



By-Laws

May 12, 2004

Amended April 8, 2006
Amended March 24, 2009

The Evergreen Curling Club

By-Laws

TABLE OF CONTENTS

Article	Topic	Page(s)
I.	Name and Office	3
II.	Purpose and Status <ul style="list-style-type: none">• Non-Partisan• Non-Profit	3
III.	Facility and Fundraising	4
IV.	Membership and Sponsorship <ul style="list-style-type: none">• Applications• Ineligibility• Eligible Voting	4
V.	Officers and Board of Directors	6
VI.	Board of Directors <ul style="list-style-type: none">• Quorum• Voting	9
VII.	Elections <ul style="list-style-type: none">• Eligibility• Nominations• Elections Process• Term Limits	10
VIII.	Meetings and Quorum	11
IX.	Programs	12
X.	Committees	12
Appendix A	Conflict of Interest Policy	13
Appendix B	Conflict of Interest Policy - Annual Statement	16
Appendix C	Board Positions - Election Year/Term Limits	17

The Evergreen Curling Club

By-Laws

ARTICLE I – NAME AND OFFICE

- Section 1.0** The name of this organization shall be the **Evergreen Curling Club**, hereinafter referred to as **ECC**.
- Section 1.1** The principal office of this chapter may change from one location to another in the Portland/Vancouver area in the States of Oregon/Washington. The current address of the principal office is **P.O. Box 12612, Portland, OR 97212**. Any change in the address shall be made by amendment to this section by the **ECC** Secretary (refer to Article V).

ARTICLE II – PURPOSE AND STATUS

- Section 2.0** The purpose of **ECC** is to:
- A.** Promote and foster amateur competition in the sport of curling on a local, regional, national, and international level; and
 - B.** Attract, support, and train athletes interested in amateur curling competition on a local, regional, national, and international basis; and to
 - C.** Provide programs designed to educate interested persons about the sport of curling, especially local youth.
- ECC** does not discriminate against membership on the basis of race, color, religion, national origin, sex, martial status, or age under the Federal Equal Opportunity Act.
- Section 2.1** **ECC** shall be a non-partisan organization.
- A.** No elected official of **ECC** shall hold elective public office. Such election shall be cause for that person to resign as a director of **ECC**;
 - B.** No part of the activities of **ECC** shall consist of the publication or dissemination of material with the purpose of attempting to influence legislation;
 - C.** **ECC** shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote in a local, state, or federal election.

Section 2.2 **ECC** shall be a non-profit organization, registered in the State of Oregon and/or in the State of Washington and also with the IRS as a 501(c)(3) non-profit organization.

- A.** No part of the net earnings, properties, or assets of this organization, on dissolution or otherwise, shall inure to the benefit of any member or officer of this organization;
- B.** On liquidation or dissolution of **ECC**, all properties, assets, and obligations shall be distributed and paid over to an organization or organizations dedicated to charitable purposes, provided that the organization(s) continue(s) to be dedicated to the tax-exempt purposes as specified in section 501 (c) (3) of the Internal Revenue Code. Such an organization(s) is to be determined by two-thirds majority vote of the full members (see Article IV, Section 4.3) of **ECC**, upon dissolution.

ARTICLE III – FACILITY AND FUNDRAISING

Section 3.0 FACILITY AND FUNDRAISING – **ECC** shall pursue purchase of a facility and fundraising activities as described:

- A.** **ECC** is tasked with obtaining a dedicated facility that can be used to expand the curling opportunities for club members. This facility can be purchased, built, or obtained; via donation in a manner agreed upon by the Board of Directors;
- B.** **ECC** is permitted to operate a fundraising program that will generate the necessary resources for obtaining the facility mentioned in Item A. All monies and assets for this fund shall be kept in accounts separate from the operational funds of **ECC**.

