

**By-Laws  
of the  
Portage Curling Association, Inc.**

**Article I: Membership Provisions**

**Section 1.1 Memberships**

A. As provided for in the Articles, a Member of the Portage Curling Association, Inc., is a person eighteen (18) years of age or older who has paid their annual membership dues. The Board may from time to time change the kinds and classes of annual memberships to reflect the current composition of club members. This determination must be decided and provided to the current club members prior to the start of the curling season along with the rights and privileges of each type and class of membership. Membership classifications may include, but are not limited to:

- A. Individual Membership
- B. Senior Membership
- C. Social Membership
- D. Family Membership
- E. Junior Membership

B. Upon payment of their annual membership dues, and meeting the requirements of the above paragraph, said Member is entitled to one vote in each matter submitted to a vote of the Members.

**Section 1.2 Application and Acceptance of Members and Transfer of Memberships**

A. Persons at least eighteen (18) years of age may become Members of the Association by signing the Waiver of Liability and providing contact information in such form as may be required by the Board.

B. Every person applying for membership thereby agrees to abide by the Articles and By-Laws of this Association and to pay their annual membership dues as established by the Board.

C. Memberships may not be assigned or transferred.

D. The Board retains the authority to provide for proration and reimbursement of paid dues, on a case-by-case basis. A Member must apply, in writing, to the Board notifying the Board of the request to prorate or reimburse a Member's dues. The Board's decision is final. If a Member receives a dues reimbursement, their membership is terminated, along with the rights and privileges of that membership.

**Section 1.3 Expulsion and Termination of Membership**

A. A Member may be expelled from the Association, with membership canceled without refund, for conduct injurious or detrimental to said Association or for any reason sufficient therefore at any Board of Directors Meeting noticed for such purpose. In this instance, a typed agenda, listing the expulsion/termination action, received by all Board Members at least three (3) days prior to the scheduled Board meeting, will suffice for notice. An expulsion/termination vote must be carried by a two-thirds (2/3) vote of the Board Members present.

B. Membership shall be terminated by death, voluntary withdrawal or application to the Board for reimbursement of membership dues.

C. The nonpayment of membership dues for a period of fifteen (15) days after written or electronic notice of delinquency is delivered to the Member's address as it appears on the membership records of the Association shall automatically terminate membership in the Association. A Member, whose membership has been terminated for nonpayment of dues, may be restored to membership in good standing upon payment of membership dues, including arrears, and approval of the Board.

**Section 1.4 Membership Dues**

A. The annual membership dues shall be established annually by the Board. The Board also shall establish the date for payment of annual dues. Payment of dues may be deferred for up to one (1) month beyond the date for good cause upon written request of the Member and approval by a two-thirds (2/3) vote of the Board Members present.

**Article II: Meeting of Members**

**Section 2.1 Annual Meeting**

A. The Annual Meeting of the Members for the purpose of election of the Board and giving reports as to the operation of the Association during the preceding year shall be held at the conclusion of the curling season and to be determined by the board each year. The place, date, and time to be set by the Board.

**Section 2.2 Special Meetings**

A. Special Meetings for specified purpose(s) may be called at any time by a majority vote of the Board Members, by the President, or by the Secretary upon a written request signed by ten (10) Members and filed with the Secretary.

**Section 2.3 Notice of Membership Meetings**

A. Notice of all membership meetings setting forth the place, date, and time thereof shall be given by the Secretary to each Member (in good standing at the time the notice is given). The notice shall be delivered at least ten (10) days prior to the meeting to the Members as it appears on the membership records of the Association.. The notice of a Special Meeting shall set forth the purpose(s) of the meeting.

**Article III: Voting and Quorum**

A. Each Member shall be entitled to one (1) vote which shall be exercised in person or by proxy. Ten (10) Members present in person or by proxy at any Annual or Special Meeting of the Association shall constitute a quorum for the transaction of business. A vote of a majority of the Members present or by proxy shall bind all Members of the Association.

B. A lesser number of Members may meet and adjourn time to time. Except for the election of Directors, a majority of votes cast by the Members in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter put to a vote. A vote by ballot either

written or show of hands as determined by the president for the election of Directors. A ballot may be demanded by any Member who is present in person on another item of business.

