



UNITED STATES CURLING ASSOCIATION
Members' Assembly Meeting
November 14, 2020
Teleconference

Approved October 1, 2021

1. **Call to Order** - Chair Courtney Schmidt calls the meeting to order at 11:03 a.m. C.S.T., November 14, 2020.
2. **Appointment of Parliamentarian** – The Chair appoints Gordon Maclean as Parliamentarian.
3. **Roll call**

Delegates (Representing, Votes, * indicates multiple delegates with split vote)

Present – Bill Gryder (Alaska CA, 455), Tom Ussatis (Dakota Territory CA, 736) Benj Guzman (Grand National CC, 4,465), Steve McKee (GNCC, Charlotte CC, 0), Dan Hazlitt (GNCC Finger Lakes CC, 77), Chris DiPerro* (GNCC, Triangle CC, 156), Trevor Gau* (GNCC, Triangle CC, 156), Jim Windsor (GNCC, Orlando CC, 39), Ben Levy (Great Lakes CA, 2,212), Jeff Wright (Midwest CA, 758), Jonathan Lee* (Mid-America CA, 375), Nick Myers* (Mid-America CA, 377), Scott Stevinson* (Mid-America CA, 375), Marc Beyer (Minnesota CA, 3,810), Sonia Montero* (Mountain-Pacific CA, 533.5) Rob Shelton* (Mountain-Pacific CA, 533.5), Katie Feldman (Mountain-Pacific CA, Wine Country CC, 110), Antoinette Serna (Mountain-Pacific CA, Silicon Valley CC, 109), Jim Pleasants (Washington CA, 659), Dan Lilla (Wisconsin CA, 3,949), Evan Lu (At-Large, Mid-South CC, 0), Alex Agre* (AAC, 994.625) Craig Brown* (AAC, 994.625), Dean Gemmell* (AAC, 994.635), Stephanie Senneker* (AAC, 994.625), Bill Stopera* (AAC, 994.625).

Absent – Eric Boyden (At-Large, Aspen CC, 0), Dean Boril (At-Large, Casper CC, 8).

Certification of Votes – Our CFO and Assistant Treasurer Ron Rossi has certified the vote allocations presented. That certification was sent to all delegates 10-days before the meeting as required in our bylaws.

Quorum – 24,858.25 votes being present and 12,433.125 being required, we have a quorum.

4. **Additions/changes to the Agenda** - None
5. **Discussion and approval of Minutes** – Minutes from the October 11, 2019 meeting are presented for approval. Motion to accept the minutes as presented by Stevinson, seconded by Shelton. Motion approved on a unanimous voice vote.
6. **Reports to the Assembly:**
 - a. Chair's Report, Courtney Schmidt – Reviews the past year's events and thanks the entire organization for showing the flexibility and resilience required to make it through the past year. She highlights the CEO selection process and the activities attended immediately after that selection and before the pandemic shutdown and acknowledges the loss of opportunity that those shutdowns created, while at the same time identifying and maintaining programming and activities that could safely continue. Recognizes and thanks those board members who transitioned off the board this year. Also notes the new Recognition Committee whose task it will be to identify, celebrate, and congratulate those in our organization who dedicate their time

- and ability to the betterment of this organization. Introduces new and temporary changes to the bylaws, forced into consideration by the pandemic that will be acted on in December. These changes will help mitigate certain dues related actions that the bylaws require.
- b. CEO Report, Jeff Plush – Thanks to those who have worked to get us through this trying time. Reviews the events that led up to the development of the Zoomstaging meetings with over 150 individual clubs. Notes the collaborative creation of our reopening guidelines and working with clubs to open as safely as possible. The CEO comments on the reality being seen on our Events Calendar for the upcoming year and the challenges involved with having safe events. There have been a lot of positive things that have come out of the last nine months. Expresses extreme confidence that the organization's future is a positive one and has every belief that we will have an in-person meeting next year. The excitement for our future has never wavered.
 - c. CFO Report, Ron Rossi – Presents the Budget vs. Actual report from October 31 and notes the significant surplus for the Paralympic and Olympic budgets. These are very much covid influenced and timing related. There is the possibility that some of these surplus' would have to be returned at the end of June. The Value in Kind balance is related to the liquidation of Nike branded materials from our warehouse. Noted and explains the overall USCA budget process and income timing. Quarterly budgeting will continue.
 - d. Growth and Development, Steve O'Keefe – Looks forward to having our next meeting in person. We are still growing, and this year we will vote in eight new member clubs. Appreciates the efforts with coworkers Shane Stein and Jenny Biazasz in managing our Safesport program and the development of Covid related return to play guidelines. Discusses the movement of our organizational database to the Sport80 platform. Identifies key services and benefits available to members, such as our insurance program and the cost reduction that will be taking place in that program. There will be five online informational events associated with this Members' Assembly: Insurance Program, ISS Icegrid System, Diversity and Inclusion, Return to Curling, and a Strategy and Fundamentals session.
 - e. Directors of National Teams –
 - i. Phill Drobnick – Thanks the CEO, the USOPC, and the AAC for all their support during the past eight months. There has been a lot of planning and replanning as this past year has progressed. Reviews men's and mixed team updates and notes that we are highly placed in global rankings. Highlights the new U25 program, which is designed to fill the demographic gap in our athlete development.
 - ii. Jessica Schultz – Excited to be part of this program on the coaching side, grateful for the support. Details the status and strength of our women's and junior's teams. The cancellation of the World Junior's event has had an impact. Welcomes new team coaches to the program. Our new junior development program started in the fall. Fifty athletes attended in a virtual environment. We are continuing the program with monthly webinars and bi-weekly roundtables sessions. The goal is an in-person camp scheduled for May.
 - iii. Phill/Jessica – We are excited to be practicing on-ice in Chaska. That club has been great in terms of safety and accommodating our requirements. Reviews our partnership with Twin Cities Orthopedics and the benefits that we derive from that association.
 - iv. Rusty Schieber – Grateful for the increased integration level that the Para program has had with the rest of the high-performance program over the last year. The new Mixed Doubles Wheelchair event has been started but is on hiatus right now. Team composition is pretty much the same as last year, reviews those teams. We have a solid developmental squad. Reviews several of the aspects of developmental athletes, including bringing non-curling para-athletes into the sport. Discusses the impact of relegation to the B-group last year. We

