

**Great Smoky Mountains Curling Club
Constitution and By-Laws Adopted May 20, 2004 / AMENDED: 4.30.2023**

1. Name

The club shall be known as the Great Smoky Mountains Curling Club (“Club” herein).

2. Powers

The Club shall have the power to do all and everything necessary and proper for the accomplishment of its principal purpose.

3. Purpose

The purpose and objective of the Club shall be to educate people in the rules and skills of curling, to promote the game of curling in the east Tennessee area, to foster fraternal good will among its members and other curling clubs and associations, and to affiliate with such state, national and international curling associations as may be approved by the members. The Club is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code. The Club shall refrain from engaging in activity that will endanger the status of any aforementioned tax codes.

4. Members

Membership. Membership in the Club shall be open to those who wish to join, participate in, enjoy, teach, and/or watch the sport of curling. Membership in the Club does not grant voting rights on the Board of Directors. The membership year shall be annually from August 1 through July 31 of the following year.

The Board of Directors (“Board”) shall establish the membership requirements for the Club. Dues, as well as any additional membership requirements, will be set each year. In addition to any other requirements for Membership into the Club, as determined by the Board, no individual shall be considered a Member until the individual’s dues are paid for the then current Club year.

A Member may be censured, suspended, or expelled from the Club for conduct which violates the bylaws or any policy of the Club, as any such policy may from time to time be adopted by the Board, or conduct which endangers, or tends to endanger, the health and safety of any individual(s) at any Club related function or any event wherein such Member is associated with the Club, or would tend to harm the welfare, interest, reputation, or character of the Club. A vote to censure said Member shall be by a simple majority of the Board. A vote to suspend or expel said Member shall be by super-majority of the full Board (i.e. a two-thirds (2/3) affirmative vote of the entire Board).

4.1 Code of Conduct. All Members and guests of the Club must abide by the code of conduct when participating in or attending Club events.

- Observe the Spirit of Curling and contribute to an environment and culture within the Club reflective of the Spirit of Curling and good sportsmanship.
- Conduct myself in an honorable manner both on and off the ice.
- Consume alcoholic beverages in a responsible manner. If I notice anyone who is or appears to be intoxicated, I will notify a club official for the safety of everyone on the ice.
- Treat all staff, club members, competitors, and guests with the highest respect. I understand that verbal abuse of any teammate, competitor, official, member, guest or other person is unacceptable and may be grounds for termination.
- Control my temper. I will NEVER throw a broom or damage any club property.
- Observe this Code of Conduct when representing the GSMCC in other events.
- Observe the Rules of Curling and interpret the Rules of Curling in an impartial manner, always keeping in mind that the purpose of the rules is to ensure the game is played in an orderly and fair manner.
- Never knowingly break a rule – but if I do, I will divulge the breach.
- Take no action that could be interpreted as an attempt to intimidate or demean any opponents, teammates, or guests.
- Be on time for ice setup and play quickly. I will observe proper curling etiquette and show respect for the Club schedule.
- Display modesty in victory and graciousness in defeat.

4.2 Procedure for expulsion or probation. If grounds appear to exist for expulsion or probation of a Member, the procedure set forth below shall be followed:

1. (a) The member shall be given 15 days' prior notice of the proposed expulsion or probation and the reasons therefor. Notice shall be given by any method reasonably calculated to provide actual notice including electronic mail. Any notice given by mail or electronic mail shall to the member's last known address as shown on the Club's records.
2. (b) The member shall be given an opportunity to be heard, either orally or in writing as determined by the Board in each such instance, at least five days before the effective date of the proposed expulsion or probation.
3. (c) The Board shall decide whether the member should be expelled or place on probation. The good faith decision of the Board shall be final.

4.3 Nondiscrimination Policy. The policy of the Club is do not discriminate on the basis of age, sex, race, religion, nationality, and sexual orientation, physical disability, veteran's status, or military service.

5. Meetings

The Board of Governors shall conduct at least four meetings held quarterly, one of which shall be the Annual Meeting. Each Board meeting shall be open to the

Membership. The Board or the Membership may call for a Special Meeting. Q1 shall be August-October; Q2 shall be November-January; Q3 shall be February-April; and Q4 shall be May-July of each Club year.