C. Any Member who cannot attend the Annual Meeting or a called Special Meeting, may assign their vote, as proxy, in accordance with paragraph 7.5 of these By-Laws.

## **Article IV: Directors**

### **Section 4.1 Number, Election, and Term**

A. The Board shall consist of seven (7) Members. Three (3) Directors shall be elected at each annual membership meeting. Each Director shall serve a two- (2) year term. A plurality of votes cast at an Annual Meeting shall be sufficient to elect a Director to office. Each Director shall hold office for the term elected or until a successor is elected or appointed. No Director may serve more than two (2) successive two- (2) year terms. At no time shall the board consist of more than one (1) member from a household.

### **Section 4.2 Vacancies on the Board of Directors and Removal of Directors**

A. A vacancy on the Board of Directors shall occur when a Director dies, resigns, or is expelled or terminated from membership. Any Director with three (3) consecutive unexcused absences may be removed .

B. Any Director may be removed for cause upon a unanimous vote of the remaining Directors in office or upon a two-thirds (2/3) vote of the membership at an Annual Meeting or at any Special Meeting if the call and notice of the meeting specifies such purpose.

C. The President shall fill vacancies on the Board for the balance of the unexpired term. The President may appoint Member(s), with a supporting majority vote of the Board, to fill the vacancy or elect an additional Director at the Annual Meeting.

### **Section 4.3 Quorum of the Board of Directors**

A. A majority of the Directors in office shall constitute a quorum for the conduct of business. A lesser number may meet and adjourn from time to time.

### **Section 4.4 Meeting of the Board of Directors**

A. The Board shall meet monthly at places, dates, and times determined at the preceding monthly meeting. All meetings are open to the Members unless a vote is called and passed to close the meeting. For reasons determined by the Board, a vote may be called to close the meeting. A two-thirds (2/3) vote of Directors present is required to close a meeting. When a meeting is closed, the Secretary will remove all Members present, prior to resuming the meeting. If the Members present will not desist, the meeting will adjourn. The meeting will re-adjourn, in closed session, prior to the next monthly scheduled meeting.

B. Special Meetings of the Board of Directors may be held upon the call of the President, or Secretary, of any three (3) Directors. Notice of the time and place of the Special Meetings shall be done three days prior to the meeting by notice, delivered to an address recorded in the membership records of the Association at least three (3) days prior to the meeting, orally, or by telephone notice at least twenty-four (24) hours prior to the meeting.

**Section 4.5 Duties and Authority of the Board of Directors**

A. The Board of Directors shall have the general care and management of the property, affairs, activities, and business of the Association, and may exercise all the powers of the Association, and do all such lawful acts and things as are not by statute, the Articles of Incorporation, or these By-Laws directed or required to be exercised or done by Members or Officers of the Association.

B. The Board of Directors may provide for curling and curling programs for the children of curling members and other youths in the community under such terms and conditions as the Board deems appropriate, and may allow any responsible organization or other person or persons who are not Members of the Association to use its facilities upon such terms and conditions as the Board of Directors deems appropriate providing that the Board determines that such use will not substantially interfere with the primary use of the facilities by Members of the Association.

C. The Board of Directors of the Association shall also specifically have the power and authority hereinafter set forth:

To borrow money upon such terms and conditions as they shall decide for the purpose of purchasing artificial ice machinery and any equipment by them deemed necessary or desirable for the Association's operation of an artificial ice rink or rinks upon which the game of curling is to be carried on and for the purpose of installing such machinery and or equipment. The Board of Directors may enter into a lease or leases on behalf of the Association of any building or other facilities upon such terms and conditions and for such length of time as they in their judgment deemed to be in the best interests of the Association.

D. The power and authority of the Board of Directors as specifically above set forth in this paragraph in not in any way intended to in any way limit the general power and authority of the Board of Directors because of enumeration of the specific powers herein set forth.

**Section 4.6 Qualification for Directors**

A. Each Member of the Board of Directors must at all times be a current Member of the Association.

**Section 4.7 Compensation for Directors**

A. The Members of the Board of Directors shall serve without compensation for services performed as a Director.

**Sections 4.8 Nominating Committee**

A. Nomination for the Board of Directors shall be presented to the Annual Meeting of Members by the president or a nominating committee. The president or committee should nominate six (6), or twice the number of directorships to be filled *if possible*.