- are dealing with that setback and notes the motivation to regain the program's status as soon as possible. We are waiting to see what will be happening with upcoming championships, both national and world. Thanks to the Chaska facility and John Benton at Blaine for their support.
7. **Consideration of full USCA membership** - the following clubs with provisional membership status (and their state/regional association): Motion to admit the listed clubs as full members by Lee, seconded by Shelton. Discussion: a question raised regarding the SCCC membership status with USCA. They will have a membership of one, and the Hollywood CC will be playing at that facility. Motion carries on unanimous consent.
- a. Campbell County CC (At-Large) (Wyoming)
 - b. Grand Rapids CC (GLCA)
 - c. Loggerhead CC (GNCC)
 - d. Palmer CC (Alaska)
 - e. CC at Penn State (GNCC)
 - f. Southern California Curling Center (At-Large)
 - g. Rail City CC (GNCC)
 - h. Curl Vegas (At-Large)
8. **Action by Membership/Bylaw Changes**
- a. Election of Board Members
 - i. Russ Lemke introduces the Nominating/Governance Committee. Reviews the board composition and the process of finding and vetting board nominees.
 - ii. Nominee to the Minnesota Curling Association – Jeff Annis
 - Motion to approve Beyer, seconded by Myers. No other qualified candidate being presented; Annis is approved as Minnesota's Director.
 - iii. Nominee to the combined Great Lakes/Midwest Curling Associations – Courtney Schmidt.
 - Motion to approve by Stevinson, seconded by Lee. No other qualified candidate being presented; Schmidt is approved as the GLCA/Midwest Director.
 - b. Bylaws – Section 5
 - i. Section 5 –
 - The Chair reviews the details and rationale for the proposed change to add an "individual" dues-paying membership category. This membership level would not hold voting status. That status would still be held by the state/region or member club. It provides a pathway for direct communication between the organization and the individual and is similar in its approach to almost all other USOPC sanctioned sports.
 - Motion to approve the addition of Sections 5.1.a.v. (see Attachment A) by Shelton, McKee seconds. Windsor requests a roll call vote.
 - Questions regarding mandatory insurance and unanswered questions and concerns related to this move along with policing concerns being placed on clubs related to membership. It was noted that these are administrative functions that relate to the Sport80 organizational database platform and that this amendment has a larger opportunity for us beyond that administrative function. Question regarding whether this will be rolled back if determined to be an administrative burden to the clubs. Response, there is every confidence that this will be a value-added to clubs. Question as to whether this will prohibit clubs from managing membership at their level. No, we will work with clubs individually to onboard them in a way that is net positive. Each club will be different based on their current infrastructure. Clubs are the foundation of the organization. We need pathways that will help clubs grow; this has the potential to open

a membership pipeline for non-curling supporters beyond the traditional club structure. Question whether we can beta-test without this amendment. Response, we can beta test the Sport80 platform without this amendment, but that is not the focus of this amendment. This is a way to bring more people into the organization, and that we should be moving from an obligatory membership to a benefactory membership, this is a model that will move us in that direction.

- ii. Roll call vote: (2/3rd majority equals 16,577.50 votes) Motion passes.

2020 Members' Assembly Delegates and Voting Allocation, per USCA By-Laws Section 10				By-laws Amendment Section 5			
State/Region Member	Individual Club Member	2020 Delegate	Votes	Vote 1 (y,n,a,s)	Vote 1 (Yes)	Vote 1 (No)	Sum Check
Alaska		Bill Gryder	455	y	455	0	455
Dakota Territory		Todd Ussatis	736	y	736	0	736
Grand National		Benj Guzman	4465	n	0	4465	4465
	Charlotte	Steve McKee	0	y	0	0	0
	Finger Lakes	Dan Hazlitt	77	n	0	77	77
	Triangle	Chris DiPerro	156	y	156	0	156
	Triangle	Trevor Gau	156	y	156	0	156
Great Lakes	Orlando	Jim Windsor	39	n	0	39	39
		Ben Levy	2212	y	2212	0	2212
Midwest		Jeff Wright	758	y	758	0	758
Mid-America		Jonathan Lee	375	y	375	0	375
		Nick Myers	377	y	377	0	377
		Scott Stevinson	375	y	375	0	375
Minnesota		Marc Beyer	3810	y	3810	0	3810
Mountain Pacific		Sonia Montero	533.5	y	533.5	0	533.5
		Rob Shelton	533.5	y	533.5	0	533.5
	Wine Country	Katie Feldman	110	y	110	0	110
	Silicon Valley	Antoinette Serna	109	y	109	0	109
Washington		Jim Pleasants	659	y	659	0	659
Wisconsin		Dan Lilla	3949	y	3949	0	3949
At-Large Clubs	Aspen, CO	Eric Boyden	0				
	Casper, CO	Dean Boril	8				
	Mid-South, MS	Evan Lu	0	n	0	0	0
Athletes Advisory Council		Alex Agre	994.65	y	994.65	0	994.65
		Craig Brown	994.65	y	994.65	0	994.65
		Dean Gemmell	994.65	y	994.65	0	994.65
		Stephanie Senneker	994.65	y	994.65	0	994.65
		Bill Stopera	994.65	y	994.65	0	994.65
			TOTAL w/o Athletes		20277.25	4581.00	24858.25
			Athletes Allocation				
			Total with Athletes				
				Abstain=	0		
				Sum Check	24858.25		

c. Bylaws – Section 9

- i. The Chair reviews the details and rationale for the proposed change, to remove what is essentially an operational aspect to our bylaws. Motion to approve the elimination of Section 9 by Lee, seconded by Gryder. No discussion on this item. Motion carries by unanimous consent.

d. Bylaws – Section 10

- i. The Chair reviews the details and rationale for the proposed changes in moving from an annual Members Assembly to a quarterly Council of Presidents. This includes the fact that the annual Members' Assembly has not been well attended. That over the past six years, only nine clubs in total have self-represented at the business segment of the Assembly. The action formalizes the existing president's call that the Chair initiated approximately two years ago. The Council would be made of the president of each member state/region, presidents of At-Large member club, AAC delegation, and the USWCA (with a voice but no vote)

- ii. Motion to approve the changes to Sections 5, 7, 9, 10, 14, 19, and 22 as detailed in Attachment A by Montero, seconded by Lilla. DiPerro requests a roll call vote.
- iii. Discussion and debate focused on excluding individual clubs to represent themselves at meetings, that At-Large clubs will have more influence within these meetings. Questions regarding the timing of informational seminars as part of the Council of Presidents, and live streaming of the meetings would be possible and other aspects of meeting transparency. The AAC delegation expresses uncertainty as to how this affects the organization in general and indicates a lack of comfort in making a decision at this point in time.
- iv. Based on the discussion, the Chair requests a withdrawal of the motion to approve. Montero withdraws the motion; Lilla withdraws the second. The action is tabled.