5.1 Annual Meeting: The Annual Meeting of the Club shall be held during the Club's Quarter at a time and place designated by the President and provided to the Membership at least 14 days before the meeting with Day 1 being the day notice is provided to the Membership. The following business shall be conducted at the Annual Meeting:

- Reading of notice calling meeting.
- If not waived by motion, second and vote, reading of minutes of the previous Annual Meeting.
- Financial report, including a statement of receipts and disbursements for the past year.
- Correspondence
- Business from minutes and the unfinished business from previous meetings.
- A report from the officers, and reports of committees.
- Election of members to replace outgoing members of the Board of Directors and members to fill any vacancies that have occurred on the Board. Such members shall take office on August 1 of the subsequent Club year.
- New business.

Persons eligible to vote at the Annual meeting shall be members of the Club as set forth in Section 4. A list of the Membership shall be prepared by the Secretary and introduced to the Chair before said Annual Meeting.

5.2 Quarterly Meetings: Quarterly meetings of the Club should be held during each quarter as defined herein at a time and place to be designated by the President. The following business shall be conducted at each quarterly meeting:

- Reading of notice calling meeting.
- If not waived by motion, second and vote, reading of minutes of the previous Semi-Annual Meeting.
- Financial report.
- Correspondence.
- Business from minutes and the unfinished business from previous meetings.
- Reports and recommendations of committees.
- New business.

For action items requiring the vote of the Membership, those persons eligible to vote at such a quarterly shall be members of the Club as set forth in Section 4. A list of the Membership shall be prepared by the Secretary and introduced to the Chair before said Semi-Annual Meeting.

5.3 Special Meetings: Special meetings of the membership of the Club may be called as follows:

- By the President or, in the President's absence, the Vice-President.
- By a petition signed by the majority of the Board.
- By a petition signed by the majority of the Club's Members.

At special meetings, no business shall be transacted other than that for which the meeting was called, such reason having been clearly set forth in a notice or petition calling such meeting.

5.4 Meetings should be held in person, but at the discretion of the Board may be held in an online or hybrid format.

5.5 Notice: Notice of meetings shall be the responsibility of the Club Secretary and shall be given by appropriate means at least five (5) days before the meeting is to be held, but for the Annual Meeting, which Notice shall be given at least 14 days in advance.

5.6 Quorum: For meetings wherein the Membership is required to vote, ten percent (10%) of the Membership of the Club in attendance at such a meeting shall constitute a quorum. For Quarterly Meetings, other than the Annual Meeting, at least a majority of the Board of Directors shall be present (in person or remotely) to constitute a quorum.

5.7 Chairman: The President shall act as chair of general meetings of the Club; in the President's absence, the Vice-President; in the absence of both, the Members of the meeting shall have the power to elect a Member of the Board as chair of such meeting. For purposes of this Section 5.7, the Board Member receiving the greater number of votes shall act as the Chair. In case of a tie between Board Members, the Membership shall continue voting until one Board member receives the most votes.

5.8 Procedure: At all general meetings of the Club, the chair may require a motion, duly seconded, before any question may be discussed at such meeting, and may rule that a member may speak not more than once on a motion, except the mover, who may close the debate on the question. Voting shall be conducted as provided below.

5.9 Voting.

- There shall be no proxy voting.
- Except as provided below, decisions on motions shall be made by a majority vote of those members in attendance unless a different approval threshold is required by these bylaws or by law.
- A mover may request that a vote be held online or in some other format to permit all Members of the Club to vote. Such request will include the method of voting and when such vote shall open and close and must be approved by a majority of those present at the meeting. In such votes, a majority of those voting shall be required for approval unless a different approval threshold is required by these bylaws or by law.

6. Officers

6.1 Officers: The officers of the Club shall consist of the following: President, Vice President, Secretary, Treasurer, and Immediate Past President (collectively, the

“Executive Committee”). The Immediate Past President shall not be a voting member of the Board of Directors. All Officers must be Members in good standing during service to the Club.

6.2 Executive Committee: The Executive Committee shall be empowered to act on behalf of the Club as delegated to it by the Board of Directors, or absent such delegation, when the Board cannot timely meet to consider an action item, which in the Executive Committee’s collective reasoning, an act or decision must be promptly made. When the Executive Committee acts on any action item without the specific delegation from the Board, the Committee must inform the Board of the act within forty-eight (48) hours.