B. The committee's or President's nominations shall be presented to the Members at the Annual Meeting prior to the election. Additional nominees may be presented from the floor prior to the election.

**Article V: Officers**

**Section 5.1 Number and Selection**

A. The general officers of the Association shall be the President, Vice President (President Elect), Secretary, and Treasurer. Each officer, except as herein otherwise expressly provided, shall hold office for one (1) year and until a successor is appointed and qualified. The Officers shall at all times be Members of the Board of Directors and shall be elected by the Board of Directors.

B. The election of Officers will be held at the first meeting of the Board of Directors, following the Annual Meeting of the Association.

**Section 5.2 Vacancies in Office and Removal of Officers**

A. In case any office becomes vacant, the Board of Directors shall elect a successor to fill the office for the balance of the term. Any officer may be removed from office by the Directors whenever, in their judgment, the best interests of the Association will be served thereby. Refer to paragraph 4.2(B) for Officer Removal procedures.

**Section 5.3 Compensation of Officers**

A. The officers of the Association shall serve without compensation for services performed as an officer.

**Section 5.4 Duties of the President**

A. The Principal duties of the President shall be to preside at all meetings of the Association, and at all meetings of the Board of Directors; to execute all leases, conveyances, contracts, and documents on behalf of the Association, and to have general supervision of the affairs of the Association. The President shall have a vote at all Director's meetings and shall have the power of a Director. The President shall have such additional duties as may be prescribed by the By-Laws of this Association.

**Section 5.5 Duties of the Vice President**

A. The principal duties of the Vice President shall be to discharge the duties of the President in the event that the President is absent or unable, for any cause, to act. The Vice President shall also have such further duties as the President may delegate.

**Section 5.6 Duties of the Secretary**

A. The duties of the Secretary shall be to countersign all deeds, leases, conveyances, contracts, and documents executed by the Association and affix the Corporation seal thereto, and to

countersign and affix the seal to such papers or instruments as may be required to be countersigned and sealed; carry on all correspondence of the Association; to keep the records of membership of said corporation and to keep all books, records, papers, and documents belonging to the Association or in anyway appertaining to the business thereof; to keep a record of the proceedings of the Members and the minutes of all business transactions of said Association; and to perform such other activities as delegated by the President and/or the Board of Directors.

**Section 5.7    Duties of the Treasurer**

A.     The principal duties of the Treasurer or the treasurer's designee, with approval of the board, shall be to keep an account of all money, credits, property of any kind and nature of the Association. Keep an accurate accounting of all moneys received, disbursed, and to keep proper vouchers for all moneys disbursed. Render an accounting and statement to the Board of Directors. Make a report at the Annual Meeting, and generally to keep all financial records and reports of said Association. Pay all bills that are reoccurring and those that have been duly approved for payment. Collect the dues and assessments of said Association. Perform such additional duties as are delegated by the President and/or the Board of Directors.

**Section 5.8    Additional Officers**

A.     The Board of Directors may prescribe for and establish additional officers as the Board deems necessary, and to prescribe the duties and powers of such Officers.

**Article VI:    Committees**

**Section 6.1    Standing Committees**

A.     The Board of Directors may provide for and establish standing committees as the Board deems necessary and desirable and designate the duties and functions for each standing committee. The President shall annually appoint the Chairperson and Members of each standing committee subject to approval of the Board.

**Section 6.2    Special Committees**

A.     Special committees may be appointed from time to time by the President subject to approval by the Board.

**Section 6.3    Committee Members**

A.     Members may be appointed to serve on a standing or special committee. Committee appointments should at all times reflect an appropriate number of female and male Members to best serve the functions delegated to the committee.

**Section 6.4    Subcommittees**

A.     The chairperson of each committee may appoint subcommittees composed of Members to advise the committee in the performance of its function.

**Section 6.5    Recommendations and Committees**

A.     All recommendations and decisions of each committee shall be submitted through the committee chairperson to the Board of Directors for approval prior to implementation.