9. **Old Business** - None

10. **New Business**

- a. Question related to the proposed Covid amendments. Those would apply to those clubs that do not open or operate during the timeframe indicated, through January 1, 2022. It would also stop the upcoming board seat reallocation scheduled for this spring.
- b. Question on dues payment for non-traditional season club. The new system with the individual membership being an annual membership from the time they pay will go a long way to addressing that problem.
- c. Craig Brown wishes to acknowledge Dean Gemmell for his work representing athletes on the USCA board and with the USOPC as their AAC representative and representing the sport in general. The CEO and Chair also express thanks for the support he provided throughout their working relationship. Dean thanks everyone and wishes the organization well; he notes that he came on board as an ardent critic but leaves it confident that it is moving in the right direction.
- d. In response to a question, the Chair reviews the upcoming change of the organization's AAC voice, going from 20% to 33%. This is being mandated by law and will be occurring in all USOPC National Governing Bodies.

11. **Adjournment** – No other action being presented; the Chair calls the meeting adjourned at 1:31 p.m. C.S.T.

Appendices

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Fall 2020 United States Curling Association Members Assembly
Proposed Bylaw Amendments Package

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This document contains the following:

Part 1: An introduction from the Chair of the Nominating and Governance stating the reasons for the proposed changes.

Part 2: Changes being made to By-laws Section 5 – Members

Part 3: Deletion of By-laws Section 9 – General Committees

Part 4: Complete replacement of current Section 10 – Annual Members' Assembly with new Section 10 – Council of Presidents

Part 5: Minor changes to the remainder of the By-laws to bring wording in line with the changes as described in Parts 2 through 4, plus minor changes to Section 22 – Amendments.

Part 1: An introduction from the Chair of the Nominating and Governance stating the reasons for the proposed changes.

November 2020 Bylaw Changes

Board resolutions recently passed have resulted in the need for bylaw changes. The proposed bylaw changes are summarized below.

Definition of Membership – Article 5

Bylaws passed in 2014 made clubs, states, and regions members of the USCA. Individuals were not members. This change as indicated in Article 5; Section 5.1.a.v now makes dues paying individuals members. As before, individuals do not have voting privileges. Voting is covered in Article 10 below.

Almost all sports sanctioned by the US Olympic and Paralympic Committee are structured this way, with individuals being members of their sport. Such changes should serve to strengthen the relationship between individual members and USA Curling. Administration will manage the process of individual member registration.

Elimination of General Committees - Article 9

This change places these committees under the direction of the President and administrative staff rather than the Members Assembly. Tasks performed by these committees for all practical purposes are performed in coordination with USCA management, so this is reflecting the reality of how these committees get their work done.

Replacement of Members Assembly with Council of Presidents – Article 10

New bylaws passed in 2014 included formation of an Annual Members Assembly, wherein curlers, club, regional and state leaders would approve bylaw changes, receive a Board update on the current state of affairs and provide a forum for exchange of ideas. Unfortunately, this was unsuccessful. In six years of meetings, a total of only nine clubs representing less than 1% of total votes attended the business segment of Assembly. Logistics and costs associated with this forum have led the board to find a better format. So, the Chair and President have been meeting with state and regional presidents for the same purpose. This structure is called the Council of Presidents.

The board has therefore resolved that the Members Assembly be replaced with the Council of Presidents. Duties and authority, including voting privileges, formerly under the Members Assembly have been transferred to the Council.

Under the new system, the Chair and Presidents meet with the Council following each Board meeting. This system assures much faster resolutions and policy changes, since the group meets quarterly rather than annually as did the Members Assembly.

This change can be seen throughout the bylaws, wherein Members Assembly is replaced with Council of Presidents, or Council.

Respectfully,
Nominating and Governance Committee

October, 2020

Part 2: Changes being made to By-laws Section 5 – Members

Section 5.1. - Categories of Membership

- a) The USCA will have membership as follows:
 - i) All State and Regional Curling Associations which are Members of the USCA as of the effective date of these bylaws;
 - ii) All At-Large Clubs which are Members of the USCA as of the effective date of these bylaws and are current in payment of USCA 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 State or Regional Curling Association as of the effective date of these bylaws and which curling clubs are current in payment of USCA dues as of the effective date of these bylaws; and
 - iv) Any other State or Regional Curling Association, curling club, or other entity offering curling programs which applies for membership pursuant to Section 5.2 and is granted membership pursuant to Section 5.3.
 - v) **Individual nonvoting members. Sections 5.2 through 5.8 of these bylaws do not apply to individual members unless determined by the board.**
- b) The USCA may have additional individual or affiliated organizations as adjunct members as the board may deem appropriate or as required by law.
- c) 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 Council of Presidents** meeting.