6.3 Electing the Secretary. Members of the Board of Directors shall elect the Secretary by simple majority vote. The Secretary shall be elected from the then sitting Board of Directors. Voting shall continue until a simple majority is reached.

6.4 Succession.

6.4.1 The President shall serve as the leader of the nonprofit and shall supervise, direct, and control the organization’s activities, affairs, and officers. The President shall preside over all meetings. The President must be a Member in good standing. The President shall serve for one (1) year then shall succeed to Immediate Past President.

6.4.2 Vice President. In the absence of the President, or in the event of death, disability, resignation, or dismissal of the President, the Vice President shall perform the duties of the President. The Vice President shall serve for one (1) year then succeed to the President.

6.4.3 Secretary. The Secretary shall keep the organization’s charter, membership records, and minutes of meetings (i.e., Board and Member meetings). The Secretary shall serve for one year then succeed to the Vice President.

6.4.4 Immediate Past President. The Immediate Past President shall sit on the Board for one year in an advisory role with no voting rights on the Board other than that of a Member.

6.5 Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors. The Treasurer shall be responsible for disbursement of the funds and provide financial updates at the member meetings and Board meetings. The Treasurer shall serve for a three-year term. At or before the Annual member during the Treasurer’s second year, the Board shall elect an Assistant Treasurer who shall sit on the Board, in a non-voting role, during the Treasurer’s third year. The Assistant Treasurer shall become the Treasurer at the conclusion of the then Treasurer’s third year. Should the Board receive notice from the Treasurer that the Treasurer intends to vacate the role prior to conclusion of the third year, the Board shall then elect an Assistant Treasurer.

- 6.6 Board of Directors: The Club's Board of Directors shall consist of at least eight (8) members in good standing: President, Vice President, Secretary, Treasurer, Immediate Past President and five (5) "at large" Board seats. The Board may alter its size based on total Membership or other factors. Altering the size of the Board of Directors may only be accomplished a two-thirds vote of the Membership present to vote.
- 6.7 Terms of Office. Each Board of Directors shall serve a three-year term, or until a successor has been elected. Two (2) members, in good standing, shall be elected at the Club's Annual meeting for a term of three (3) years. Vacancies of "at large" members occurring on the Board may be filled by the Board, such appointment to be immediately effective and such appointment to last through the normal election cycle of the vacated seat.
- 6.8 Resignations. Any Board Member may resign by giving written notice to the Board, or to the President. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.
- 6.9 Nominating Committee: A nominating committee of three (3) Members shall be appointed by the President. They shall prepare a slate of at least two nominees for the Board, and after obtaining an agreement of the nominees to stand, shall submit those names to the Membership for election at the annual meeting. Additional nominees may be made from the floor at the meeting. In considering candidates, the principle of rotation in office should be maintained.
- 6.10 Term Limits. No member shall serve as an "at large" member on the Board for more than three consecutive years. Any Member who has previously served three years on the Board may seek election to the Board after not maintaining a Board seat for at least one Club year. Nothing in this section shall prohibit the Board from filling an open seat on the Board with any Member who would otherwise be prohibited from running for the open or vacated seat and to hold the seat for the full term as if elected.
- 6.11 Meetings: Meetings of the Board of Directors shall be at the call of the President or a quorum of the Board. There shall be a minimum of four (4) meetings scheduled each year. The President shall chair the meeting, or, in the President's absence, the Vice-President shall assume this duty. Four (4) Board Members present constitute a quorum. Decisions shall be made by majority vote of the Board Members present, with the chair having a second casting vote in the case of a tie.
- 6.12 The Board shall appoint representatives to the regional and National Association(s) for which the organization is a member of and shall annually review such appointments, taking into consideration the quality of the representation to date, the willingness of the current representative(s) to continue serving, and whether other Club members desire to become representatives. Representatives of

these Associations may be removed by the Board by a two-thirds (2/3) affirmative vote by the Board if it is found that the duties of these roles are not being fulfilled to maintain the requirements set forth by the Associations they are representing, or the expectations set forth by the Great Smoky Mountains Curling Club.

