



USA Curling Bylaws

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PREFACE - DEFINITIONS

10-Year Athlete

An athlete who has represented the United States in a Delegation Event, World Championships, or another event designated by the USOPC (together with the AAC) and the relevant NGB (together with that NGB's athlete advisory council) as an elite- level event for purposes of this definition, within the previous 10 years.

10-Year+ Athlete

An athlete who has represented the United States in a Delegation Event, World Championships, or another event designated by the USOPC (together with the AAC) and the relevant NGB (together with that NGB's athlete advisory council) as an elite- level event for purposes of this definition, but not within the previous 10 years.

Athlete-Elected Representative

In the context of an Athlete-Elected position shall have the meaning as set forth in the [USOPC's bylaws](#), as amended from time to time.

Athletes' Advisory Council

The entity established and maintained under §220504(b)(2)(A) of the [Ted Stevens Act](#) that is composed of and elected by amateur athletes to ensure communication between the USOPC and currently active amateur athletes and serves as a source of amateur-athlete opinion and advice for policies and proposed policies of the corporation.

At-Large Club

A curling club that does not belong to any Regional Curling Association.

Curling Club

A group of Individual Curlers sharing use of a dedicated or non-dedicated ice facility or playing on natural ice or temporary ice surfaces and who play in organized leagues or other events. A club that lacks a curling facility shall still be considered a curling club so long as its purpose is to promote the participation of its individual members in the sport of curling. The reference to a Curling Club throughout this document shall also refer to other entities offering curling programs that are members of USA Curling.

Good Standing

For purposes of these bylaws, in good standing includes, without limitation, being current in the payment of all dues, assessments and other charges owed to the USA Curling in the relevant fiscal year and for all prior fiscal years.

Governance Position

A position on any standing committee or a member-elected board member of the USA Curling, or a position on the board or board-elected member of a committee of the USOPC or the WCF or a Regional Curling Association.

Individual Curler

Any person who is recognized as a dues paying member of a curling club or using the facilities of a curling club on a regular fee-paying basis, which curling club is a Member of the USA Curling and for whom USA Curling dues are paid; or an individual who pays dues directly to the USA Curling separately from any member club or facility.

NGB

A National Governing Body of the United States Olympic and Paralympic Committee

Protected Individual

As defined by the [Ted Stevens Act](#), any amateur athlete, coach, trainer, manager, administrator, or official associated with the USOPC or an NGB.

Regional Curling Association or Regional Association

An association of curling clubs conducting programs that are statewide or regional in scope.

Retaliation

As defined by the [Ted Stevens Act](#), any adverse or discriminatory action, or the threat of an adverse or discriminatory action, including removal from a training facility, reduced coaching or training, reduced meals or housing, and removal from competition, carried out against a protected individual as a result of any communication, including the filing of a formal complaint, by the protected individual or a parent or legal guardian of the protected individual relating to the allegation of physical abuse, sexual harassment, or emotional abuse, with the US Center for SafeSport; a coach, trainer, manager, administrator, or official associated with the USOPC; the United States Attorney General; a federal or state law enforcement authority; the Equal Opportunity Employment Commission; or Congress. Note: While the legal definition includes reporting physical abuse, sexual harassment, or emotional abuse, it does not limit retaliation to only this type of communication/disclosure. Retaliation is prohibited broadly with requirements noted throughout the NGB Compliance Standards in the following areas; Whistleblower and Anti-Retaliation Policy, Conflicts of Interest Policy, Code of Conduct, Selection Procedures, and Grievance Procedures.

Ted Stevens Act

The [Ted Stevens Olympic and Amateur Sports Act](#), as amended.

USADA

The United States Anti-Doping Agency

US Center for SafeSport

The [U.S. Center for SafeSport Policies and Procedures](#)

USOPC

The United States Olympic and Paralympic Committee

WCF

The World Curling Federation

ARTICLE 1

NAME AND STATUS

Section 1.1. - Name

The name of this corporation shall be United States Curling Association, Inc., doing business as USA Curling. USA Curling may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 1.2. - Non-Profit Status

USA Curling is a non-profit corporation incorporated and licensed pursuant to the laws of the State of Wisconsin, and except as otherwise provided herein, the [Statutes of the State of Wisconsin](#) shall apply to these bylaws and the governance of the Corporation. USA Curling shall be operated for charitable and educational purposes, and it shall also have as its purpose to foster national, and international amateur sports competition in the sport of curling. USA Curling shall operate consistent with and shall maintain a tax-exempt status in accordance with Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE 2

OFFICES

Section 2.1. - Principal Offices

The principal office of the USA Curling shall initially be in Stevens Point, Wisconsin. USA Curling may at any time and from time to time change the location of its principal office. USA Curling may have such other offices, either within or outside Wisconsin, as the Board of Directors may designate or as the affairs of USA Curling may require from time to time.

Section 2.2. - Registered Office

The registered office of USA Curling required by the Wisconsin Nonprofit Corporation Act shall be maintained in Wisconsin. The registered office may be changed from time to time by the Board of Directors. The registered office may be, but need not be, the same as the principal office.

ARTICLE 3

MISSION

Section 3.1. - Mission

The mission of USA Curling is to grow, strengthen, and advocate for the Olympic and Paralympic sport of Curling in the United States by prioritizing accessibility and programmatic development from grassroots to podium.

Section 3.2. – Purpose

The purpose of the Corporation is to promote the sport of curling and to unite the curling organizations located within the territorial limits of the United States of America and engage in any lawful activity for which corporations may be formed.

ARTICLE 4

RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1. - Recognition as a National Governing Body

The USA Curling shall seek and attempt to maintain certification by the USOPC as the NGB for the sport of curling in the United States. In furtherance of that purpose, the USA Curling shall comply with the requirements for certification as a NGB as set forth in the [Ted Stevens Act](#) (36 U.S.C. §§ 220501 – 220543220543) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements, the USA Curling shall:

a) Governance and Compliance.

- i. fulfill all responsibilities as an NGB as set forth in the [Ted Stevens Act](#).
- ii. adopt and maintain governance and athlete representation policies complying with the requirements of these bylaws
- iii. adopt and maintain an Athletes Advisory Council as a part of its overall governance structure
- iv. adopt and maintain appropriate good governance practices
- v. be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code
- vi. adopt and enforce a code of conduct for its employees, members, board of Directors, and officers, including clear conflicts of interest principles
- vii. adopt and enforce ethics policies and procedures
- viii. demonstrate an organizational commitment to diversity and inclusion
- ix. satisfy such other requirements as are set forth by the corporation

b) Financial Standards and Reporting Practices.

- i. demonstrate a financial operational capability to administer its sport
- ii. be financially and operationally transparent and accountable to its members and to the corporation
- iii. adopt a budget and maintain accurate accounting records in accordance with accounting principles generally accepted in the United States of America (GAAP)
- iv. submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the corporation annually
- v. post on its website its current bylaws and other organic documents, its IRS Form 990 for the three most recent years, and its audited financial statements for the three most recent years
- vi. satisfy such other requirements as are set forth by the corporation

c) Athlete Safety.

- i. comply with all applicable athlete safety and child protection laws
- ii. comply with the policies and requirements of the USCSS
- iii. maintain and enforce an athlete safety program consistent with the policy(ies) and standards directed by the corporation

- iv. comply with the anti-doping policies of the corporation and with the policies and procedures of USADA
- v. satisfy such other requirements as are set forth by the corporation

d) Sport Performance.

- i. maintain and execute a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence and in growing the sport
- ii. establish clear athlete, team, and team official selection procedures approved by a Designated Committee (as that term is defined in [USOPC Bylaws Section 8.5.1](#)) and by the corporation, for Delegation Event teams as applicable, and timely disseminate such procedures to the athletes and team officials
- iii. effectively conduct, in accordance with such selection procedures, a selection process, including any trials (as approved by the corporation), to select athletes for Delegation Event teams
- iv. competently and timely recommend to the corporation athletes, teams, and team officials for Delegation Event teams as applicable
- v. maintain and implement effective plans for successfully training Delegation Event athletes
- vi. satisfy such other requirements as are set forth by the corporation

e) Operational Performance.

- i. demonstrate a managerial capability to administer its sport
- ii. obtain and keep current insurance policies in such amount and for such risk management as appropriate
- iii. actively seek, in good faith, to generate revenue in addition to any resources that may be provided by the corporation, sufficient to achieve financial sustainability
- iv. maintain and enforce grievance procedures that provide for prompt and equitable resolution of grievances and fair notice and an opportunity for a hearing before declaring an individual ineligible to participate;
- v. adopt a whistleblower and anti-retaliation policy;
- vi. cooperate with the corporation in preventing the unauthorized use of the names and trademarks of the corporation, the words “Olympic,” “Paralympic,” and “Pan American,” and their derivatives, as well as their symbolic equivalents satisfy such other requirements as are set forth by the corporation

4.2. National Governing Body SafeSport and Anti-Doping Obligations.

a. Compliance with the USOPC and [US Center for SafeSport](#).