Part 3: Deletion of By-laws Section 9 – General Committees

GENERAL COMMITTEES

Section 9.1. – Members' Assembly Committees

- a) ~~There will be operational committees as are necessary and reasonable to complete the operational work needed to meet the ongoing scope and depth of services and programs provided to the Members and Individual Curlers. The CEO, in consultation with the Members' Assembly, will determine the need for specific operational committees.~~
- b) ~~The operational committees will be organized into three groups. These groups are Organizational Development, Member Development and Grassroots Competition (hereinafter groups). The Organizational Development group may include areas such as Athlete/Curler Recognition, leadership development, revenue development and media/public relations. The Member Development group may include areas such as training and instruction, safe sport, facilities development, membership development and youth curling. The Grassroots Competition group may include areas such as non-high performance championship sanctioning, format and operations, awards, and request for ruling applicable to non-high performance championships.~~
- c) ~~The number and tasks of specific operational committees in each of the three groups will be determined by the CEO in consultation with the Managing Chairs of each of the groups.~~
- d) ~~The Managing Chair of each of the groups together with the CEO, the Growth and Development Manager and such other individuals as the CEO, in his/her discretion determines, will constitute the Operating Group. The Operating Group will meet from time to time, at the CEO's discretion. The Operating Group will advise and report to the CEO and the Growth and Development Manager on the operational affairs of the USCA.~~
- e) ~~The CEO may appoint such additional operational advisory task forces as the CEO deems appropriate and will define narrowly the mission and deliverables of such task forces. The decision to appoint or not appoint and to terminate such a task force will be exclusively the CEO's.~~

Section 9.2. – Membership in Member's Operational Committees

~~A Managing Chair for each of the groups will be appointed by the CEO. Each of the Chairs will serve at the pleasure of the CEO. The sub-Chairs of the operational committees within each of said three groups will be determined by the CEO, in consultation with the applicable Managing Chair of the group.~~

~~Participation in all of the Members' Assembly Committees is open to any person whom the CEO and Managing Chair believe will provide value and assistance in the tasks of the Committee. The total number of persons in each Members' Assembly committee will be at the discretion of the CEO, in consultation with the applicable Managing Chair of the group. Athlete participation on the Members' Operational Committees is required under the broader definition of "athlete" in USOPC By-Law Section 8.8.3 (See USOPC By-law following Article 23) as amended from time to time. The CEO and the AAC Chair shall review committee membership to assure adequate athlete representation in each applicable committee.~~

~~All Members' Assembly committees meetings will be open to Members and, where appropriate at the discretion of the Chair, non-members. However, if the Managing Chair of the group, in consultation with the Chair of the specific committee, deems it appropriate to exclude Members and/or non-members from an open meeting for any reason, the Managing Chair may: declare that the meeting is closed; or convene into a closed session to consider and discuss matters relating to personnel, nominations, discipline, litigation or other sensitive matters. The term of members of any Members' Assembly committee will be at the discretion of the CEO, in consultation with the Managing Chair for the group of which committee is part.~~

Section 9.3. – Minutes of Meetings

~~Each Members' Assembly committee will make a written report of its meeting to the CEO, Managing Chair and the Members' Assembly.~~

Section 9.4. – Compensation

~~The Managing Chair, the chairs and committee members of the Members' Assembly committees will not receive compensation for their services as committee members or chairs. This provision does not prohibit a State or Regional Curling Association or Curling Club from reimbursing the expenses of a representative attending a meeting.~~

**Part 4: Complete replacement of current Section 10 – Annual Members’
Assembly with new Section 10 – Council of Presidents**

REMOVE

ARTICLE 10

ANNUAL MEMBERS' ASSEMBLY

Section 10.1. – Purpose

~~There shall be an annual Members' Assembly at which the Members of the USCA and other curling constituencies in the United States Curling family will gather. At this annual Members' Assembly, the Board of Directors through its Chair or designee will provide a report on the activities of the Board of Directors and on the state of the affairs of the USCA. At said meeting, the Chief Executive Officer or designee will 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 7.6A of these bylaws. In addition, the various Members' Assembly operational committee groups will make reports at said meeting as to the committees' activities.~~

Section 10.2. – Place

- ~~a) The annual Members' Assembly will 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 detailed in Section 10.3.a.~~
- ~~iii) When the Members' Assembly is held with members meeting at a physical location and circumstances beyond their control prohibit delegates officially registered under Section 10.5 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 will constitute presence in person at the meeting.~~

Section 10.3. – Notice

- ~~a) Notice and agenda of any annual meeting of the Members' Assembly will state the place, date and time of the meeting and will be posted on the website of the USCA no fewer than thirty (30) days before the date of the meeting. Concurrently with the posting of said notice and agenda, said notice~~

and agenda will be e-mailed to the last known address of the President or other designated representative of each Member. At any annual meeting of the Members' Assembly, the Members may act on any proposal included in the agenda of the meeting and in addition thereto any other proposal properly added to the agenda except for those proposals for which special notice is required by statute or these bylaws, including without limitation, amendment or repeal, in whole or in part, of the bylaws of USCA or amendment to the Articles of Incorporation of USCA.

- b) Notice and Agenda of special meetings of Members' Assembly will state the place, date and time of the meeting and will be posted on the website of USCA no fewer than ten (10) business days before the date of the special meeting. Said notice and agenda will state the purpose for which the meeting is called. At said special meeting of the Members' Assembly, the Members may not act on any proposal not included in the notice and agenda of the meeting. In addition, said notice and agenda will be electronically communicated to the last known address of the President or other designated representative of each Member concurrently with the posting of said notice and agenda.