6.13 The following Board appointed positions shall become members of the Board but shall hold no voting power on the Board of Directors.

- Representatives of any regional and National Association(s) for which the organization is currently a member.
- The webmaster for the organization.
- The Member appointed to lead the learn to curl and membership growth.

6.14 Conflict of Interest. The Board shall adopt and periodically review a conflict-of-interest policy to protect the Club's interest when it is contemplating any transaction or arrangement which may benefit any Board Member, Member, or Committee Member with board-delegated powers.

6.15 Removal From Office. A Board Member may be removed from office for failing to attend more than one (1) quarterly meeting per Club year or for conduct (action or inaction) which violates any provision of the law or rules affecting organizations exempt from taxation pursuant to Internal Revenue Code section 501(c)(3) or the regulations promulgated thereunder, or the Articles of Incorporation, the Bylaws or any policy of the Great Smoky Mountains Curling Club, or action or inaction which endangers, or tends to endanger, the health and safety of any member(s), or would tend to harm the welfare, interest, reputation or character of the Club, or acts in any way that is deemed to be unbecoming of a Board Member such that it would bring the Club into disrepute or subject it to public ridicule. A vote to remove a Director based upon such cause(s) requires a two-thirds (2/3) affirmative vote of the other Board Members.

6.16 Reimbursement. Each Board Member may, irrespective of any personal interest or conflict of interest, receive reasonable reimbursement for services rendered to the Club, and shall receive payment of their expenses, if any, in attending meetings of the Club, but only to the extent that such receipt of reasonable compensation or payment of expenses does not conflict with the requirements for qualifying as a tax-exempt entity under Section 501(c) of the Code. Further, in order to qualify for reimbursement, the potential or actual personal interest or conflict of interest must be disclosed to the Board prior to incurring the expense, and the Board, by a two-thirds vote of the other Board Members, agree to a reasonable reimbursement.

7 Committees

7.1 The President and/or Board may create committees and appoint committee chairs as necessary from time to time. In forming committees, the President/Board shall specify to the chair the responsibilities of the committee, deliverables expected of the committee, and any other information pertinent to the committee.

- 7.2 The Nominating Committee will be formed and operate as set forth in (section 6.5)
- 7.3 Committee chairs may select Members to serve on their committees and may add or remove members at their discretion.
- 7.4 Committee chairs may resign by communicating their desire to do so to the Board. A committee chair may be removed at any time by majority vote of the Board.
- 7.5 Committees may be dissolved by majority vote of the Board.
- 7.6 Committees shall meet as needed, but in all cases, they shall meet at least once per year. Committees will provide reports of their actions to the Board prior to the Annual and Semi-Annual Meetings and at other times as requested by the Board. Committees will retain documents and records related to their activities as required by these bylaws. Committee chairs or their delegates will attend meetings of the Board when requested to do so.

8 Amendment

The By-Laws of the Great Smoky Mountains Curling Club may be amended by giving written notice that a motion to amend the bylaws will be made at a general meeting, such motion including the proposed changes to the bylaws, and the same passed by a two-thirds majority of those in attendance at the next general meeting. The Board may, at its discretion, make a recommendation for or against the proposed revisions prior to the vote.

9 Contract, Checks, and Loans

- 9.1 Contracts. Except as otherwise provided by resolution or policy of the Board, all contracts, deeds, leases, mortgages, grants, and other agreements of the organization shall be executed on its behalf by the Treasurer or other persons to whom the Club has delegated authority to execute such documents in accordance with policies approved by the Board.
- 9.2 Checks and Drafts. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issues in the name of the Club, shall be signed by the Treasurer or other officers designated by the Board.
- 9.3 Deposits. All funds of the Club shall be deposited from time to time to the bank accounts, trusts, or other depository accounts of the Club as the Board has deemed.
- 9.4 Loans. No loans shall be contracted on behalf of the Club and no evidence of indebtedness shall be issued in its name unless authorized by the Board and voted on by a simple majority of the Membership in accordance with voting policies.
- 9.5 Indemnification the fullest extent permitted by the laws of the state of Tennessee, this Club shall indemnify its Officers, Board Members, or any person who may have served at its request in any capacity, including, but not limited to, former Officers,

Board Members, or Agents, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding where the expense, judgment, fine, settlement, or other amount actually and reasonably incurred by the individual or group of individuals results from action or inaction on behalf of the Club.

