



UNITED STATES CURLING ASSOCIATION

Annual Members' Meeting
October 13, 2023 - Bloomington, MN

In person and via teleconference

MINUTES - DRAFT

1. **Call to Order.** Meeting was called to order by Bret Jackson, Chair of the Board of Directors, USA Curling, at 7:03pm CT
2. **Appointment of Parliamentarian.** Jackson appointed Todd Ellis as Parliamentarian for the Members' Meeting
 - a. Dr. Ellis is a curler and Member out of the Kalamazoo Curling Club, and an experienced Parliamentarian
3. **Certification of Votes.** Certification of votes presented by Alexis Boccanfusco, Treasurer of USA Curling
4. **Roll Call.** Roll call of Members (Regional Associations, Member Clubs, and At-Large Members) present in person and on the video conference by Dick Dawson, Secretary, USA Curling.
5. **Overview of Process.** Jackson presented an overview of process and procedures for the meeting
6. **Quorum.** Determination of a quorum, Dawson reported:
 - a. Total USA Curling Membership represented by Members in attendance: 20,444
 - b. Total USA Curling Membership: 21,176
 - c. With **96.54%** of Members represented at the Members' Meeting, a quorum has been reached
 - d. Voting at the meeting may proceed
 - e. Athletes Advisory Council allocated 1/3 of Total Members' Meeting votes: 10,222
7. **Approval of Minutes.** Approval of 2022 USA Curling Members' Assembly Minutes

Jackson called for a Motion to approve minutes of the 2022 USA Curling Members' Assembly, seconded by Jonathan Lee (Mid Atlantic Curling Association). A voice vote was taken, and the motion passed without dissent.

8. **Approval of new USA Curling Member Clubs.** Clubs applying for membership:
 - a. Fergus Falls Area Curling, Fergus Falls, Minnesota
 - b. Mower County Curling Club, Austin, MN
 - c. Northstar Curling Club, Sartell, Minnesota
 - d. Rhinelander Curling, Rhinelander WI
 - e. Talkeenta Curling, Talkeetna, AK

Dion Warr (Schenectady Curling Club) made a Motion to approve five new USA Curling Member Clubs, seconded by Derek Kayser (Ardley Curling Club). A voice vote was taken, and the motion passed without dissent.

9. Approval of new Directors. Proposed new Directors:

- a. Brian Koop (Wisconsin State Curling Association)
- b. Phil Shryock (Alaska Curling Association, Pacific Northwest Curling Association, Mountain Pacific Curling Association)

Dan Lilla (Wisconsin Curling Association) made a Motion to approve two new Directors to the Board of USA Curling, seconded by Bill Gryder (Alaska Curling Association). A voice vote was taken, and the motion passed without dissent.

10. Discussion of By-Laws Amendments. Jackson and Dean Gemmell (USA Curling CEO) led a discussion of the proposed USA Curling By-Laws changes. Details of Amendments to the By-Laws are included below in Addendum 2.

Gemmell reviewed the substantive changes to the By-Laws, including:

- a. Categories for Membership
 - i. Changed Members of USA Curling be Member Clubs and Individual Members
- b. Changes to Resignation and Reinstatement of Membership
 - i. Proposal to remove penalties for return
 - ii. Focus on serving Members so they want to stay in USA Curling
- c. Definition of Regional Associations
 - i. Regional Associations remain as Directors on the USA Curling Board of Directors, representing Clubs in their Association. Allocation of Director seats remains as ranking by total Members, and either singly or as grouped by Secretary
 - ii. Recognition of Regional Associations
 - iii. Process for new RA, resignation, and recognition outlined
- d. Members' Meeting
 - i. Define purpose of Members' Meeting and clarifications on name changes
- e. Directors
 - i. Notification and selection of delegates
 - ii. Discussion on timing and dates
 1. Notification to Nomination and Governance Committee from thirty (30) to sixty (60) days. XXX name (Association)
 2. Suggestion to make the timeline 120 days by XXX
 3. Ellis states that this is best handled in Policies and Procedures, and not in By-Laws
 4. Agreement on consideration being given to these needs in the formation of the Policies and Procedures
- f. By-Laws punctuation and other non-substantive changes to the By-Laws to be made by the Secretary in creating the final version of the amended By-Laws to go into effect
 - i. Discussion on non-substantive changes only

Motion made by Phil Bruce (Cape Cod Curling Club) to strike self-reference in Section 10.5, seconded by Nick Miles (Triangle Curling Club). Voice vote of assent passed the motion.