ARTICLE IV – MEMBERSHIP AND SPONSORS

Section 4.0 **ECC** shall allow the following two categories of membership and a corporate sponsorship category (for the purposes of these By-Laws, “annual membership dues” refer strictly to fees for membership in the club, not including any league fees).

- A.** FULL MEMBER - Eligible person(s) shall be at least 21 years old by October 1. Full members are required to pay annual membership dues to be set by the Board of Directors and are given full voting rights. Annual dues shall be payable on or before October 1 of each year;
 - 1.** Active membership dues are those dues that were in effect for at least the previous curling season (October 1 to March 31). Eligible persons who join **ECC** on or before December 31 shall pay one hundred (100) percent of full membership dues, while Eligible persons who join on or after January 1 will pay dues equal to sixty (60) percent of full membership dues;

- a. Changes to Full membership dues must be made by two-thirds majority vote of the Board of Directors at least sixty (60) days prior to the beginning of the curling season in which the new membership dues are to become effective;
 - b. Any changes in Full membership dues must be noted and delivered to the membership by the **ECC** Secretary.
- B. JUNIOR MEMBER- Eligible person(s) shall be under the age of 21 on October 1. Junior members are required to pay annual membership dues to be set by the Board of Directors and do not have voting rights. Annual dues shall be payable on or before October 1 of each year;
 - 1. Junior membership dues are those dues that were in effect for at least the previous curling season (October 1 to March 31). Eligible persons who join **ECC** as Junior members on or before December 31 shall pay one hundred percent of the Junior membership dues, while Eligible persons who join on or after January 1 will pay dues equal to sixty (60) percent of Junior membership dues;
 - a. Changes to Junior membership dues must be made by two-thirds majority vote of the Board of Directors at least sixty (60) days prior to the beginning of the curling season in which the new membership dues are to become effective;
 - b. Any changes in Junior membership dues must be noted and delivered to the membership by the **ECC** Secretary.

Section 4.1 MEMBERSHIP APPLICATIONS - All members must complete a membership application and pay membership dues as described above. The Treasurer will record the member's dues paying status into the **ECC** financial records.

Section 4.2 MEMBER INELIGIBILITY - Any member(s) who does not pay dues within sixty (60) days after the annual renewal date of the dues shall no longer be considered a member. The Treasurer must send renewal notices within thirty (30) days before the expiration date of membership year.

Section 4.3 FULL MEMBERS are only those from the Full Membership category who have paid their dues current (according to financial records kept by the **ECC** Treasurer).

Section 4.4 CORPORATE SPONSORSHIP - Institutions that are eligible as Corporate Sponsors are entities that support **ECC** with monetary and/or in-kind contributions within a calendar year and/or over a period of time. They will be recognized for their contributions to **ECC** through various forms of media.

- A. Corporate sponsorship shall be granted on an individual basis, as determined by majority vote of the **ECC** Board of Directors. The status of Corporate members must be reviewed and approved annually by majority vote of the Board of Directors;

- B.** A Corporate sponsor shall have none of the obligations of **ECC** membership and does not have voting rights.

ARTICLE V – OFFICERS AND BOARD OF DIRECTORS

Section 5.0 The Officers of **ECC** shall be the following:

- 1.** PRESIDENT - Duties include:
 - a.** Enforce the **ECC** By-Laws;
 - b.** Develop an annual strategic plan, present the plan to the board and members, and implement the plan;
 - c.** Preside over all membership meetings, special meetings, and Board of Directors sessions;
 - d.** Serve as primary spokesperson to media and to community or professional groups;
 - e.** Perform other duties as required by the office.
- 2.** VICE PRESIDENT - Duties include:
 - a.** Assume the duties of the President in his or her absence or when called upon by the President;
 - b.** Assist the President in establishing a strategic plan;
 - c.** Chair the committees which organize the club bonspiel(s);
 - d.** Perform other duties as requested by the Board of Directors.
- 3.** SECRETARY - Duties include:
 - a.** Keep and maintain full and accurate minutes of:
 - Board meetings
 - Regular **ECC** membership meetings
 - Special **ECC** membership meetings
 - The Annual General Meeting
 - and distribute minutes to the Board and/or members as appropriate;
 - b.** Keep and maintain full and accurate interest contact list;
 - c.** Update amendments to the By-Laws within thirty days of any approved change or modification to the By-Laws; give updated copies to the Board of Directors; and make available updated copies to every **ECC** member who requests one;