As a member NGB of the USOPC, the USA Curling shall adhere to the athlete safety rules and regulations of the USOPC. Additionally, [USOPC Bylaw Section 8.7\(l\)](#) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the [US Center for SafeSport](#) as that organization. The current safe sport rules, policies and procedures are available at the offices of USA Curling or on-

line at the following website: www.safesport.org. USA Curling also shall adopt and maintain athlete safety policies and procedures consistent with the [US Center for SafeSport](#)'s rules, policies, and procedures, as they may be modified or amended from time to time. USA Curling's current athlete safety rules, policies, and procedures are available at the offices of USA Curling or on-line at the following website: <https://www.usacurling.org/safesport>.

b. Compliance with the USOPC and USADA Rules and Regulations.

As a member NGB of the USOPC, USA Curling shall adhere to the anti-doping rules and regulations of the USOPC. Additionally, [USOPC Bylaw Section 8.7\(k\)](#) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations. The USOPC has designated USADA as that organization. The current anti-doping rules, policies and procedures are available at the offices of USA Curling or on-line at the following website: <http://www.usada.org>.

Section 4.3. – Binding Arbitration

USA Curling hereby agrees to submit to binding arbitration in any controversy involving its recognition as a National Governing Body for the sport of curling, as provided for in the bylaws of the USOPC.

Section 4.4. - Bill of Rights

Notice, and an opportunity for a hearing, shall be given to any athlete, coach, trainer, manager, administrator, or official before finally declaring such individual ineligible to participate as set forth in Article 15.

ARTICLE 5

MEMBERS

Section 5.1. - Categories of Membership

- a) USA Curling shall have membership as follows:
 - i) All Regional Curling Associations which are Members of USA Curling as of the effective date of these bylaws;
 - ii) All At-Large Clubs which are Members of USA Curling as of the effective date of these bylaws and are current in payment of USA Curling dues as of the effective date of these bylaws;
 - iii) All curling clubs located within the territorial limits of the United States of America each of which is also a member of a Regional Curling Association as of the effective date of these bylaws and which curling clubs are current in payment of USA Curling dues as of the effective date of these bylaws; and
 - iv) Any other Regional Curling Association, curling club, or other entity offering curling programs which applies for membership pursuant to USA Curling policy.
 - v) Individual nonvoting members. Sections 5.2 through 5.5 of these bylaws and the Regional, At-Large Club, Member Club, and Affiliated Organization Policies and Procedures do not apply to individual members unless determined by the Board.
- b) The United States Women's Curling Association, as an organization of curlers conducting curling programs that are national in scope, is recognized as an adjunct member but without vote at any Members' Assembly meeting.

Section 5.2. - Membership Requirements and Dues

Membership in USA Curling is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements, which may include background checks and SafeSport education and training, and dues as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full. For details on USA Curling membership application requirements, election to membership, and dues, please refer to USA Curling Policies Manual.

Section 5.3. Termination of Membership

- a) The membership of any Member may be terminated, at any time, for cause by two-thirds ($\frac{2}{3}$) vote of either the Board of Directors or the Members. However, if the termination is by vote of the Board of Directors, the same must be ratified by the Members at the next Members' Assembly annual meeting by a two-thirds ($\frac{2}{3}$) vote of the Members. Said two-thirds ($\frac{2}{3}$) vote of the Members shall be determined excluding the vote of the Member upon whose membership the termination vote is taken. Full details of the suspension, termination and reinstatement process are found in USA Curling's Policy Manual.
- b) Between the date of termination by the Board of Directors and the next meeting of the Members' Assembly, the affected Member may request a hearing before the Judicial Committee. A Member

must petition for said hearing within Thirty (30) days of the date notice was given to the Member of said termination. Said Member will be entitled to only one hearing. Said Thirty (30) day period will commence with the date notice of termination by action of the Board of Directors is mailed, faxed, or e-mailed, as applicable. The Member will not have any hearing rights if membership is terminated by a vote of the Members.

- c) Any Member may resign by filing a written resignation with the Secretary of USA Curling. However, such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessment, or other charges theretofore accrued or unpaid.

Section 5.4. Membership SafeSport and Anti-Doping Obligations.

As a condition of membership in USA Curling and a condition for participation in any competition or event sanctioned by USA Curling or its member organizations, each USA Curling member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in USA Curling or USA Curling events (whether or not an USA Curling member), agrees to comply with and be bound by the SafeSport rules, policies and procedures of the [US Center for SafeSport](#) and to submit, without reservation or condition, to the jurisdiction of the [US Center for SafeSport](#) for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time, to the extent the alleged violation falls within the jurisdiction of the [US Center for SafeSport](#). Each USA Curling member and each athlete, coach, trainer, agent, athlete support personnel, medical personnel, team staff, official and other person who participates in USA Curling or USA Curling events (whether or not an USA Curling member) also agrees to comply with and be bound by the athlete safety rules, policies and procedures of USA Curling, and to submit, without reservation or condition, to the jurisdiction of USA Curling for the resolution of any alleged violations of the [US Center for SafeSport](#)'s rules or of USA Curling's rules that do not fall within the [US Center for SafeSport](#)'s exclusive jurisdiction and over which the [US Center for SafeSport](#) declines to exercise discretionary jurisdiction. To the extent any USA Curling rule is inconsistent with the rules of the [US Center for SafeSport](#), such rule is hereby superseded.

It is the duty of members of USA Curling to comply with all anti-doping rules of the [World Anti-Doping Agency \(WADA\)](#), the WCF and of [USADA](#), including the [USADA Protocol for Olympic and Paralympic Movement Testing \(USADA Protocol\)](#) and all other policies and rules adopted by the WCF, USADA and the USOPC, including the [USOPC National Anti-Doping Policy](#). Athlete members agree to submit to drug testing by the WCF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that a member may have committed an anti-doping rule violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the WCF if applicable or referred by USADA.

It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the [World Anti-Doping Code](#)), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, Paralympic Sport Organization, or High Performance Management Organization, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USA Curling, inclusion in the Registered Testing Pool, or otherwise subject to the [World Anti-Doping Code](#) to comply with all anti-doping rules of WADA, the

WCF, the USOPC, and of the USADA, including the [USADA Protocol](#) and all other policies and rules adopted by WADA, the WCF and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the WCF, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the WCF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

Section 5.5. - Transfer of Membership

A Member may not transfer its membership in USA Curling. A Member shall have no ownership rights or beneficial interests of any kind in the property of USA Curling.

ARTICLE 6

REGIONAL ASSOCIATIONS

Section 6.1. - Regional Associations

Regional Curling Associations are as defined this document's preface "Definitions." As the sport of curling grows in its participation and the additional Curling Clubs are created, in the best interest of the sport of curling and USA Curling, the Board of Directors may recognize additional Regional Curling Associations or recognize a change in the geographic scope of any present Regional Curling Association in accordance with USA Curling policy.

Regional Curling Associations shall comply with all obligations and requirements that NGBs must follow under the [Ted Stevens Act](#) and [USOPC bylaws](#).

Section 6.2. - Curling Clubs Assigned to a Region

An individual Curling Club may petition USA Curling for assignment to a Regional Curling Association other than the one with which they are then presently associated with geographically. The Board of Directors shall make the determination based upon the best interests of USA Curling.

ARTICLE 7

BOARD OF DIRECTORS

Section 7.1. - General Powers

Except as otherwise provided in these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USA Curling shall be managed by, its Board of Directors, also referred to herein as the “Board”.