Motion made by Mary Jane Walsh (Collegiate Curling Club) to approve the proposed amendments to the USA Curling By-Laws in gross, with the proviso that the changes will go into effect at the end of the 2023 Members' Meeting, seconded by Jonathan Lee (Mid America Curling Association). Voice vote taken for assent, with no dissent heard. Motion passed unanimously.

Motion made by Mike DePolo (Nutmeg Curling Club), seconded by Mary Jane Walsh (Collegiate Curling Club) to adopt the following resolution:

Resolved, that the secretary be authorized to correct article and section designations, punctuation, and cross-references and to make such other technical and conforming changes as may be necessary to reflect the intent of the Members' Meeting in connection with the adopted Bylaws amendments.

The motion was adopted without dissent on a voice vote.

11. Report by the Chair of the Board of Directors, Bret Jackson.

- a. Appreciation. Shared thanks and appreciation for the team who worked on amendments to the By-Laws. Specific praise for CEO Dean Gemmell
- b. Focus on moving forward with the new Membership Model and its impact on the sport

12. Report by the Chief Executive Officer, Dean Gemmell.

- a. Lessons learned
- b. Highlights of the year
- c. Lowlights
- d. Things that keep the CEO awake
- e. Path forward

13. Recognition and thanks

14. Adjourn.

Jackson asked for a motion to adjourn the Members' Meeting at 8:43pm CT. It was made by Lisa Rudolph (Minnesota State Curling Association), seconded by Mike DePolo (Nutmeg Curling Club). Voice vote assented to the motion without dissent at 8:38pm CT.

Addendum

Addendum 1: Voting Roll with Votes

Voting Members, Types, and Vote totals. All Members present at the Members' Meeting:

Voting Member	Member Type	Votes
Alaska Curling Association	Regional Association	571
Dakota Territory Curling Association	Regional Association	1,756
Great Lakes Curling Association	Regional Association	2,505
Mid America Curling Association	Regional Association	1,147
Rock Creek (CO)	Member Club (MACA)	233
Midwest Curling Association	Regional Association	860
Minnesota Curling Association	Regional Association	4,256
Mountain Pacific Curling Association	Regional Association	1,174
Wine Country	Member Club (MOPAC)	127
Pacific Northwest Curling Association	Regional Association	330
Granite (WA)	Member Club (PNW)	562
Wisconsin State Curling Association	Regional Association	4,125
Albany Curling Club	At-Large Member	166
Ardsey Curling Club	At-Large Member	157
Atlanta Curling Club	At-Large Member	58
Broomstones Curling Club	At-Large Member	437
Canadian Club of Boston	At-Large Member	22
Cape Cod Curling Club	At-Large Member	234
Charleston Curling Club	At-Large Member	27
Charlotte Curling Association	At-Large Member	223
Collegiate Curling Association	At-Large Member	41
CurlVegas	At-Large Member	43
Long Island Curling Club	At-Large Member	109
Nashville Curling Club	At-Large Member	68
Nutmeg Curling Club	At-Large Member	199
Palmetto Curling Club	At-Large Member	89

Pittsburgh Curling Club	At-Large Member	123
Plainfield Curling Club	At-Large Member	206
Rocket City Curling Club	At-Large Member	91
Schenectady Curling Club	At-Large Member	288
The Country Club Curling	At-Large Member	55
Triangle Curling Club	At-Large Member	319

