

LAKES REGION CURLING ASSOCIATION BYLAWS

ARTICLE I MEMBERSHIP

Membership in the Lakes Region Curling Association (hereinafter “the Association”) is open to any member of the general public at least 14 years of age upon payment of dues, subject to participation policies established by the Board of Directors. The Board of Directors shall by resolution establish rates of annual dues. The membership year shall run from September 1 to August 31.

Voting Members of the Association are those members at least eighteen (18) years of age and in good standing.

ARTICLE II OFFICERS

Section 1. General

The Association shall have as executive officers a President, a Vice President, a Secretary, and a Treasurer, all of whom are voting members of the Association.

Section 2. President

The President shall be the principal executive officer of the Association and shall, in general, supervise and oversee all the business and affairs of the Association. He or she shall preside over meetings of the Board of Directors and of the membership and shall be responsible for the agenda and general conduct of such meetings. The President may sign such contracts or other instruments as the Board of Directors has authorized to be executed, and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 3. Vice President

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4. Secretary

The Secretary of the Association shall keep the minutes and records of the Association, see that all notices are given in accordance with these Bylaws or as provided by law, keep a register of the post office address of each member and contributor furnished to the Secretary by such member and contributor; serve as Clerk of the Association, and in general perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.

Section 5. Treasurer

The Treasurer shall keep correct and complete records of account accurately showing at all times the financial condition of the Association. Subject to the direction of the Board, the Treasurer shall be the legal custodian of all funds and securities of the Association, shall keep a detailed account of its income and expenditures, and shall be responsible for payment of all expenditures of the Association. The Treasurer shall receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general, perform all the duties incident to the office of Treasurer and such others as from time to time may be assigned to him or her by the President or the Board of Directors.

If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

The fiscal year of the Association shall run from September 1 to August 31.

Section 6. Election

The Board of Directors shall annually fill open terms for officers from among its own ranks. Officers shall serve for two-year terms and may succeed themselves in office. Each officer shall hold office until his or her successor shall have been elected and qualified.

Section 7. Removal

No officer may be removed without just cause. Removal shall be by two-thirds majority vote of current members of the Board of Directors, provided written notice was given in the call to meeting of the Board that such action would be considered and voted upon.

Section 8. Resignation

Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary of the Association. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be condition precedent necessary to its effectiveness.

Section 9. Vacancies

In the event of resignation, retirement, disqualification, death, disability or removal from office, for any reason whatsoever, of any officer of the Association, the vacancy so created shall be filled by the Board from the remaining members of the Board for the unexpired portion of the term until the next Annual Meeting of the Association.

Section 10. Compensation

Officers shall receive no compensation for their services as officers of the Association.

ARTICLE III BOARD OF DIRECTORS

Section 1. General

The Board of Directors (the "Board") shall consist of not fewer than five (5) directors and not more than nine (9), including the President, Vice President, Treasurer, and Secretary, all of whom are voting members of the Association.

When the term of any member of the Board is about to expire, the vacancy shall be filled by a majority vote of the voting members of the Association at the annual meeting.

Until the first annual meeting of the Association is held, the Board of Directors shall consist of the original incorporators and such other individuals as the original incorporators shall appoint.

Each director shall ordinarily serve a three-year term. Initially, however, one-third of the Board members shall serve for one year, one-third for two years and the remaining third for three years.

A Board member shall continue to serve until the membership elects a successor or until the Board member is unable or unwilling to serve.

Section 2. Control and Power

The Board of Directors shall carry out the purposes of the Association as set forth in the Articles of Agreement and in these Bylaws. The Board shall have the exclusive control and power to manage the activities, property and affairs of the Association and shall determine the manner in which the funds of the Association, both principal and income, shall be applied within the limitations of the Association's Articles of Agreement, these Bylaws, the IRS Code and Chapter 292 of the New Hampshire Revised Statutes Annotated.

Section 3. Meetings

The Board of Directors shall hold at least two meetings per year at such times and intervals as it deems necessary to carry out its duties. The Board will provide input to the agenda of meetings. Regular and special meetings of the Board shall be called by the President or at the request of a majority of the membership of the Board and shall be held at such time and place as may be set forth in the notice thereof, provided that at least five (5) days' advance notice in writing (whether in printed or electronic form) of every meeting shall be given to each director.