Section 7.2. - Function of the Board

- a) The USA Curling Board of Directors shall represent the interests of the curling community and its athletes in the United States by providing USA Curling with policy, guidance, and strategic direction. The Board shall provide oversight and direction to the management of USA Curling and its affairs. The day-to-day operational responsibilities of USA Curling shall be the responsibility of the CEO. As a paramount duty, the Board shall select a well-qualified and ethical Chief Executive Officer and diligently oversee the Chief Executive Officer in the operation of USA Curling. The Board shall focus on long-term objectives and impacts rather than on day-to-day management. The Board shall empower the Chief Executive Officer to manage a staff-driven organization supported by volunteers with effective Board oversight. The Board shall maintain a separate Board of Directors Policy document.
- b) In addition, the Board shall perform the following specific functions, without limitation by enumeration:
 - i) implement procedures to orient new Board directors, to educate all Board directors on the business and governance affairs of USA Curling, and to evaluate Board performance.
 - ii) select, compensate, and evaluate the Chief Executive Officer and plans for management succession;
 - iii) review and approve USA Curling's strategic plan and the annual operating plan, budget, business plans, and corporate performance;
 - iv) set policy and provide guidance and strategic direction to management on significant issues facing USA Curling;
 - v) review and approve significant corporate actions;
 - vi) oversee the financial reporting process, communications with Members, athletes, and other constituents, and USA Curling's legal and regulatory compliance program;
 - vii) oversee effective corporate governance;
 - viii) approve capital structure, financial strategies, borrowing commitments, and long-range financial planning;
 - ix) review and approve financial statements, annual reports, audit, and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
 - x) monitor to assure USA Curling's assets are being properly protected;
 - xi) monitor USA Curling's compliance with laws and regulations and the performance of its broader responsibilities;
 - xii) design and support an active fundraising program for USA Curling.
 - xiii) ensures that USA Curling adopts and maintains athlete safety rules, policies and procedures that comply with the requirements of the USOPC and [US Center for SafeSport](#).

Section 7.3. - Diversity of Discussion

USA Curling's Board shall be sensitive to the desirability of diversity at all levels of USA Curling, including among its athletes. The Board shall develop and implement a policy of diversity at all levels of USA Curling, supported by meaningful efforts to accomplish that diversity. The Board shall develop norms that allow and encourage open discussion and allow and encourage the presentation of differing views.

Section 7.4. - Qualifications

- a) Each director of the Board of Directors must be a citizen of the United States and eighteen (18) years of age or older.
- b) A director shall
 - i) have the highest personal and professional integrity,
 - ii) have demonstrated exceptional ability and judgment, and
 - iii) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USA Curling.

Directors shall possess the highest personal values, judgment, and integrity, understanding of athletic competition and the Olympic ideals, understanding of the responsibilities and obligations of a NGB for the Olympic sport of curling, and as a group have diverse experience in the key business, financial, and other challenges that face USA Curling, from time to time. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, legal and sport.

Section 7.5. - Number

- a) All Member-elected and athlete-elected board directors shall be dues paying Individual Curlers in good standing of at least one (1) Curling Club Member at the commencement of and throughout their term of office together with said Curling Club Member of which said director is a dues paying Individual Curler also being in good standing with USA Curling at the commencement of and throughout said director's term of office. An athlete-elected board director, in the alternative, may be a fee-paying individual member of USA Curling as provided for under the rules and regulations of USOPC for competing athletes, as the same may be amended from time to time.
- b) The Board of Directors shall consist of Member-Elected directors as set forth in Section 7.6, Independent directors as set forth in Section 7.8, and Athlete-Elected directors as set forth in Section 11.4.
- c) A person approved by the United States Women Curling Association as its representative/liaison shall be a director of the Board of Directors of USA Curling with both a voice and a vote.

Section 7.6. - Member-Elected Directors

- a) The three Member States and/or Regional Curling Association with the three (3) highest number of dues-paying Individual Curlers shall have one (1) Member-elected directors each. The remaining Member State/Regional Associations shall share three (3) director seats.

- b) Reallocation of Member-elected directors between and among the various Member Regional Associations shall occur periodically by the Secretary following adopted USA Curling Policies and approved by the Board.
- c) All Member-Elected Directors shall be elected, in session, at the annual Members' Assembly as described in USA Curling's Policy Manual.

Section 7.7 - Election of Member Directors

- a) The Member's Assembly shall annually elect members by majority vote to the Board of Directors corresponding to positions vacated. If the entire slate of Member director candidates is not approved by majority vote, each seat up for election shall be voted on separately at the Member's Assembly.
- b) Terms for newly elected board members become effective as of November 1st of the year elected.

Section 7.8. – Independent Directors

The Independent Director must maintain an independent perspective by maintaining the following requirements for their entire term and any successive term with the exception of holding any governance role in USA Curling or WCF and including any reimbursement of expenses related thereto.

There shall be at least one (1) and a maximum of three (3) Independent directors.

Through its Nominating and Governance Committee, the Board shall affirmatively decide as to the independence of each Director and disclose those determinations. Under the definition of "independence" adopted by the Board, an Independent Director shall be determined to have no material relationship with USA Curling, either directly or through an organization that has a material relationship with USA Curling. A relationship is "material" if, in the judgment of the Nominating and Governance Committee, it would interfere with the Director's independent judgment. To assist it in determining whether a Director is independent, the Board shall adopt the guidelines set forth below, which shall be applied on a case-by-case basis by the Nominating Committee.

A Director shall not be considered independent if, within the preceding five (5) years:

- a. the Director was employed by or held any governance position (whether a paid or volunteer position) with USA Curling, the World Curling Federation, or any sport family entity of curling;
 - b. an immediate family member of the Director was employed by or held any governance position (whether a paid or volunteer position) with USA Curling, the World Curling Federation, or any sport family entity of curling;
 - c. the Director was affiliated with or employed by USA Curling's outside auditor or outside counsel;
 - d. an immediate family member of the Director was affiliated with or employed by USA Curling's outside auditor or outside counsel as a partner, principal, or manager;
 - e. the Director was a member of USA Curling's Athletes' Advisory Council;
 - f. the Director was a member of any constituent group with representation on the Board;
 - g. the Director receives any compensation from USA Curling, directly or indirectly;
 - h. the Director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Curling;
 - i. the Director is a member of the NGB in a membership category that participates in competitions;
- or

- j. the Director is the parent or close family member of an athlete or member of USA Curling.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a Director is independent, shall be made by the Nominating and Governance Committee.

Section 7.9. - Tenure

The term of office for a director of the Board of Directors, whether member, board, or athlete elected, shall be two (2) years. However, a director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability, or death.

Section 7.10. - Staggered Board

Directors of the Board shall be elected/selected so as to implement a staggered Board system.

Section 7.11. - Term Limits

- a) No director of the Board of Directors shall serve more than four (4) consecutive terms.
- b) When a director is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, and the remaining term is one (1) year or more, such term shall constitute a full term. Thus, if the vacancy being filled is for one (1) or more years, then the maximum consecutive term is three (3) additional two-year terms immediately following the termination of the current term. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the director shall be able to serve four (4) additional full consecutive terms following completion of the filled vacancy term.

Section 7.12. - Director Attendance

Directors of the Board of Directors shall attend in person all regularly scheduled Board meetings. During the Director's term, Directors shall be required to attend in person or by electronic means no less than one-half (1/2) of all regularly scheduled Board meetings upon penalty of sanctions by the Board.

Section 7.13. - Resignation, Removal and Vacancies

- a) A director's position on the Board of Directors shall be declared vacant upon the director's resignation, removal, incapacity, disability, or death. Any director may resign at any time by giving written notice to the Board Chair, except the Chair's resignation shall be given to the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- b) A director shall be subject to sanction or removal by the Board if the director fails to attend at least one-half (1/2) of the regular meetings of the Board during any consecutive twelve (12) month period. Said absent director may be removed or sanctioned only by an affirmative vote of at least two-thirds (2/3) vote of the Board, not including the vote of the absent director.

- c) A director may be removed for cause after being provided an opportunity for the director to be heard by the Board. Removal shall be upon an affirmative vote of at least two-thirds ($\frac{2}{3}$) vote of the Board, excluding the vote of the director in question. The Ethics Committee shall develop guidelines for violations that may be considered as cause for removal and present those guidelines to the Board for approval.
- d) Prior to the Board hearing on any request for removal for cause, a complaint shall first be filed with the Ethics Committee. The complaint shall be in the form and the substance as determined by the Ethics Committee. A copy of said complaint shall also be provided to the director, against whom said complaint is made. The Ethics Committee or its designee shall investigate the facts independently from that presented in the complaint. All parties shall cooperate with said investigation. The Ethics Committee shall present its findings based upon its investigation to the Board at the hearing to be held by the Board on the complaint. The hearing held by the Board on said complaint shall, as applicable, be pursuant to the provisions as set forth in the USA Curling Athletes Ombuds Policy. Unless otherwise required by the [Ted Stevens Act](#), as amended from time to time and/or the [USOPC bylaws](#), as amended from time to time, there shall be no appeal to the USOPC. The hearing held by the Board shall be on no less than thirty (30) days advanced notice.
- e) In lieu of removal of a director, the Board may, after the hearing, issue other sanctions including a private or public censure, removing said director from membership on any committees or suspending the voting privileges of said director.
- f) If a director is temporarily unable to fulfill the director's duties, as determined by the Board upon two-thirds ($\frac{2}{3}$) vote of the Board or at said Director's written declaration, then an acting director may be elected to assume said duties, at the discretion of the Board. The acting director shall serve until the Director is capable to resume the director's duties as determined by the Board upon two-thirds ($\frac{2}{3}$) vote, or until the term of said Director ends, whichever occurs first.
- g) Any vacancy occurring in the Board shall be filled as set forth for the election of the same type of director. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.
- h) No director shall be subject to removal or to not being re-nominated based on how the director voted as a director unless such voting is in violation of USA Curling's Code of Ethics. The same rules and procedures shall apply to resignation, removal, and vacancy in the office of Chair.
- i) After a hearing before the Board and upon a vote of two-thirds ($\frac{2}{3}$) of the Board, excluding the director in question, if an independent director is no longer considered independent pursuant to Section 7.8, then said director shall immediately be removed as a director.