**Section 6.6    Committee Functions**

A.     The following functions may be assigned to standing committees. The list is not all inclusive and may be changed from time to time as deemed appropriate by the Board of Directors.

Budget	Leagues	Promotion	Bonspiel
Finance	Ratings	Social Events	Juniors
Dues	Games and Events	By-Laws	Historian
Fund Raising	Membership	Facilities	Long Range Planning

**Article VII:    Miscellaneous**

**Section 7.1    Contracts**

A.     All contracts of the Association shall be executed on behalf of the Association, when authorized by the Board of Directors, by the President and countersigned by the Secretary.

**Section 7.2    Moneys**

A.     All disbursements by the Association shall be made by check. All checks shall be signed by the President, Treasurer, or other agent as expressly directed by the Board of Directors. All disbursements shall be approved by the Board of Directors. All moneys of the Association shall be deposited in a bank designated by the Board of Directors.

**Section 7.3    Fiscal Year**

A.     The fiscal year of the Association shall be from April 1 through March 31.

**Section 7.4    Auditing**

A.     The president may appoint an auditing committee consisting of three (3) Members who are not Officers or Directors. An independant contractor shall be hired by the President if an auditing committee is not appointed. The committee shall audit the books of the Association and present their report to the Membership annually. The report should be typed and made publically available for any Member to review. The report may be presented orally at a meeting of Members, such as the Fall Membership meeting, if such a meeting is held.

**Section 7.5    Proxy Procedures**

A.     Any Member who cannot attend the Annual Meeting or a called Special Meeting, may assign their vote, as proxy, to any Board Member. The Proxy form is provided as Appendix A of these By-Laws. Proxy forms will be made available to any Member prior to any Annual or called Special Meeting. The Member who cannot attend the meeting must inform, in writing, the Proxy holder how to vote on their behalf. The signed Proxy form will serve as this written notice as well as the notice authorizing the Board Member to vote on the Member’s behalf. Appendix A provides the approved Proxy Form.

**Section 7.6    Parliamentary Procedure**

A.     On matters of procedure, the commonly accepted rules of parliamentary procedure as set forth in Robert’s Rules of Order, Latest Edition, shall apply to the extent not inconsistent with the Articles of Incorporation and these By-Laws.

**Article VIII: Amendments to these By-Laws**

**Section 8.1 Amendments**

A. These By-Laws may be amended or repealed by a two-thirds (2/3) vote of the Members present and entitled to vote at any Annual Meeting of the Association or at any Special Meeting noticed for that purpose.

**Proposed By-Laws**

Duly adopted by the Portage Curling Association, Inc. on this 16th day of April 2016.

Attest:

**No Signature**  
Steve Benck  
President

**No Signature**  
Sharon Trecek  
Secretary

**Appendix A**  
**Proxy**  
**Portage Curling Association, Inc.**

I, the undersigned member of the Portage Curling Association, Inc., hereby appoint the following Member of the Board of Directors:

\_\_\_\_\_, with power substitution, my proxy to attend and vote on my behalf at the Annual/Special (Strike One) Meeting of the Members of the Portage Curling Association, Inc. to be held at Portage, Wisconsin on the \_\_\_\_\_ of \_\_\_\_\_, 20\_\_\_\_, or at any adjournment thereof, upon the following matters:

**Specific**

I. Election of Board of Directors as follows:

A. For the nominees listed below:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ (Print name(s))

II. In the holder's discretion, on such other business as may properly come before the meeting or any adjournment thereof.

OR

**General**

- (1) In the holder's discretion, in the election of Members of the Board of Directors for up to three of the nominees so nominated either by the Board of Directors of from the Floor at said meeting; and
- (2) In the holder's discretion, on such other business that may properly come before the meeting or any adjournment thereof.

(Strike out either Specific or General as not applying. If not struck out, the proxy will be deemed to be General.)

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
(Printed Name)

NOTE: THIS PROXY IS VALID ONLY FOR THE MEETING OF THE MEMBERS OF THE PORTAGE CURLING ASSOCIATION, INC. SO IDENTIFIED ABOVE AND ANY ADJOURNMENT THEREOF ONLY.