Section 10.4. – Member's Vote

- a) State and Regional Curling Associations and At-Large Curling Clubs which are Members of the USCA in good standing will be entitled to vote at the meeting of the Members' Assembly.
- b) 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 USCA in the relevant fiscal year and for all prior fiscal years. The sanctions for delinquency on the member Clubs and Regional Curling Associations are set forth in Section 5.5 of these bylaws.
- c) A Curling Club Member of the USCA to be entitled to vote at the meeting of the Members' Assembly must be a Member of the USCA in good standing. In addition, said Curling Club Member must, at least ten (10) days prior to said meeting, give notice, in writing, to both the USCA's Secretary and to the President of the State or Regional Curling Association of which said Curling Club is also a member of said Curling Club's intention to have its own delegate(s) attend said meeting of the Members' Assembly. Said notice will be effective only for the meeting of the Members' Assembly for which it is given. Thereafter, the Curling Club will need to give new notice of its intent to vote in compliance with Section 10.4.c at any subsequent meeting.
- d) If there is a conflict between notices given to the USCA's Secretary pursuant to Section 10.4.c, the notice last timely received prior to the applicable Members' Assembly meeting will control. If it is not clear to the USCA which notice was last timely received by the USCA, it will be conclusively presumed that the notice received from the Curling Club Member will be controlling.
- e) At any meeting of the Members' Assembly, each Member who is entitled to vote shall be entitled to one vote for each dues paying Individual Curler represented by such Member for whom annual dues have been paid to the USCA as of January 31st of the relevant year. The votes per Member must be as certified by the USCA's Treasurer as of ten (10) days prior to said meeting. Except as otherwise provided by statute or by these bylaws, a majority of the votes represented at said meeting will be sufficient to adopt or reject any proposal for which a vote is taken.
- f) The initial allocation of votes for each Member will be based upon the number of dues paying Individual Curlers of each Member as of January 31st of the year in which these By-Laws are first adopted. Thereafter, said allocation will be based upon the number of dues paying Individual Curlers of each Member as of January 31st of the year in which the meeting is held. However, any dues paying Individual Curler of a Member will be counted only once. If an Individual Curler is a member of more than one Curling Club, said Individual Curler must designate one Curling Club for which he or she will be counted by the USCA, and pay the highest appropriate dues amount to the USCA through the Curling Club of which said Individual Member will be counted for purposes of Section 10.4.

g) When a Curling Club Member has given notice pursuant to Section 10.4.c of its intention to have its own delegate(s) attend the meeting of the Members' Assembly, the votes attributable to said Curling Club Member will be subtracted from the votes of the State or Regional Curling Association Member who would otherwise have the votes.

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 will be the President of the Member unless USCA is notified to the contrary pursuant to Section 10.5.c.
- b) No Member may hold proxies from other Members in addition to the Member's vote.
- c) Each State or Regional Curling Association, At-Large Clubs, and those Curling Club Members who have given notice to the USCA's Secretary pursuant to Section 10.4.c, must notify the USCA's Secretary, in writing, of the person or persons who are its delegate(s) if other than or in addition to the Member's President. Each of said person(s) will be the delegate of only one Member. To be effective, said notification must be given to the USCA by the Secretary of said State or Regional Curling Association, At-Large Club, and Curling Club Members, as applicable, no less than fifteen (15) days prior to the Members' Assembly meeting date. Said person or person(s) will continue to be recognized as the delegate of said Member until the USCA Secretary receives a timely written notice to the contrary.
- d) Each State or Regional Curling Association, At-Large Club, and Curling Club Member may designate up to three (3) persons as its delegates. These three would include the President, if the President is attending. These three would not be in addition to the President. The vote held by said Member will be divided equally between each of said delegates of said Member who are in attendance at the annual or special meeting of the Members' Assembly unless the Member specifically notifies the USCA on a timely basis, to the contrary. For said notice to be timely, it must be filed with the Secretary of the USCA at least six (6) business days prior to the meeting. For example, if the total vote held by the Members is 1,000 and said Member has designated three individuals as its delegates, then each of the individual will have 333 1/3 votes each. However, for example, the Member holding 1,000 votes may timely notify USCA to split the 1,000 amongst its three delegates, 500, 300 and 200.

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 Section 10.4.

Section 10.7.—Chair of the Meeting of Assembly

The Chair of the Board of Directors or his/her designee shall chair any and 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 Chair of the Board of Directors, 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 ten percent (10%) of the total votes as last certified pursuant to Section 10.4. At the discretion of the CEO, said Special Meeting may be held by means of conference call or similar communication equipment by which persons participating in the Special Meeting can hear each other at the same time. Such participation shall constitute presence in person at said meeting.

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

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

- a) ~~To propose and vote on Amendments to the USCA bylaws as further set forth in Article 22;~~
- b) ~~To vote on the removal of an individual Managing Chair for each of the three major committee groups as set forth in Article 9, Section 9.1. If the Assembly votes to remove a managing chair, the CEO will appoint a new managing chair as soon as practical.~~
- c) ~~To present advisory proposals to the Board of Directors and/or the CEO regarding ways to improve communication between the USCA and its Members, and ways to improve delivery of services to the Members. However, the Members' Assembly does not have authority to change policies as set by the Board of Directors or to override executive actions taken by the CEO;~~
- d) ~~To plan and propose informative seminars and presentations on subjects of interest to the Curling Clubs and Individual Curlers, to be presented at General Assembly meetings or at other times and places;~~
- e) ~~To assist volunteers in finding operational committees where they may serve, to help recruit volunteers for committees in areas where help is needed, and to collaborate with the CEO on populating the operational committees established under Article 9; and~~
- f) ~~To advise and assist the staff regarding the operational tasks and decisions where the staff can benefit from Individual Curlers' ideas, and to undertake tasks delegated by the staff.~~
- g) ~~To elect Member Elected directors to the USCA Board as defined in Sections 7.6 and 7.6A.~~

REPLACE WITH

**ARTICLE 10
COUNCIL OF PRESIDENTS**

Section 10.1 Purpose, Structure and Process

The Council of Presidents provides a system whereby the Chairperson of the Board, the CEO, USCA staff and USCA members in good standing communicate and take action through Council Members. Council Members consist of the President of each member State or Region, the President of "At Large" member clubs, a non-board delegate selected by the AAC, and a non-board, non-voting USWCA member. Meetings will be conducted by the Board Chairperson or designee and will cover Board activities, operational reports, and other important issues.

Meetings will be held electronically (i.e., 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) or in person within two weeks of each regularly scheduled board meeting. Meeting announcements, voting allocations and agenda will be communicated to Council Members at least 5 days prior to the meeting if held electronically and 15 days prior to the meeting if held in person. Council Members may add agenda items up to 3 days, if held electronically, and up to 7 days, if in person, prior to any meeting.

If the meeting is held in person, and circumstances beyond their control prohibit delegates 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 above. Such participation will constitute presence in person at the meeting.

10.2 Authority and Duties of the Council

The Council of Presidents will have the following duties and authority:

- a) Propose and vote on Amendments to the USCA Bylaw as further set forth in Article 22;
- b) Admit new clubs by majority vote as set forth in Section 5.3.a;
- c) Terminate, ratify membership termination if said action was taken by the board, or reinstate membership as set forth in Sections 5.3.a, 5.6 and 5.8;
- d) Elect Member Elected directors to the USCA Board as defined in Section 7.6 and 7.6A.