At all meetings of the Board a majority of the directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise expressly required by the Association's Articles of Agreement, these bylaws, or Chapter 292 of the New Hampshire Revised Statutes Annotated. If a quorum is not present for any meeting of the Board, the directors present may adjourn the meeting from time to time, without notice other than announcement, until a quorum shall be present or available.

Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communication equipment enabling all Directors to participate in the meeting. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

All decisions by the Board shall be made by a majority of its members present at the meeting, with the exception that any agreement or contract to be signed in the name of the Association, must be approved by a majority of the entire Board of Directors.

Directors may vote either in person or by electronic means for items discussed at a regular meeting of the Board of Directors. Additional means of voting may be determined from time to time for a particular topic at a regular meeting of the Board of Directors.

Discussion and action without a meeting on a topic not previously discussed shall require a quorum of two-thirds of the sitting directors, and items so discussed shall require an affirmative vote of a majority of participating directors to be considered valid. The Secretary shall file such vote with the minutes of the meetings of the Board of Directors.

Section 4. Committees

The Board, by a resolution or resolutions passed by majority vote, may designate one or more standing committees. Such committee(s) shall consist of two or more members, at least one of whom shall be a director, and shall have such powers and duties as the Board deems desirable.

Section 5. Removal

No director may be removed from the Board without just cause. Removal shall be by two-thirds majority vote of current members of the Board of Directors, provided written notice was given in the call to meeting of the Board that such action would be considered and voted upon.

Section 6. Resignation

Any director may resign at any time by giving written notice to the President or the Secretary. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified therein.

Section 7. Vacancies

If a vacancy occurs on the Board by reason of death, resignation, disability, retirement, disqualification, removal from office, or for other cause, the remaining members of the Board are empowered to appoint a replacement from members of the Association in good standing until the next Annual Meeting of the Association.

Section 8. Compensation

Elected members of the Board of Directors shall receive no compensation for their services as directors.

ARTICLE IV MEMBERSHIP MEETINGS

Section I. Annual Meeting

The annual meeting of the members shall be held during the month of August.

All members are eligible to take part in the annual meeting at the time and place selected by the Board of Directors.

Written notice (whether in printed or electronic form) stating the time and place of the annual meeting or any special meeting shall be sent to all members at least fourteen (14) days prior to such meeting.

The purpose of the meeting will be to present financial reports, reports from any standing committees, inform the membership to the general affairs of the Association, to elect directors, as may be required, for the ensuing year, and to transact such other business as may properly come before the meeting.

The election of officers, as may be required, will occur at the next scheduled Board of Directors meeting.

Section 2. Voting

Each voting member shall be entitled to one vote on each matter submitted to vote of the members.

Voting by proxy shall be permitted under rules adopted by the Board of Directors.

Section 3. Special Meetings

Special meetings of the members may be called by the President, or shall be called by him upon written request of either a majority of the Board of Directors or any 15 members.

Section 4. Quorum.

A quorum of the Association shall consist of not less than fifty percent (50%) of the voting members or ten (10) voting members, whichever is smaller.

ARTICLE V AMENDMENTS

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a majority vote of the directors present at any meeting if at least fourteen (14) days written notice (whether in printed or electronic form) is given stating in detail such intention to alter, amend or repeal or to adopt new bylaws at such meeting. However, in no event may any amendments be made which would affect the corporation's qualification as a tax-exempt organization pursuant to Section 501(c)(3) of the IRS Code or corresponding section of any future federal tax code.

ARTICLE VI NON-DISCRIMINATION

The corporation shall not discriminate against any person in any manner on the basis of sex, sexual orientation, race, age, religion, handicap or ethnic origin.

ARTICLE VII LIMITATION OF LIABILITY

Pursuant to N.H. RSA 508:16, II, the directors and officers shall not be liable for bodily injury, personal injury and property damage if the claim for such damages arises from an act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the purposes of the Association.

ARTICLE VIII INDEMNIFICATION

The corporation shall indemnify and hold its directors and officers harmless from and against all suits, claims, injuries, or damages asserted against them, so long as the director or officer to be indemnified has not acted in bad faith or engaged in intentional misconduct, knowing violation of the law, or derived an improper personal benefit.

ARTICLE IX CONFLICTS OF INTEREST

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Association shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a Board member or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself.

Every new member of the Board shall be advised of this policy upon entering the duties of his or her office and shall sign a statement acknowledging understanding of and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area, and the New Hampshire requirements are incorporated into and made a part of this policy statement.