- d. Prepare internal memos, meeting announcements, and external correspondence on behalf of the President and Board of Directors;
- e. Maintain an updated copy of the **ECC** By-Laws at each **ECC** meeting, committee meeting, and Board of Directors session he or she attends;
- f. Perform other duties as requested by the Board of Directors.

4. TREASURER - Duties include:

- a. Prepare an annual operating budget;
- b. Maintain accurate financial records of all business transactions in a format acceptable to the State of Oregon, the State of Washington and the IRS for a 501(c)(3) non-profit corporation, including:
 - 1. Receipt of membership dues, membership applications, other revenues, and expense invoices;
 - 2. All activity in the **ECC** checking account, **ECC** Reserve and Building Fund accounts (i.e. bank deposits, payment of bills), including the following duties:
 - a. There must be a combination of the following two signatures on all checks made to pay non-budgeted bills or expenses over \$500: (1) the Treasurer and (2) either the President or another designated officer of the Board of Directors;
 - b. No expense shall be paid without a corresponding invoice;
 - c. Present accounting of assets, liabilities, and income statement to regular Board of Directors' meetings at the discretion of the President and at membership meetings annually.
- c. Present an annual fiscal year end (FYE) financial statement within sixty (60) days of the close of each fiscal year to the **ECC** membership for approval based on the following conditions:
 - 1. The fiscal year end shall be June 30 of every year;
 - 2. The Board of Directors must review and approve the financial report prior to submission to the membership;
- d. Prepare membership dues renewal notices within thirty (30) days before the expiration date of membership dues; collect and record renewal dues;
- e. Perform other duties as requested by the Board of Directors.

5. PAST PRESIDENT - Duties include:
 - a. Provide continuity to the club management by assisting the President and other positions as needed;
 - b. Provide assistance developing an annual strategic plan;
 - c. Perform other duties as required by the office.

Section 5.1 The Board of **ECC** shall consist of the five Officers described in section 5.0 of the By-Laws and the following Directors:

1. PROMOTIONS DIRECTOR - Duties include:
 - a. Establish and maintain relations with local media (TV, radio, print, etc.) and media organizations by preparing and keeping current a list of media contacts (names, addresses, phone numbers, fax numbers, etc.);
 - b. Establish and maintain a database of related organizations (i.e. U.S. Curling Association, Canadian Curling Association, and other curling clubs in the region including contact phone, fax, email, and URL information);
 - c. Keep local media and related organizations informed of all noteworthy **ECC** activities and events by preparing and providing press releases with the knowledge and approval of the President;
 - d. Think creatively to promote ECC by utilizing new and effective promotional methods that will change with ECC's changing circumstances.
2. COMMUNITY RELATIONS DIRECTOR - Duties include:
 - a. Develop and maintain relationships with local businesses, business and community leaders, Chambers of Commerce, city and state governments as applicable, for the purpose of providing and/or building curling facilities in the Portland/Vancouver area and other local areas;
 - b. Develop and maintain relationships with local sponsors and provide mutual benefits;
 - c. Develop and maintain relationships with universities, colleges, schools, hospitals, and local non-profit organizations such as Rotary, Optimists, Lions, Veterans, Boys and Girls Clubs of America, Boy Scouts, Girl Scouts, etc., to provide an opportunity and service to youth and other groups who wish to curl;