10.3 Quorum

A quorum exists when the total number of votes present equals or exceeds 50% the total votes held by all the delegates combined as certified according to Section 10.5.

10.4 Special Meetings

A special meeting may be called by the Board Chair, CEO or by a Petition signed by Council Members representing at least 30% of total delegate votes. The Petition with an agenda shall be filed with the CEO not less than 15 days prior to the proposed meeting date. At the discretion of the CEO, a special meeting may be held electronically or in person.

10.5 Delegates and Voting

One delegate to the Council holds one voting right.

Voting allocation is as follows:

- a) The USCA Treasurer will certify the number of Individual Curlers in good standing as defined by Section 5.5 as of the most recent of either the previous January 31 or July 31-
- b) Each delegate will have one vote for each Individual Curler in good standing of their state/region or At-Large Club as determined by Section 10.5.a.
- c) The delegate representing any member state, region, or At Large club who is not in good standing will be seated at the meeting with a voice but no vote.
- d) The AAC delegate holds 20% (twenty percent) of the total votes of the Council.
- e) The USWCA has a voice but no vote.

A delegate may assign a voting proxy for the current meeting only if the proxy holder is a member of the board of directors of that State, Region, or At Large club and the USCA secretary has been advised at least 72 hours prior to the meeting. That proxy ends at the adjournment of the meeting.

Part 5: Minor changes to the remainder of the By-laws to bring wording in line with the changes as described in Parts 2 through 4, plus minor changes to Section 22 – Amendments.

Section 5.3. - Election to Membership

- a) The election to membership will be by affirmative vote of majority of the ~~Members at a Members' Assembly. Council of Presidents (Council.)~~ The ~~Members' Assembly Council~~ will consider all applications, ~~which are deemed sufficient for provisional approval (see Section 5.3.b),~~ that are submitted at least ~~60~~ 15 days before each ~~annual Members' Assembly Council meeting.~~ Organizations will be approved for membership without regard to the race, color, religion, age, sex, sexual orientation, gender identify, or national origin of its individual curlers.
- ~~b) Provisional membership may be granted at the sole discretion of the chief executive officer (hereafter Chief Executive Officer or CEO) subject to an election as provided for in Section 5.3.a held at the next Members' Assembly meeting.~~

Section 5.5. - Dues

- c) While on probationary status, a Curling Club that has failed to pay its dues timely after notice will suffer the following consequences:
- i) The ~~representative of the~~ Curling Club will have no authority to vote ~~in any Member's Assembly at any Council Meeting,~~ and its curlers will not be counted in computing the votes of the Regional Curling Association of which the Club is a member at any Members' Assembly or for allocation of directors;
 - ii) A ~~e~~Curling ~~e~~Club that remains in arrears at the end of the fiscal year in which the annual dues were owed will be ineligible to host a USCA event; its curlers will not receive the Curling News, and will not be eligible to register for any championship event requiring that the curler be a member in good standing of a curling club that belongs to a USCA Regional Curling Association or an At-Large curling club in good standing with the USCA; and
 - iii) Any curler who is a member of the curling club in arrears after at the end of the fiscal year in which the annual dues were owed (and is not also a member of a different club in good standing) will no longer be eligible to serve on any Standing Committee, ~~any Members' Assembly Committee,~~ and may not continue to act as a director of the USCA until the delinquent dues are paid.
- d) The State or Regional Curling Association of which the delinquent curling club is a member club will suffer no immediate consequences of the delinquency of its member club other than the loss of the voting rights attributable to the curlers in the delinquent club. Payment of dues that reach ninety-five (95) percent of the total individual curlers of a State or Regional Curling Association will be considered in compliance with dues payment. The date of compliance will be January 31 of the current year using the final membership numbers provided by the USCA. If payment of dues is below the 95% threshold then the following actions will apply to the State or Regional Curling Association. If the dues are still in arrears on January 31 of the year following the year the obligation was due, and no action has been taken by the Regional Curling Association under [Section 5.5.e](#), the directors of the State or Regional Curling Association will lose the ability to vote at any directors meeting until the delinquency is cured or action has been taken under [Section 5.5.e](#). If, at the end of the fiscal

year following the year when the obligation was due, the State or Regional Curling Association still has not secured payment of the dues owed for the delinquent curling club or has not revoked the delinquent curling club's membership in the State or Regional Curling Association under [Section 5.5.e](#) in a timely manner according to the State or Regional Curling Association's by-laws, and the curling club remains delinquent one year after the end of the fiscal year in which the dues were owing, the State or Regional Curling Association's Membership in the USCA may be revoked pursuant to [Section 5.6](#). If a Curling Club which is in arrears in its annual dues at the end of the fiscal year of the USCA is an At-Large Club ~~or a member of the Colorado or Nebraska Associations~~ and not a member of any subsequently formed Regional Curling Association accepted as a Member of the USCA, provisions of [Section 5.5.c](#) will apply. If said Curling Club or an adjunct member continues in arrears for one year from the due date of its annual dues, then the membership of the Curling Club or the adjunct member in the USCA will be revoked, effective upon thirty (30) day written notice to said Curling Club or adjunct member, notwithstanding [Section 5.6](#).

Section 5.6. - Suspension and Termination of Membership

- a) The membership of any Member may be terminated, at any time, for cause by two-thirds (2/3rd) vote of either the Board of Directors or the ~~Members Council~~. 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 Council~~ by a two-thirds (2/3rd) vote ~~of the Members at the next Council meeting~~. Said two-thirds (2/3rd) vote ~~of the Members~~ will be determined excluding the vote of the Member upon whose membership the termination vote is taken.
- b) Between the date of termination by the Board of Directors and the next ~~Council meeting of the Members' Assembly~~, the affected Member may ~~request petition for~~ 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 the~~ termination. ~~Said Member will be entitled to only one hearing. Said The~~ 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 the USCA. However, such resignation will not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued or unpaid.