Section 7.14. - Regular and Special Meetings

The Board of Directors shall meet at regularly scheduled meetings at least four (4) times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the directors of the Board.

Section 7.15. - Notice of Meetings

- a) Notice of each meeting of the Board of Directors stating the date, time, and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each director of the Board by or at the direction of the Board Chair. Notice shall be given in

writing. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose), to the director's facsimile telephone number or to the director's email address. Written notice shall be delivered no fewer than twenty (20) days before the date of the meeting, except if the notice is of a special meeting. Notice of special meeting shall be delivered no fewer than ninety-six (96) hours before the date and time of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete.

- b) A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.16. - Quorum

The presence of a majority of the directors of the Board of Directors at the commencement of any meeting shall constitute a quorum for the transaction of business. The act of a majority of directors in attendance at the meeting shall constitute the act of the Board unless the bylaws require otherwise. Quorum shall not be lost if during the meeting one or more directors leave.

Section 7.17. - Consent

- a) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board in writing either:
- i) votes for such action;
 - ii) votes against such action; or
 - iii) abstains from voting.

Each director who delivers a document evidencing said vote to USA Curling shall be deemed to have waived the right to demand that action not be taken without a meeting. Said document may be delivered by facsimile, electronic means, or mail.

The act of a majority of Directors on the Board present at a duly called meeting in which a quorum is established shall constitute an act of the Board.

The unanimous written or electronic consent of all Directors on the Board shall also constitute an act of the Board.

Section 7.18. - Voting by Proxy.

No director may vote or act by proxy at any meeting of directors.

Section 7.19. - Presumption of Assent

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken is presumed to have assented to the action taken unless such director's dissent or abstaining shall be entered in the minutes of the meeting or unless the director files a written dissent or abstaining to such action with the individual acting as the Secretary of the Board before the adjournment of the meeting forwards such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7.20. - Transacting Business by Mail, Electronic Mail, Telephone or Facsimile

The Board shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile.

Section 7.21. - Agenda

The Chair, in consultation with the Chief Executive Officer and the Chairs of the standing committees, shall determine the agenda for Board meetings. Directors shall be permitted to request items for inclusion on the agenda for Board meetings.

Section 7.22. - Questions of Order and Board Meeting Leadership

Questions of order shall be decided by the Board Chair or the parliamentarian for the meeting, if appointed by the Chair. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair shall designate in writing in advance one (1) other member of the Board to preside. If the Chair is unable to make or has not made such a designation, the Board may choose at the commencement of the meeting another member of the Board to serve as presiding officer for that meeting.

Section 7.23. - Effectiveness of Actions

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the bylaws or when a definite effective date is recited in the record of the action taken.

Section 7.24. - Open and Closed Meeting Sessions

Ordinarily, all meetings of the Board of Directors shall be open to representatives of Members, and where appropriate, the public. However, if the Board Chair, with the consent of a majority of the directors of the Board in attendance, deems it appropriate to exclude the public at an open meeting for any reason, then the Chair may declare that the meeting is closed. Also, if the Board Chair, with the consent of the majority of the directors of the Board in attendance, deems it is appropriate to exclude representatives of Members in order to convene a closed session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or any other sensitive matter, the Chair may exclude all representatives of Members and public and specifically designate and call a closed session.

Section 7.25. - Minutes of Meetings

The minutes of all meetings of the Board of Directors shall be published on USA Curling's website. Every reasonable effort shall be made to publish draft minutes within thirty (30) days after completion of the meeting and republished as final within fifteen (15) days of their approval.

Section 7.26. - Compensation

Directors of the Board shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USA Curling's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA Curling in any other capacity. Athlete Directors, however, shall be entitled to obtain compensation from USA Curling in connection with their capacity as athletes, including, all benefits to which all Elite Athletes are eligible.

Section 7.27 – Confidentiality

All directors shall maintain confidentiality for all items deemed confidential by the Board

ARTICLE 8

OFFICERS

Section 8.1. – Designation

The officers of USA Curling shall be a Board Chair, a Vice-Chair, a Treasurer, and a Secretary.

Section 8.2. - Election/Selection

The Chair and Vice-Chair shall be elected from among the directors of the Board at a meeting of the Board of Directors. Recognizing the significance of the Chair in international matters, the Chair shall exercise ceremonial or representational functions in the international context, but the Chief Executive Officer, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to the WCF and the USOPC.

The CEO shall designate one (1) member of the staff or a volunteer to serve as USA Curling's corporate Secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings. The CEO shall designate one (1) member of the staff or a volunteer to serve as USA Curling's Treasurer and to handle the ministerial function required by that position under corporate law.

Section 8.4. – Term and Tenure

- a) The newly elected Chair shall take office immediately. The Chair shall hold office until the Chair's successor is elected and qualified, or until the Chair's earlier resignation, removal, incapacity, disability, or death.
- b) The newly elected Vice-Chair will take office immediately. The Vice-Chair will hold office until the Vice-Chair's successor is elected and qualified, or until the Vice-Chair's earlier resignation, removal, incapacity, disability, or death-
- c) The term of the Chair shall be two (2) years. Over a maximum term limit as a director, no individual shall serve as Chair for more than two (2) terms
- d) The term of the Vice-Chair shall be two (2) years. Over a maximum term limit as a director, no individual shall serve as Vice-Chair for more than two (2) terms
- e) When a new Chair or Vice-Chair is elected to fill a vacancy because of the resignation, removal, incapacity, disability, or death of either, and the remaining term is one (1) year or more, such term shall constitute a full term. Thus, if the vacancy being filled is for one (1) or more years, then the maximum term is one (1) additional two-year terms. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the new chair shall be eligible to serve two (2) additional full terms following completion of the filled vacancy term.
- f) The term of office of the Secretary, the Treasurer is unlimited. If a staff member is the Secretary or Treasurer, the staff member may hold office until their employment by USA Curling ends. A staff member or volunteer as the Secretary or Treasurer shall hold office until the CEO designates a different individual to serve as Secretary or, Treasurer or until the same's earlier resignation, removal by the CEO, incapacity, disability, or death. In any circumstance in which the CEO has not designated a staff member or volunteer to serve as either Secretary or Treasurer, the Board of

Directors may select a Director of the Board or other individual to serve as Secretary or Treasurer.

Section 8.5. - Authority and Duties of Officers

The officers of USA Curling shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

- a. Board Chair. The Chair shall: (i) set all meeting and meeting agendas, (ii) preside at all meetings of the Board, (iii) see that all Board Commitments, resolutions, and oversight are carried into effect and (iv) exercise such powers and perform such other duties as from time to time may be assigned by the Board.
- b. Vice-Chair. Vice-Chair will do such duties as assigned by the Board Chair.
- c. Treasurer. The Treasurer shall: (i) have general oversight of the financial affairs of USA Curling, including preparation of the annual budget, (ii) ensure the preparation of USA Curling's financial reports on an annual or more frequent basis; (iii) present financial reports to the Board as the Board may request; (iv) ensure that an annual audit is conducted of USA Curling, and (v) in general, perform all duties incident to the office of Treasurer.
- d. Secretary. The Secretary shall: (i) Keep the minutes of the proceedings of the Board and ensure that such meetings are published to USA Curling's website; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records; (iv) perform all duties incident to the office of Secretary.

Section 8.6. - Restrictions

Officers of USA Curling shall perform their functions with due care. No individual may serve simultaneously as an officer of USA Curling and as an officer of a Member of USA Curling or as an officer of another amateur sports organization that is recognized by the USOPC as a NGB.