- d. Maintain relations with local Park & Recreation organizations to offer curling to all members of a community;
 - e. Maintain regional, national and international curling relationships with clubs and organizations such as MOPAC, WSCA, USCA, USWCA, Curl BC, CCA, RCCA and other curling associations, including Optimists International.
3. MEMBERSHIP DIRECTOR - Duties include:
- a. Maintain a roster of all members;
 - b. Maintain the liability waiver forms;
 - c. Welcome all new members to the club (via email or other suitable means) and introduce them to the club web site and other forms of intra-club communication;
 - d. Receive all incoming e-mail from those who are interested in league curling or drop-in curling and respond to each e-mail with the requested information in a timely manner;
 - e. Send a follow-up e-mail to all people who have attended an ECC drop-in event or open house (and have left an e-mail address), thanking them for attending, noting relevant upcoming ECC activities, and encouraging them to consider becoming a member of ECC;
 - f. Attend to the requests and suggestions of ECC members as much as possible, based on written or verbal feedback.
4. DIRECTOR AT LARGE – This is an elected position with duties as defined by the President and/or the Board of Directors. There will be a maximum of three director-at-large positions.
5. WEBMASTER (Webskip) - This is a position appointed by the incoming elected members of the Board of Directors annually. The Board and the Webskip will define the duties of the Web skip based on the needs of the club to adequately serve its members and its communication goals.

ARTICLE VI – BOARD OF DIRECTORS

Section 6.0 BOARD OF DIRECTORS - Shall consist of the following voting members: President, Vice President, Secretary, Treasurer, Promotions Director, Community Relations Director, Membership Director, Directors at Large and Webmaster. The Board of Directors shall meet monthly or prior to each **ECC** membership meeting to:

- A. Establish membership meeting agendas;

B. Review and concur on all revenues received and expenses to be paid by the Treasurer as further set out below:

1. The Board of Directors shall approve all expenditures for **non-budgeted expenses**;

C. Review and approve the annual fiscal year end financial report prepared by the Treasurer;

D. Discuss any other issues at the request of the President, Board of Directors member, or any **ECC** member. Any **ECC** member can attend any Board of Directors session.

Section 6.1 BOARD OF DIRECTORS QUORUM - A simple majority (more than 50%) of the voting members of the Board of Directors, shall constitute a QUORUM. A Quorum is required in order for the Board of Directors to meet and perform the duties as stated in Article VI, Section 6.0.

Section 6.2 VOTING AT BOARD OF DIRECTORS MEETINGS – A simple majority (more than 50%) is required to carry any motions made during Board of Directors meetings. The President's vote will break any ties.

Section 6.3 CONFLICT OF INTEREST POLICY - All Board members shall abide by the policy requirements outlined in Appendix A. Signed Annual Statement forms (Appendix B) will be retained by the Secretary.

ARTICLE VII – ELECTIONS

Section 7.0 ELIGIBILITY - Every member who holds full membership status shall be eligible to make, nominate, and vote on motions, referendums, and elections at **ECC** membership or special meetings. Every member who holds full membership status shall be eligible to run for, hold, or be appointed to an Officer position or other BOARD OF DIRECTOR position.

Section 7.1 ELECTION PROCESS - Nominated candidates are to be elected at an Annual General Meeting no later than May 15 of the calendar year in which officers and directors are to assume their positions.

A. The Board of Directors shall determine the specific nominating procedures, guidelines, date, time, and location of each election;

B. All elections shall be by written, secret ballot counted by two club officers;

C. Every full member, except the President, can vote for elected offices. The President votes only in order to break a tie;

D. Elected officers and directors must receive a simple majority vote (more than 50%) of the votes cast.

- Section 7.2** TERM LIMITS – The term of the following ECC Board members is hereby set at two fiscal years: President, Vice-President, Secretary, Treasurer, Promotions Director, Community Relations Director and Membership Director. Past President and the Directors at Large shall hold their positions for the fiscal year (July 1 to June 30) for which they are elected. The Past President position shall be vacant in the second year of the current President’s term.
- A.** The Board members listed above as holding their positions for two years shall be rotated as follows: no more than 4 of the seven positions shall be rotated in any one year, as determined by the Board of Directors;
 - B.** No ECC Board member shall be elected to hold the same Board position for more than two full consecutive terms. A member may hold the same Board position again if there has been at least a one year separation between terms.