Section 5.8. - Reinstatement

Upon written request setting forth reasons for reinstatement signed by a former Member, which request must be filed with the Secretary of the USCA and provided outstanding dues, assessments, and other charges in amounts as determined by the Board of Directors have been fully paid, either the Board of Directors or the Members may, by an affirmative two-thirds (2/3rd) vote reinstate such former Member upon such terms as may be deemed appropriate. If said former Member is reinstated by the Board of Directors, said reinstatement will be provisional subject to an affirmative two-thirds (2/3rd) vote by ~~the Members at the next Members' Assembly annual meeting the Council at its next meeting~~. Said two-thirds (2/3rd) vote will be determined excluding the vote of said petitioning former Member.

Section 6.1. - State/Regional Divisions

- a) The State and Regional Curling Associations initially recognized are as defined pursuant to [Section 23.6](#). 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 the USCA, the Board of Directors may recognize additional State or Regional Curling Associations or recognize a change in the geographic scope of any present State or Regional Curling Association. To effectuate said recognition of any change in the geographic scope of any present State or Regional Curling Association, the change will originate from the Members pursuant to a petition. Said petition will state the reasons for and the facts supporting said change. Said petition will be signed by Members in good standing, with no less than fifty percent (50%) of ~~the total vote of the membership as determined pursuant to Section 10.4 the Council~~.

Section 7.5. - Number

- a) All Member-elected and athlete-elected board directors will 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 the USCA 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 curler** of the USCA as provided for under the rules and regulations of USOPC for competing athletes, as the same may be amended from time to time.

Section 7.6. - Member-Elected Directors

- b) The remaining Member State/Regional Associations will share three (3) director seats. Initially, these seats will be allocated as follows:
- Great Lakes Curling Association and Midwest Curling Association (One Director);
 - Dakota Territory Curling Association, Mid-America Curling Association, **Colorado Curling Association**, and all At-Large Member Clubs (One Director); and
 - Alaska Curling Association, Mountain Pacific Curling Association, and Washington State Curling Association (One Director).
- c) All Member-Elected Directors will be elected, in session, at the **annual Members' Assembly Council meeting called for that purpose** as described in [Section 7.6A](#).

Section 7.6A - Election of Member Directors

- a) The **Member's Assembly Council** shall annually elect members by majority vote to the Board of Directors corresponding to positions vacated, either by term expiring or other means, set forth in [Sections 7.6](#) and [7.6A](#) of these bylaws. 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 by the Council**.
- d) Terms for newly elected board members become effective **as of November 1st of the year elected at the adjournment of the Council meeting where the election took place**.
- e) Process
- i) The Nominating/Governance Committee shall issue a Call for Nominations to the Member State and Regional Associations by March 1st of the election year.
 - ii) The board of directors of each Member State and Regional Association shall be responsible for the review, vetting, and nomination of its allocated candidates as set forth in [Section 7.6](#) of these bylaws and shall transmit the nomination of the qualified candidate to the Nominating/Governance Committee no less than forty-five (45) days prior to the **Members' Assembly Council meeting**.
 - iii) A biography/candidate statement of no more than two (2) pages in length shall accompany the nomination and be distributed with the meeting agenda as described in ~~Section 10.3.a~~ **Section 10.1** no less than thirty (30) days prior to the **Members' Assembly Council Meeting referred to in Section 7.6A.e.ii above**.
- f) Should one of the positions in [Section 7.6](#) of these bylaws become vacant, the board may appoint someone to serve until the next Members' Assembly from among nominees submitted by the affected director seat. Any replacements filled by the Members Assembly will have term and tenure limits imposed on their position in accordance with [Section 7.10](#).

Section 7.9. - Staggered Board

- a) Directors of the Board will be elected to staggered two- (2) year or shorter terms. After the transition period as defined in [Section 7.6A.b.](#), the member-elected director's seats from the three largest Member State/Regional Associations, as defined in [Section 7.6.a](#), will be elected at the ~~Members' Assembly Council election~~ held in even numbered years. Those remaining member-elected director's seats, as defined in [Section 7.6.b](#), will be elected in odd numbered years.

Section 9A.15. - Nominating/Governance Committee

- g) The Nominating/Governance Committee will be responsible for issuing a Call for Nominations to the State and Regional Associations for the nomination of Member-elected Directors. Prior to the ~~Members' Assembly Council election called for that purpose~~, the Nominating/Governance Committee shall be responsible for the distribution of all such nominations.

Section 14.1. - Designation

- a) USCA will 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 will not be a voting director of the board.
- b) The board will hire and oversee the Chief Executive Officer, who will be responsible for all staff functions. The CEO shall be responsible only to the board, through the Chair.
- c) The CEO shall, in coordination with the ~~Members' Assembly Council~~, either directly or by delegation, manage and coordinate the volunteers serving ~~on the various Members' Assembly committees and~~ in any ~~other~~-function for the USCA.

Section 19.1. - Indemnification

USCA shall defend, indemnify and hold harmless each director of the board, each managing Chair of an operational committee group, each standing committee member, each ~~chair of members' assembly committee~~ Council member, each task force member, and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit filed in state or federal court or administrative agency brought against such individual arising out of the latter's performance of his or her duties with USCA, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said person.

Section 19.2. - Discharge of Duties

Each director of the board, each standing committee member, each managing Chair of operational committee group, each ~~Chair of members' assembly committee~~ Council member, each task force member, each officer of the USCA and paid staff will discharge his or her duties: in good faith, with the care an ordinarily prudent individual in a like position would exercise under similar circumstances, and in a manner the director, committee chair, Council member, or officer reasonably believes to be in the best interests of USCA.

Each director of the board, each standing committee member, each managing Chair of operational committee group, each ~~Chair of members' assembly committee~~ Council member, each task force member, each officer of the USCA and paid staff will conduct themselves in compliance with the letter and spirit of the Code of Ethics and Fiduciary Responsibilities and Conflict of Interest of the USCA.

Each director of the board, each standing committee member, each managing Chair of operational committee group, each ~~Chair of members' assembly committee~~ Council member, each task force member, each officer of the USCA and paid staff will give priority to the rights and interests of the USCA over those of any other entity or individual.