Section 8.8. - Resignation, Removal and Vacancies

- a) An officer's position with USA Curling may be declared vacant upon the officer's resignation, removal, incapacity, disability, or death. The Chair may resign at any time by giving written notice to the Chief Executive Officer.
- b) The Chair or Vice-Chair may be removed for cause upon the affirmative vote of at least two-thirds ($\frac{2}{3}$) of the total vote of the Board (excluding the vote of the director in question). The Chair or Vice-Chair may also be removed not for cause upon the affirmative vote of at least three-fourths ($\frac{3}{4}$) of the total vote of the Board (excluding the vote of the director in question).
- c) Any vacancy occurring in the Chair or Vice-Chair shall be filled by the Board, by majority vote. A Chair or Vice-Chair elected to fill a vacancy will be elected for the unexpired term of such Chair's or Vice-Chair's predecessor in office.
- d) The Secretary or Treasurer may resign at any time by giving written notice to the CEO. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in the office of Secretary or Treasurer shall be filled by the CEO.

Section 8.9. - Acting Officer

If the Chair, Vice-Chair, or any other officer of USA Curling is temporarily unable to fulfill their duties, as determined by the Board of Directors upon two-thirds ($\frac{2}{3}$) vote of the Board, or at said officer's written declaration, then an acting officer shall be determined to assume said duties. If the officer is the Chair or the Vice-Chair, the acting officer shall be elected by the majority of the Board.

The acting Chair or acting Vice-Chair shall serve until the Chair or Vice Chair is capable to resume to their duties as determined by the Board upon two-thirds ($\frac{2}{3}$) vote or the term of said office ends, whichever occurs first.

All other acting officers shall be appointed by the CEO and shall serve until the officer is capable to resume their duties as determined by the CEO or the term of office ends, whichever occurs first.

Section 8.10. – Compensation

The Chair and the Vice-Chair shall not receive compensation for their service, although the reasonable expenses of the Chair and Vice-Chair may be paid or reimbursed in accordance with USA Curling's policies. The Chair and Vice-Chair are disqualified from receiving compensation for services rendered to or for the benefit of USA Curling in any other capacity.

To the extent the Secretary and/or the Treasurer is a designated member of USA Curling's staff, the Secretary and/or Treasurer shall be entitled to regular compensation in connection with their employment with USA Curling and may be provided additional compensation for service as Secretary and/or Treasurer.

ARTICLE 9

STANDING COMMITTEES

Section 9.1. - Designation

- a) USA Curling shall have the following standing committees: An Audit/Finance Committee, a Human Resources Committee, a Judicial Committee, an Ethics Committee, and a Nominating/Governance Committee. Said committees shall report to the Board of Directors.
- b) The Chair may appoint advisory task forces as the Chair believes appropriate. The Chair shall define narrowly the mission deliverable of such task force. The decision to appoint or not appoint and to terminate such task force shall be exclusively the Chair's.
- c) The Chair shall be an ex officio member of all standing committees.

Section 9.2. - Assignments

The Audit/Finance Committee, Human Resources Committee, Judicial Committee, Ethics Committee, and Nominating/Governance Committee, hereinafter referred to as “Standing Committees,” shall have their agendas developed by the Committee chair in consultation with the appropriate members of management and input from the directors. The standing committee members shall be expected to attend in person all regularly scheduled standing committee meetings. However, participation by telephone or other electronic means of communication shall be permitted. Each Committee chair of a standing committee shall make a report on the committee activity to the Board, as requested by the Board.

Section 9.3. – Committee Composition

- a) Membership in each of the standing committees shall have at least one-third ($\frac{1}{3}$) athlete-elected representation.
- b) Membership on the Audit/Finance, Judicial, and Nominating/Governance Committees shall not exceed five (5) individuals. Membership on the Ethics and Human Resources Committees shall not exceed three (3) individuals.
- c) Membership in additional advisory task forces as referenced in Section 9.1.b shall be determined by the Chair.
- d) Any committee assignment calling for athlete member(s) to satisfy the standards for Independent Directors as set forth in these bylaws under Section 7.8, shall be adhered to as closely as possible, but the strict interpretation of that definition shall be waived if no athlete fully meets those standards.

Section 9.4. – Tenure

- a) The term for all standing committees shall be four (4) years, with the exception of the Human Resources Committee, which shall be two (2) years. A committee member shall remain on the committee until the committee member's successor is elected, or until the committee member's earlier resignation, removal, incapacity, disability, or death.

- b) The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of two (2) years.
- c) Standing Committee members shall be elected to staggered four (4) year or shorter terms. The Nominating and Governance Committee shall monitor Standing Committee member terms to maintain staggering.

Section 9.5. - Term Limits

- a) No standing committee member shall serve for more than two (2) consecutive terms on the same committee.
- b) For an initial standing committee member whose initial term is two (2) years or more, their time of service shall constitute a full term. That committee member would be eligible to serve one (1) additional four (4) year-term immediately following their initial term.

Section 9.6. - Resignation and Vacancies

- a) A standing committee member's position on a standing committee may be declared vacant upon the standing committee member's resignation, removal, incapacity, disability, or death. A standing committee member may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- b) Any vacancy occurring in a standing committee as a result of reasons listed above or USA Curling policy shall be filled by Chair of Board on an interim period until next election.

Section 9.7. - Procedures

- a) In due course, each standing committee shall have established procedures for conducting its business and affairs. Such procedures once established shall be published and made available on USA Curling's website.
- b) At the discretion of the chair of each standing committee, the standing committee shall have the authority to transact any of its business by electronic mail or other electronic means of communication.

Section 9.8. Minutes of Meetings.

Each committee and task force shall take minutes of its meetings.

Section 9.9. - Compensation

Standing committee members shall not receive compensation for their services as committee members. Reasonable expenses of standing committee members may be paid or reimbursed in accordance with USA Curling's policies. Standing committee members may receive compensation for services rendered to or for the benefit of USA Curling in any other capacity, provided the Board gives explicit approval.

Section 9.10. - Open and Closed Meeting Sessions

Ordinarily, all committee and task force meetings shall be open to USA Curling members. In the event the committee or task force chair, with the consent of a majority of the committee or task force members in attendance, deems it appropriate to exclude members at an open meeting for any reason, then the chair may (i) declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the committee or task force to non-members, with the consent of a majority of the members of the committee or task force in attendance.

Section 9.11. - Audit/Finance Committee

The Audit and Finance Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Audit and Finance Committee and its chair, all of whom shall be Directors of the Board. Athlete representatives shall be selected and approved according to Section 9.3. An Independent Director of the Board with financial experience shall be on the Audit and Finance Committee.
- b. The Audit and Finance Committee shall:
 1. be responsible, in cooperation with the Treasurer, the Chief Financial Officer, and Chief Executive Officer, for recommending the annual budget for operations of USA Curling, reviewing monthly financial statements, internal financial policies and procedures, and for making recommendations for investment of excess operating funds;
 2. recommend the independent auditors of USA Curling, review the report of the independent auditors and management letter, and recommend action as needed;
 3. investigate matters of financial controls and disclosure and such other matter as directed by the Board; and
 4. perform such other duties as assigned by the Board.

The Audit and Finance Committee shall periodically meet separately in executive session individually with management, USA Curling's financial staff, and USA Curling's outside auditor. In addition, the Audit and Finance Committee, or a designated representative of the Committee, shall meet with the outside auditor prior to the release of USA Curling's annual audited financial statements and tax filings, to review such materials.

Section 9.12. - Ethics Committee

The Ethics Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Ethics Committee and its chair, except that athlete representatives shall be selected and approved according to Section 9.3. Members of the Ethics Committee shall satisfy the standards of independence for Independent Directors as set forth in these bylaws Section 7.8. No Director of the Board shall be appointed to the Ethics Committee.
- b. The Ethics Committee shall –
 1. oversee implementation of, and compliance with, USA Curling's Code of Conduct and Conflict of Interest Policies;

2. report to the Board on all ethical issues;
3. develop, and review on an annual basis, a Conflict of Interest Policy for the Board, officers, staff members, committee and task force members, volunteers, and member organizations for adoption by the Board;
4. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
5. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USA Curling members;
6. review annual and periodic Conflict of Interest disclosure forms and determine if a conflict of interest exists as to any particular transaction, relationship, or matter involving USA Curling;
7. evaluate requests for approval under USA Curling's Gift and Entertainment Policy; and
8. perform such other duties as assigned by the Board.

The Ethics Committee shall determine whether a complaint submitted to it falls within its jurisdiction.

Section 9.13. - Judicial Committee

The Judicial Committee shall be appointed and have the responsibilities as follows.