10 Document Retention Policy

10.1 The purpose of this section is to establish standards for document integrity, retention, and destruction and to promote the proper treatment of the Club's records. The Club shall keep correct and complete books and records of account and shall keep minutes of all the Board meetings, a record of all actions taken by the Board without a meeting, and a record of all actions taken by committees. In addition, the organization shall keep a copy of the organizations Articles of Incorporation and Bylaws as amended to date.

General Guidelines:

10.2 Records should not be kept if they are no longer needed for the operation of the Club or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which should be accounted for in the Treasurer's records.

10.3 Board Members and committee Members should comply fully with any published retention and destruction policies, unless said Member believes, or the Club so informs the Member, that Club records are relevant to litigation, potential litigation, or for historical significance. Then said Member must preserve those records until it is determined that the records are no longer needed.

10.4 Minimum Retention Periods:

10.4.1 Organization Documents. Organization records include the corporation's Articles of Incorporation, Bylaws, and IRS Forms 1023 and Application of Tax Exemption. These items should be retained permanently.

10.4.2 Tax Records. Tax records include, but may not be limited to, documents concerning expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the organization's revenues. Tax records should be retained for at least seven years from the date of the filing.

10.4.3 Personnel Records. State and Federal laws require that the organization keep on record membership lists, including names and addresses of each member and number of votes they are entitled to. These records should be held for three years.

10.4.4 Correspondence. Unless directed otherwise, correspondence relating to potential or actual liabilities or obligations of the Club should be maintained for two years.

10.4.5 Accounts and Banking. Accounts payable ledgers, bank statements, deposit slips, and checks should be kept for seven years. Any inventories of products, materials, and supplies and invoices should be kept for seven years.

- 10.4.6 Insurance. Expired insurance policies, insurance records, accident reports, and claims should be kept permanently.
- 10.4.7 Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.
- 10.4.8 Legal Files. Legal counsel should be consulted to determine the retention period of documents, but legal documents should generally be maintained for ten years.
- 10.4.9 Contracts. Final, executed copies of all contracts entered by the organization should be retained. The organization should retain copies of the agreement for three years beyond the life of the agreement.

11 Transparency and Accountability

The organization aims to provide publicly full and accurate information about its mission, activities, and governance practices and encourages transparency and accountability. The following documents will be provided to the public upon request: Internal Revenue Form 1023, bylaws, Tax Exemption Filing, and an annual financial statement.

12 Miscellaneous

- 12.1 Fiscal Year. The fiscal year from the corporation shall be from January 1 to December 31 of each year.
- 12.2 Guest Policy
- i. All guests must be accompanied by a member in good standing. All guests are required to sign a waiver. The board must be notified in advance of a guest's attendance.
 - ii. Non-members may be authorized by the Board of Directors to curl at special events, training programs, club leagues, and/or other circumstances as appropriate. They must sign a waiver prior to participating.
 - iii. The board may designate an appropriate fee that is required to participate in activities as a guest of the organization.
- 12.3 Reporting Violations. If any person (i.e., member, board member, and non-member, etc.) reasonably believes that some policy, practice, or activity of the organization is in violation of law or bylaw, a written complaint must be filed by that person with the Vice President or President of the organization within seven days of discovery of the violation.

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false can be subject to review by the board for action (e.g., membership termination or ban from club, etc.) or litigation.

Violations and suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously.

The President or Vice President shall notify the sender and acknowledge receipt of the reported violation within five business days. All reports will be promptly

investigated by the board and its appointed committee and appropriate corrective action taken if warranted.

12.4 Notice. Any Notice directed to be given by these Bylaws shall be by United States mail or electronic mail to the last known address of the individual to receive notice.

13 Counterterrorism and Due Diligence Policy

In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, The Great Smoky Mountains Curling Club shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, The Great Smoky Mountains Curling Club willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

The Great Smoky Mountains Curling Club shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

14 Dissolution

In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

- a. All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made, therefore.
- b. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and education organization, organized under section 501(c)(3) of the Internal revenue Code of 1986 as amended, of a similar or like nature to this organization, as determined by the Board of Directors.