Each director of the board, each standing committee member, each managing Chair of operational committee group, each ~~Chair of members' assembly committee~~ Council member, each task force member, and each volunteer officer of the USCA may be sanctioned, privately or publicly, or dismissed for illegal, immoral or unethical act or omission.

Any complaint will be referred to the Ethics Committee for processing. The process to be followed prior to implementation of any sanction or dismissal will be as set forth in these bylaws.

Section 19.3. - Conflicts of Interest

If any director of the board, standing committee member, managing Chair of an operational group, ~~Chair of members' assembly committee~~ Council member, task force members, and officers of the USCA has a financial interest in any contract or transaction involving USCA, or has an interest adverse to USCA'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:

- a) disclose the conflict of interest,
- b) not participate in the evaluation of the contract, transaction or business affair and
- c) not vote on the contract, transaction or business affair.

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 (2/3rd) vote of the Board of Directors or the **Members Council**. If there is a conflict between the votes of the Board of Directors and the **Members Council** as to amendments or repeal of any of these bylaws, the **Members Council** vote will control. The **Members Council** may initiate an amendment or repeal, in whole or in part, of any of these bylaws.
- b) The determination of the required two thirds (2/3rd) vote of the **Members Council** will be based upon the votes equaling or exceeding two thirds (2/3rd) of the total votes of all the **Members Council**, as certified pursuant to [Section 10.4](#), including the votes of the athletes as set forth in [Section 22.1.d](#)
- c) The determination of the required two thirds (2/3rd) vote of the Directors will be based upon the votes equaling or exceeding two thirds (2/3rd) of the total votes of all the Directors then qualified to vote.
- d) At any meeting of the **Members Council** in which a vote by the **Members Council** will be taken on an amendment or repeal, in whole or in part, of any of these bylaws, or on an expenditure of funds not already approved by the Board of Directors, Athlete Representatives shall have a vote equal to twenty percent (20%) of the total vote. This twenty percent (20%) is of the total vote of the **Members Council** as certified by the USCA's Treasurer pursuant to [Section 10.4](#)., together with the Athletes' vote such that the Athletes' twenty percent (20%) vote is equal to twenty percent (20%) of the combined vote of the **Members Council** and the Athletes. The Athlete's twenty percent (20%) vote shall be allocated among the Athlete Representatives who are the then current Athlete Representatives on the Board of Directors. Said allocation shall be equal amongst said Athlete Representatives unless the Athletes' Advisory Council otherwise determines and so notifies the USCA's Secretary, at least six (6) days prior to the holding of the meeting at which the vote will be taken.
- e) Notice of the right to vote must be given to each of said Athlete Representatives together with the notice to be provided to the **Members Council** as set forth in [Section 22.2](#).

Section 22.2. - Notice procedures for ~~Members-Council~~ Meetings Meetings ~~RE: bylaws/Expenditure of Funds-regarding bylaws~~

- a) No proposed amendment or repeal of these bylaws ~~or expenditures of funds~~ as directed by the **Members Council** will be adopted unless the **Members Council** are notified, in writing, by regular mail, facsimile or electronic mail sent at least thirty (30) days, and not more than sixty (60) days, prior to the date of the meeting at which the same are intended to be considered; or unless each of the **Members Council** not so timely notified execute a waiver of such notice.
- b) Notice will be given to the **Members Council** which shall include the fact of the amendment, ~~or~~ repeal ~~or the expenditure of funds~~ to be considered at said meeting, the content of said amendment, ~~or~~ repeal ~~or expenditure of the funds~~ and an explanation of the general nature and purpose for said amendment, ~~or~~ repeal ~~or expenditure of funds~~.

- c) Any and all proposed amendments or repeal, in whole or in part, to these bylaws ~~or expenditure of funds~~ to be considered must be posted on the website or other electronic means of communication maintained by the USCA, at least thirty (30) days prior to the meeting at which said amendment or repeal ~~or expenditure of funds~~ is to be considered. Material posted shall include the fact of the amendment or repeal ~~or the expenditure of funds~~ to be considered at said meeting, the content of said amendment, ~~or repeal~~ ~~or expenditure of funds~~ and an explanation of the general nature and purpose for said amendment, ~~or repeal~~ ~~or expenditure of funds~~.
- d) Said notice will be communicated to the delegates of the **Members Council** which delegates are identified pursuant to [Section 10.5](#).

Section 22.3. - Notice Procedures for Amending or Repeal of bylaws by Directors

- c) Upon adoption of any amendment by the Board of Directors, written notice of the language of the Amendment shall be promptly posted on the USCA web site, and be sent by e- mail within five business days to the ~~Presidents of each Member State and Regional Curling Association and the Chair of the AAC Council~~. The Amendment passed by the Directors shall be effective ~~the earlier of :~~ (i) the adjournment of the Council meeting immediately following the board's adoption of the amendment or (ii) thirty (30) days after the notice is e-mailed, unless within the thirty (30) day period following the notice, ~~any combination of Presidents and AAC directors representing at least fifty percent (50%) of all of the total votes of the Members, as certified pursuant to Section 10.4, including the votes of the athletes, as set forth in Section 22.1.d,~~ unless at least fifty present (50%) of the Council request that the effective date of the Amendment be delayed. In that case the proposed Amendment shall not be effective until voted on and passed by the **Members Council** at a regular or special meeting of the **Members Council**.

Section 22.4. - Amendment to Articles of Incorporation

- a) The Articles of Incorporation may be amended, in whole or in part, by two thirds (2/3rd) vote of the **Members Council**. For purposes of providing notice and voting, Athlete Representatives will be deemed **Members Council** and the provisions of [Section 22.1.d](#) shall apply.
- b) Determination of the required two thirds (2/3rd) vote of the **Members Council** will be in the same manner as set forth in [Section 22.1.b](#) with the Athletes twenty percent (20%) included.
- c) The providing of notice and the manner in which said notice is to be provided must be in the same manner as set forth in [Section 22.2](#).a, .b, .c and .d.

Section 23.2. - Curling Club

Will mean a group of Individual Curlers sharing use of an arena or common curling facility or playing on natural ice and who play in organized leagues or other events. ~~A club that lacks a curling facility will 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 will also refer to other entities offering curling programs that are members of the USCA.