- a. The Board of Directors shall appoint the members of the Judicial Committee and its chair, except that athlete representatives shall be selected and approved according to Section 9.3. Members of the Judicial Committee shall satisfy the standards of independence for "independent Directors" as set forth in these bylaws Section 7.8. No Director of the Board shall be appointed to the Judicial Committee.
- b. The Judicial Committee shall:
 1. administer and oversee all administrative grievances, right to compete matters, and disciplinary matters filed with USA Curling;
 2. administer and oversee all grievances related to any alleged violation of the [US Center for SafeSport](#)'s rules, policies, and procedures over which the [US Center for SafeSport](#) has not exercised jurisdiction, pursuant to the procedures set forth in USA Curling's Athletes Ombuds Policy;
 3. administer and oversee all grievances related to any alleged violation of USA Curling's Athlete Safety Policy over which the [US Center for SafeSport](#) has not exercised jurisdiction;
 4. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on Hearing Panels;
 5. appoint a panel of independent individuals to hear and render a decision, on grievances and disciplinary matters;
 6. if disinterested, sit on hearing panels; and
 7. perform such other duties as assigned by the Board.

Section 9.14. - Nominating/Governance Committee

The Nominating and Governance Committee shall be selected and have the responsibilities as follows:

- a. The Nominating and Governance Committees shall be selected as follows:
 1. one (1) individual selected by the previous Nominating and Governance Committee from that Committee, who shall be the Chair;
 2. one (1) individual who is independent as that term is defined in these bylaws and who is selected by the previous Nominating and Governance Committee;
 3. two (2) athletes selected and approved according to Section 9.3 of these bylaws; and
 4. one (1) individual who shall be selected from the other appropriate USA Curling membership groups as defined by USA Curling.
- b. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current member of the Board of Directors. Members of the Nominating and Governance Committee shall be precluded from serving as a Board Director or in any other USA Curling capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Governance Committee ends.
- c. The Nominating and Governance Committee shall:
 1. identify and evaluate prospective candidates for the Board;
 2. select individuals to serve on the Board as provided in these bylaws;
 3. recommend as requested by the Board individuals to serve on various committees and task forces;
 4. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
 5. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces;
 6. perform such other duties as assigned by the Board; and
 7. review the application of Board members for election by membership or a constituency to ensure eligibility of candidates in relation to these Bylaws, the [Ted Stevens Act](#) or USOPC regulation.
 8. Identify, evaluate, and present to the Board prospective candidates for positions of external representation.
- d. In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:
 1. the candidate's contribution to the effective functioning of USA Curling;
 2. any potential or impending change in the candidate's principal area of responsibility with their company or in their employment;
 3. whether the candidate continues to bring relevant experience to the Board;
 4. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
 5. the candidate's reputation for personal integrity and commitment to ethical conduct;
 6. whether the candidate has passed a mandatory background check and SafeSport training as/if required; and
 7. whether the candidate has developed any relationships with another organization, or other circumstances have arisen that might make it inappropriate for the Director to continue serving on the Board.
- e. The Nominating/Governance Committee shall consider and develop, as is necessary from time to time, proposed amendments to the bylaws of USA Curling together with developing and recommending to the Board for its consideration an annual self-evaluation process of the Board and its standing committees toward the end of maintaining effective governance structure.

Section 9.15. - Human Resources Committee

- a) The Human Resources Committee shall consist of three members who are directors, one of which shall be an athlete-elected representative. The Board Chair shall appoint these three (3) members and shall appoint the Chair of the committee from said three (3) members.
- b) Each of the Human Resources Committee members shall serve at the pleasure of the Chair. No committee member may serve more than two (2) consecutive two (2) year terms.
- c) Human Resources Committee shall:
 - i) review and recommend employee benefit programs;
 - ii) review and recommend compensation for the CEO;
 - iii) conduct an annual review of the job performance of the CEO; and
 - iv) perform such other duties as assigned by the Chair.

ARTICLE 10

ANNUAL MEMBERS' ASSEMBLY

Section 10.1. - Purpose

There shall be an annual Members' Assembly at which the Members of USA Curling and other curling constituencies in the United States Curling family shall gather. At this annual Members' Assembly, the Board of Directors through its Chair or designee shall provide a report on the activities of the Board of Directors and on the state of the affairs of USA Curling. At said meeting, the Chief Executive Officer or designee shall provide a managerial report or reports addressing issues of operational concern and importance to the curling community. Members and other constituencies may be permitted to pose questions to the Chair and its designee and to the Chief Executive Officer and its designee for response. The Member's Assembly shall annually elect members to the Board of Directors as set forth in Section 7.7 of these bylaws and USA Curling policy. In addition, the various Members' Assembly operational committee groups shall make reports at said meeting as to the committees' activities.

Section 10.2. - Place

- a) The annual Members' Assembly shall be held with members meeting at a physical location except as noted below.
 - i) At the discretion of the Board Chair, in consultation with the CEO, the Members' Assembly may be held by means of a conference call or other similar communications equipment by which all persons participating can, at a minimum, hear each other at the same time.
 - ii) Notification of holding the Members' Assembly by conference call or other similar communications equipment must be made no later than ten (10) days prior to the posted meeting time with notice given to all participants as found in USA Curling policy.
 - iii) When the Members' Assembly is held with members meeting at a physical location and circumstances beyond their control prohibit delegates officially registered under USA Curling policy from traveling to the meeting location, the Board Chair may allow a delegate's participation at the meeting via conference call or other similar communications equipment. Such an allowance is contingent on the meeting site's capability to meet the minimum communications requirement stated in Section 10.2.a.i. Such participation shall constitute presence in person at the meeting.

Section 10.3. - Notice

Notice and agenda of any Annual or Special Members' Assembly meeting shall follow USA Curling policy timing and requirements.

Section 10.4. - Member's Vote

Regional Curling Associations, At-Large Clubs, and Member Clubs which are Members of USA Curling in good standing shall be entitled to vote at the meeting of the Members' Assembly in accordance with USA Curling policy. Athlete Representatives shall have a vote equal to one-third ($\frac{1}{3}$) of the total vote at all Member's Assembly meetings.

Section 10.5- Delegates

- a) At all annual or special meetings of the Members' Assembly, a Member must vote by its delegate(s). The delegate of a Member shall be the President of the Member unless USA Curling is notified to the contrary in accordance with USA Curling policy.
- b) Athlete delegation votes are allocated among the delegates in accordance with USA Curling policy.
- c) No Member may hold proxies from other Members in addition to the Member's vote.
- d) No current member of the USA Curling Board of Directors may serve as a delegate to the Members' Assembly.
- e) Delegates assigned to represent any Regional, At-Large, or Member Club at any Annual or Special Meetings of the Members' Assembly must be dues-paying members of both USA Curling and the organization they represent.

Section 10.6. - Quorum

At the annual Members' Assembly and at any special meeting of the Members' Assembly, for there to be a quorum, the number of votes represented by Members attending in person must equal or exceed the majority of the total votes held by all the Members combined as certified pursuant to USA Curling policy.

Section 10.7. - Chair of the Meeting of Assembly

The Board Chair or their designee shall chair all meetings of the Members' Assembly.

Section 10.8. - Special Meeting of Members' Assembly

A Special Meeting of the Members' Assembly may be called by the Board Chair, the CEO or pursuant to a Petition requesting said Special Meeting. Said Petition shall set forth the agenda of the Special Meeting to be called and be filed with the CEO. Said Petition shall be signed by Members representing at least fifty percent (50%) of the total votes as last certified pursuant to USA Curling policy. At the discretion of the CEO, said Special Meeting may be held by means of teleconference.

Section 10.9. - Authority and Duties of the Members' Assembly

The Members' Assembly shall have the following duties and authority:

- a) To propose and vote on Amendments to USA Curling bylaws as further set forth in Article 22;
- b) To present advisory proposals to the Board of Directors and/or the CEO regarding ways to improve communication between USA Curling and its Members, and ways to improve delivery of services to the Members.
- c) To elect Member-Elected directors to USA Curling Board in accordance with USA Curling policy.

ARTICLE 11

ATHLETES' ADVISORY COUNCIL

Section 11.1. Purpose

The USA Curling Athletes' Advisory Council shall be a forum to provide a comprehensive means of communication between athletes and USA Curling. The USA Curling Athletes' Advisory Council will lead, serve, and engage athletes to communicate the interests and protect the rights of athletes, and be a conduit to USA Curling. The USA Curling Athletes' Advisory Council shall:

- a) Serve as a vehicle for athlete engagement;
- b) Endeavor to protect the rights of athletes;
- c) Provide athlete feedback;
- d) Build and establish relationships among the athletes of USA Curling;
- e) Assist in identifying potential future athlete board representative candidates and introduce athletes to USA Curling's governance structure;
- f) Serve as SafeSport and USADA ambassadors and advocates; and
- g) Develop pathways for athletes within the structure of USA Curling.