ARTICLE VIII – MEETINGS AND QUORUM

- Section 8.0** Regular **ECC** membership meetings may be held at any place within the Portland/Vancouver area.
- A.** The Board of Directors shall meet regularly so members can plan ahead to attend meetings;
 - B.** The President, acting as chairperson, presides over all regular and special **ECC** membership meetings. In his or her absence, the Vice President acts as chairperson. In the absence of the President and the Vice President, the Secretary acts as chairperson.
- Section 8.1** The Annual General Meeting and any other Special **ECC** meetings shall be held at any place within Portland/Vancouver area. Special meeting notice must be given to the **ECC** membership at least two weeks prior to the Annual General Meeting or Special meeting.
- Section 8.2** A simple majority (more than 50%) of the **ECC** full members present at each **ECC** membership, Annual General Meeting, or special meeting is required for motions to be carried by the active full members in conducting business on behalf of the organization.
- Section 8.3** Any motion that changes, modifies, or amends the By-Laws must be approved by a two-thirds majority of the full members in good standing present at the next regularly scheduled meeting and documented by the Secretary within thirty days of said action.
- Section 8.4** A copy of the By-Laws (including the most recent amendments, changes, or modifications approved by the membership) should be present at each **ECC** membership and special meeting and at all Board of Directors and committee sessions.

ARTICLE IX – PROGRAMS

- Section 9.0** All programs and activities, including regularly scheduled play-downs and/or league nights conducted by **ECC**, shall be open to the public, although a small fee may be required for ice rental. Space available for public use is allocated on a first come-first served basis.
- Section 9.1** The club may provide equipment such as brooms, rocks, sliders, and assist devices to any person who is without such equipment and requests same.
- Section 9.2** At least once per year, **ECC** shall hold an "Open House" for the general public to attend in an effort to attract new athletes to the sport and to further the sport's stature as it is related to public awareness and opinion.

ARTICLE X – COMMITTEES

- Section 10.0** Committees will be formed according to need at the discretion of the Board. Committees will be responsible to the Board for activities as agreed upon by the Board and the members of said committees. Any expenses of these committees must be approved by the Board in advance of the expenditure.

APPENDIX A

CONFLICT OF INTEREST POLICY

Article I

Purpose

The purpose of the conflict of interest policy is to protect this organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose;

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed;
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation;
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation;
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

APPENDIX B

CONFLICT OF INTEREST POLICY

ANNUAL STATEMENT OF BOARD AND/OR COMMITTEE MEMBER

Fiscal Year: July 1, _____ to June 30, _____.

I, _____, _____,
(printed name) (position/office, committee position)
affirm that I have received, read and understand the Evergreen Curling Club Conflict of Interest Policy. I, further, agree to comply with this policy and understand that the Evergreen Curling Club is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

signature

dated

place of signing (City, State)

This form will be retained by the Secretary as part of the Evergreen Curling Club records for the subject fiscal year.

APPENDIX C

BOARD POSITIONS - ELECTION YEAR/TERM LIMITS

President: two year term, term ends: even numbered years

Vice-President: two year term, term ends: odd numbered years

Secretary: two year term, term ends: odd numbered years

Treasurer: two year term, term ends: even numbered years

Past President: one year term, term ends: odd numbered year

Promotions Director: two year term, term ends: odd numbered years

Community Relations Director: two year term, term ends: even numbered years

Membership Director: two year term, term ends: even numbered years

Director-at-Large (three possible positions): one year term

Webmaster (Webskip): appointed annually / no term limit