, agent or agents of the association and in such manner as shall from time to time be determined by resolution of the representatives. In the absence of such determination by the representatives, such instruments shall be signed by the Treasurer or such officers or agents as the representatives shall from time to time designate for that purpose. All funds of the association shall be deposited in a timely manner to the credit of the association in such banks, trust companies or other depositaries as the representatives may select.

Section 6 -- Financial records

Financial Records shall be kept consistent with Article IX of these Bylaws.

Article VII -- Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Article VIII -- Amendments

These Bylaws may be repealed or amended, in whole or in part, by a vote of two-thirds (⅔) of the Board of Directors present. However, no such changes in the Bylaws shall be adopted unless written notice has been given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting in accordance with Article V of these Bylaws.

Article IX -- Books and Records

This association shall keep correct and complete books and records of account and shall also keep minutes of its proceedings. All books and records of the association may be inspected by a representative or a representative's agent or attorney for any proper purpose at any reasonable time.

Article X -- Fiscal Year

The Fiscal year of the association shall begin on the first day of July and end on the last day of June in each year.

Article XI -- Dissolution

A resolution to dissolve the Association shall be submitted to a vote of the Board of Directors and shall require a two thirds (2/3) vote to be enacted and carried out.

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.