Section 11.2. - Designation

USA Curling shall have an Athletes' Advisory Council consisting of no more than nine (9) individuals.

Section 11.3. - Qualifications

The requirements for USA Curling AACs are as follows:

- a) Paralympic vs. Olympic—At least two of the positions must be designated for Paralympic representation and account for gender equity.
- b) Both the USOPC AAC primary representative and the alternate are automatic members of USA Curling's AAC.
- c) All USA Curling AAC members must be 10-year athletes as defined in in [USOPC Bylaws Section 8.5.1\(a\)](#) (See Definition's Preface).
- d) Conflict of Interest: Athlete representatives must complete their NGB's conflict of interest disclosure form and provide the form to the NGB's Ethics Committee or follow the process outlined in USA Curling's Conflict of Interest Policy if the policy outlines a different process for reviewing and resolving conflict of interest disclosures.
- e) Other Disclosures: Athletes who wish to run for an NGB AAC position must disclose any felony convictions, any periods of ineligibility based on anti-doping or SafeSport violations.

Section 11.4. - AAC Representatives to USA Curling Board of Directors

The Athlete-Elected representatives to USA Curling Board of Directors are defined within the AAC Bylaws, Appendix A.

Section 11.5. - Athlete Members of Committees

Athlete Members of Committees are defined within the AAC Bylaws, Appendix A.

Section 11.6. - Procedures/Bylaws

The Athletes' Advisory Council shall establish such additional procedures and bylaws for conducting its business and affairs as said council may see fit, provided the same do not conflict with the bylaws of USA Curling and/or USOPC. Said procedures/bylaws shall be published and available on USA Curling's website.

Section 11.7. - Compensation

Athletes' Advisory Council members shall not receive compensation for their services as Athletes' Advisory Council members. USA Curling shall pay for the reasonable expenses of all members of the Athletes' Advisory Council to attend Athletes' Advisory Council meetings. In addition, USA Curling shall pay for the reasonable expenses of the athlete-elected Directors to attend USA Curling Board meetings. While members of USA Curling's Athletes' Advisory Council shall not receive compensation for their services as Athletes' Advisory Council members, they shall be entitled to obtain compensation from USA Curling in connection with their capacity as athletes, including, but not limited to, compensation in the form of Direct Athlete Support or in connection with Operation Gold. Each member of the Athletes' Advisory Council shall be bound by USA Curling's Conflicts of Interest Policy

Section 11.8 – Appointment/Election

Athlete Advisory Council members shall be elected or appointed as set forth in AAC's bylaws, as amended from time to time, which are attached hereto (Appendix A.)

ARTICLE 12

USOPC ATHLETES' ADVISORY COUNCIL

Section 12.1. Designation.

USA Curling shall have a representative and an alternate representative to the USOPC Athletes' Advisory Council (AAC).

Section 12.2. Qualifications.

To be eligible to serve on the USOPC Athletes' Advisory Council, athlete representatives must meet the qualifications set forth in the USOPC Athletes' Advisory Council Bylaws.

Section 12.3. Election.

Athlete representatives on the USOPC Athletes' Advisory Council shall be directly elected by athletes who are eligible to run.

USA Curling shall adopt and submit to the AAC, consistent with policies established by the AAC, a procedure whereby eligible athletes shall elect a representative and an alternate representative to the USOPC Athletes' Advisory Council.

The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.

The individual with the highest vote total shall be elected as the representative to the USOPC Athletes' Advisory Council. The individual with the second highest vote total is elected as the alternate representative to the USOPC Athletes' Advisory Council.

Section 12.4. Term.

The term for all representatives to the USOPC Athletes' Advisory Council shall be four (4) years, to start on January 1 of the year following the year in which the Summer Olympic Games is scheduled to be held, and end on December 31 of the year in which the next edition of Summer Olympic Games is scheduled to be held.

Any vacancies shall be filled immediately, or as soon as practicable.

Section 12.5. Term Limits.

No representative to the USOPC Athletes' Advisory Council shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

ARTICLE 13

USOPC NATIONAL GOVERNING BODIES' COUNCIL

Section 13.1. Designation.

USA Curling shall have a representative and an alternate representative to the USOPC National Governing Bodies' Council.

Section 13.2. Election/Selection.

The Chief Executive Officer shall be USA Curling's representative to the USOPC National Governing Bodies' Council. The Board Chair shall be USA Curling's alternate representative to the USOPC National Governing Bodies' Council.

ARTICLE 14

CHIEF EXECUTIVE OFFICER

Section 14.1. Designation.

USA Curling shall have a Chief Executive Officer, who shall be the leader of management and vested with the authority to make decisions on behalf of management. The Chief Executive Officer shall not be a Director of the Board but shall be permitted and expected to attend Board meetings.

The Board shall hire and oversee the Chief Executive Officer, who shall be responsible as outlined below in Section 14.4, in addition to overseeing the hiring and firing of all staff and the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of USA Curling, determine the size and compensation of, hire and terminate the professional staff, in accordance with USA Curling compensation policies and guidelines (established by the Board).

Section 14.2. Tenure.

The Chief Executive Officer shall be employed by the Board of Directors for whatever term the Board deems appropriate. The Chief Executive Officer may be removed by the Board at any time, with or without cause, but removal shall not affect any contract rights of the Chief Executive Officer. If the Chief Executive Officer has a contract of employment with USA Curling, the contract shall provide that the Chief Executive Officer's employment may be terminated by the Board with or without cause.

The CEO may resign at any time by giving written notice to the Chair.

If required, an acting CEO shall be elected by the majority of the Board. The acting CEO shall serve until the CEO is capable to resume to their duties as determined by the Board upon two-thirds ($\frac{2}{3}$) vote or the term of said office ends, whichever occurs first

Section 14.3. Secretary General.

The Chief Executive Officer shall serve as Secretary General of USA Curling and, in that capacity, shall represent USA Curling in relations with the international sports federation for curling recognized by the International Olympic Committee and at international curling functions and events.

Section 14.4. Responsibilities.

The Chief Executive Officer shall:

- a. develop a strategy for achieving USA Curling's mission, goals and objectives and present the strategy to the Board of Directors for approval;
- b. determine the size and compensation of, hire and terminate the professional staff in accordance with USA Curling compensation policies and guidelines (established by the Board) to effectively carry out USA Curling's mission, goals, and objectives;
- c. prepare and submit quadrennial and annual budgets to the Board for approval;
- d. either directly or by delegation manage all staff functions;

- e. be responsible for resource generation and allocation of resources;
- f. coordinate USA Curling's international activities;
- g. with the Board Chair, act as USA Curling's spokesperson; and
- h. perform all functions as usually pertain to the office of Chief Executive Officer.

ARTICLE 15

COMPLAINT PROCEDURES

Section 15.1. - Designation of Complaints

USA Curling shall adopt Complaint Procedures setting forth the types of complaints that USA Curling may be asked to resolve, the processes and procedures for hearing and resolving such complaints, and the remedies and sanctions available.

ARTICLE 16
SANCTIONING EVENTS

Section 16.1. - Prompt Review of Request

USA Curling shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request:

- a) to hold an international or national amateur athletic curling competition in the United States, or
- b) to sponsor United States curling athletes to compete in an international athletic competition held outside the United States.

Section 16.2. - Standard for Review

If USA Curling, as a result of its review:

- a) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic curling competition would be detrimental to the best interest of United States curling, and
- b) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these bylaws, then USA Curling shall grant the sanction requested by the amateur sports organization or person.

Section 16.3. - Requirements for Holding an International or National Amateur Athletic Curling Competition in the United States

An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic curling competition in the United States shall comply with the following requirements:

- a) submits, in the form required by USA Curling, an application to hold such competition;
- b) pays to USA Curling the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c) submits to USA Curling an audited or notarized financial report of similar events conducted by the organization or person; and
- d) demonstrates that:
 - i) appropriate measures have been taken to protect the amateur status of athletes who shall take part in the competition and to protect their eligibility to compete in amateur competition;
 - ii) appropriate provision has been made for validation of records which may be established during the competition;
 - iii) due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 - iv) the competition shall be conducted by qualified officials;
 - v) proper medical supervision shall be provided for athletes who shall participate in the competition; and
 - vi) proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 16.4. - Requirements for Sponsoring United States Curling Athletes to Compete in An International Athletic Competition Held Outside the United States

An amateur sports organization or person requesting a sanction to sponsor United States curling athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

- a) submits, in the form required by USA Curling, an application to hold such competition;
- b) pays to USA Curling the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c) submits a report of the most recent trip to a foreign country that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and
- d) submits a letter from the appropriate entity that shall hold the international amateur athletic competition certifying that:
 - i) appropriate measures have been taken to protect the amateur status of athletes who shall take part in the competition and to protect their eligibility to compete in amateur competition;
 - ii) appropriate provision has been made for validation of records which may be established during the competition;
 - iii) due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 - iv) the competition shall be conducted by qualified officials;
 - v) proper medical supervision shall be provided for athletes who shall participate in the competition; and
 - vi) proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

ARTICLE 17

RECORDS OF THE CORPORATION

Section 17.1. Minutes.

USA Curling shall keep as permanent records minutes of all meetings of the Board, a record of all actions taken by the Board without a meeting, and a record of all waivers of notices of meetings of the Board.

Section 17.2. Accounting Records.

USA Curling shall maintain appropriate accounting records.

Section 17.3. Membership List.

USA Curling shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class.

Section 17.4. Records in Written Form.

USA Curling shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 17.5. Website.

USA Curling shall maintain a website for the dissemination of information to its members. USA Curling shall publish on its website (i) its bylaws, (ii) its rules, and regulations (iii) a procedure for communicating with the Chair of the Audit and Finance Committee regarding accounting, internal accounting controls, or audit-related matters; (iv) its three (3) most recent audited financial statements; and (v) its three (3) most recent 990 Forms filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, USA Curling shall publish on its website a mailing address and an e-mail address for communications directly with USA Curling.

Section 17.6. Records Maintained at Principal Office.

USA Curling shall keep a copy of each of the following records at its principal office:

- a. the articles of incorporation;
- b. these bylaws;
- c. rules or regulations adopted by the Board of Directors pertaining to the administration of the sport of curling;
- d. rules or regulations that govern the conduct of USA Curling, USA Curling Board and Committees and USA Curling members;
- e. rules and regulations that govern the technical conduct of curling's events in the United States as USA Curling Board and Chief Executive Officer determine is appropriate in their sole discretion;
- f. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
- g. all written communications within the past three (3) years to the members generally as the members;

- h. a list of the names and business or home addresses of the current Directors and officers of USA Curling;
- i. a copy of the most recent corporate report delivered to the State of Wisconsin Secretary of State;
- j. all financial statements prepared for periods ending during the last three (3) years;
- k. USA Curling's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- l. all other documents or records required to be maintained by USA Curling at its principal office under applicable law or regulation.

Section 17.7. Inspection of Records by Members.

The following rights and restrictions shall apply to the inspection of records by members:

- a. **Records Maintained at Principal Office.** A member shall be entitled to inspect and copy, during regular business hours at USA Curling's principal office, any of the records of USA Curling described in Section 17.6, provided that the member gives USA Curling written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.
- b. **Financial Statements.** Upon the written request of any member, USA Curling shall mail to such member either a hard copy or electronic copy of its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- c. **Membership List.**
 - 1. Preparation of Membership Voting List. After determining the members entitled to vote in an election USA Curling shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.
 - 2. Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at USA Curling's principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least sixty (60) days immediately preceding the demand to inspect or copy; (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member; (iii) the member gives USA Curling written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list; (iv) the member describes with reasonable particularity the purpose for the inspection; and (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by USA Curling limiting the use of such list in accordance with Section 17.7.c.3.
 - 3. Limitation on Use of Membership Voting List. Without consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.
- d. **Scope of Members' Inspection Rights.**

1. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
2. Right to Copy. The right to copy records under these bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic, or other means.
3. Reasonable Charge for Copies. USA Curling may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.
4. Litigation. Nothing in these bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with USA Curling, or the power of a court to compel the production of corporate records for examination.

ARTICLE 18

POLICIES

Section 18.1. Gifts & Entertainment Policy.

USA Curling shall adopt a Gifts & Entertainment Policy applicable to all USA Curling employees, board members, officers, committee members, task force members, hearing panel members, and volunteers.

Section 18.2. Conflicts of Interest Policy.

USA Curling shall adopt a Conflicts of Interest Policy applicable to all USA Curling employees, Board Directors, committee members, task force members, and volunteers. Additionally, these individuals shall disclose any possible conflict for review by the Ethics Committee.

Section 18.3. Code of Conduct.

USA Curling shall adopt a general Code of Conduct applicable to all USA Curling members, employees, Board Directors, officers, committee members, task force members, contractors and volunteers. USA Curling shall additionally implement specific Codes of Conduct for the following constituent groups: (i) Athletes; and (ii) Coaches.

Section 18.4. Athlete Safety Policy.

USA Curling shall adopt an Athlete Safety Policy applicable to all USA Curling members, employees, Directors of the Board, committee members, task force members, and volunteers, which policy must satisfy the minimum standards mandated by the USOPC.

Section 18.5. Complaint Procedures

USA Curling shall adopt Complaint Procedures as set forth in Section 15 above.

Section 18.6. Other Policies.

USA Curling shall adopt other relevant policies to effectively run and govern the organization.

ARTICLE 19**FIDUCIARY MATTERS**Section 19.1. Indemnification.

USA Curling shall defend, indemnify, and hold harmless each Director of the Board and each officer from and against all claims, charges, and expenses which he or she incurs as a result of any action or lawsuit brought against such Director or officer arising out of the latter's performance of their duties with USA Curling, unless such claims, charges and expenses were caused by fraud, gross negligence, or willful misconduct on the part of said officer or Director.

Section 19.2. Discharge of Duties.

Each Director of the Board and officer shall discharge their duties: (i) in good faith; (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and (iii) in a manner the Director or officer reasonably believes to be in the best interests of USA Curling.

Section 19.3. Conflicts of Interest.

If any Director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving USA Curling, or has an interest adverse to USA Curling's business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest; (ii) not participate in the evaluation of the contract, transaction or business affair; and (iii) not vote on the contract, transaction or business affair, unless the procedures set forth in USA Curling's Conflict of Interest Policy are followed.

Section 19.4. Prohibited Loans.

No loans shall be made by USA Curling to the Board Chair, to any Director of the Board, to any officer of USA Curling, or to any committee or task force member or to any USA Curling employee.

ARTICLE 20
FINANCIAL MATTERS

Section 20.1. Fiscal Year.

The fiscal year of USA Curling shall commence July 1 and end on June 30 each year.

Section 20.2. Budget.

USA Curling shall have an annual budget, approved by the Board of Directors.

Section 20.3. Audit

USA Curling shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit and Finance Committee. The Audit and Finance Committee shall provide the auditors' report to the Board of Directors upon completion.

Section 20.4. Individual Liability.

No individual Director of the Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of USA Curling pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 20.5. Irrevocable Dedication and Dissolution.

The property of USA Curling is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USA Curling shall inure to the benefit of private persons. Upon the dissolution or winding up of USA Curling, its assets remaining after payment, or provision for payment, of all debts and liabilities of USA Curling, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended, with preference given to a curling related organization or organizations.

ARTICLE 21**MISCELLANEOUS PROVISIONS**Section 21.1. Severability and Headings.

The invalidity of any provision of these bylaws shall not affect the other provisions of these bylaws, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted. The headings in these bylaws are for the purpose of reference only and shall not limit or define the meaning of any provision hereof.

Section 21.2. Saving Clause.

Failure of literal or complete compliance with any provision of these bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the Directors of the Board do not cause substantial injury to the rights of the Directors, shall not invalidate the actions or proceedings of the Directors or Members' Assembly at any meeting.

Section 21.3 – Parliamentary Authority

Except as otherwise provided for in the Articles of Incorporation, these bylaws, applicable laws, or special rules the association may adopt, the rules contained in the current edition of Robert's Rules of Order Newly Revised governs the Association.

ARTICLE 22

AMENDMENTS

Section 22.1. - Amendments to Bylaws

- a) These bylaws may be repealed or amended, in whole or in part, by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors or the Members. If there is a conflict between the votes of the Board of Directors and the Members as to amendments or repeal of any of these bylaws, the Members vote shall control. The Members may initiate an amendment or repeal, in whole or in part, of any of these bylaws.
- b) The determination of the required two-thirds ($\frac{2}{3}$) vote of the Members shall be based upon the votes equaling or exceeding two-thirds ($\frac{2}{3}$) of the total votes of all the Members and Athletes, as certified pursuant to USA Curling policy.
- c) The determination of the required two-thirds ($\frac{2}{3}$) vote of the Directors shall be based upon the votes equaling or exceeding two-thirds ($\frac{2}{3}$) of the total votes of all the Directors then qualified to vote.

Section 22.2. - Amendment to Articles of Incorporation

The Articles of Incorporation may be amended, in whole or in part, by two-thirds ($\frac{2}{3}$) vote of the Board of Directors.