Total Votes for Members' Assembly by Member Type		
Regional Association		16,724
Member Club		922
At-Large Member		2,798
Total Members' Votes		20,444
Athletes Advisory Council Votes		10,222
Total Members' Meeting Votes		30,666

Addendum 2: Amendments to the By-Laws of USA Curling

Jackson and Dean Gemmell presented the following amendments on behalf of the Nominations and Governance Board, with the proviso that the Amendment shall take effect at the end of the 2023 Members' Meeting:

Amendment 1:

To substitute for the existing Article V, Section 5.1(a), the following new Section 5.1(a):

- a) USA Curling shall have dues-paying membership as follows (see Preface - Definitions):
 - i) Individual Members;
 - ii) Member Clubs.

Amendment 2:

To substitute for the existing Article V, Section 5.3, the following new Section 5.3:

Section 5.3. Resignation and Reinstatement of Membership

- a) Any Member may resign by filing a written resignation with the Secretary of USA Curling. However, such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessment, or other charges theretofore accrued or unpaid.
- b) USA Curling will establish a process for reinstatement of former Member Club(s) who terminated their membership or had their membership terminated. The Board is authorized to approve a former Member Club that terminated its membership or had its membership terminated to be reinstated without penalty.
- c) Member Clubs may request to temporarily withdraw from membership obligations due to extenuating circumstances, with approval from the Board, by contacting the Secretary.

Amendment 3:

To strike out Article VI, Section 6.1, and insert new Sections 6.1, 6.2, 6.3, and 6.4, as presented:

Section 6.1. Regional Associations

Regional Associations ("RA" or "RAs") support the efforts and mission of USA Curling.

Representatives of Recognized Regional Associations have six (6) seats on the USA Curling Board of Directors in accordance with Section 7.5. Section 6.2 identifies the Recognized Regional Associations currently recognized by USA Curling.

Section 6.2 - Regional Association Recognition

USA Curling currently has nine (9) Recognized Regional Associations:

- a) Alaska Curling Association

- b) Dakota Territory Curling Association
- c) Great Lakes Curling Association
- d) Mid America Curling Association
- e) Midwest Curling Association
- f) Mountain Pacific Curling Association
- g) Minnesota Curling Association
- h) Pacific Northwest Curling Association
- i) Wisconsin State Curling Association

Section 6.3. Process for recognition of a new RA, resignation of an RA, or removal of a recognized RA

- a) Should a Regional Association not currently recognized by USA Curling wish to be a Recognized Regional Association of USA Curling, it must apply for recognition status with the Secretary of USA Curling. Such an application must be approved by the Board and ratified by a 2/3 majority at the Annual Members' Meeting or Special Members' Meeting. The application and approval process for a Recognized Regional Association is to be contained in USA Curling Policies and Procedures.
- b) Should a Recognized Regional Association wish to resign from recognition by USA Curling, it may do so by advising the Secretary of USA Curling in writing. Upon acceptance of the resignation by the Secretary, any member of the Board of Directors from that formerly Recognized Regional Association shall be removed from the Board.
- c) USA Curling may remove recognition of a Recognized Regional Association for cause by a majority vote of the Board and approved by a majority 2/3 vote at the next following Annual Members' or Special Meeting following such a Board vote.

Section 6.4. Recognized Regional Association Membership on the USA Curling Board of Directors

- a) Recognized Regional Association representation on the USA Curling Board of Directors shall be determined as follows:
 - a. Recognized Regional Associations will be ranked based on the number of Individual Members in USA Curling Member Clubs who identify this Recognized Regional Association as their "primary." The sum of Individual Members for each Recognized Regional Association shall be determined annually by USA Curling, based on information provided by Member Clubs.
 - b. The total of USA Curling Individual Members within each Recognized Regional Association will then be ranked based on the sum totals for each Recognized Regional Association. Each of the top three Recognized Regional Associations in the ranking will be entitled to one Director seat on the Board of Directors.
 - c. The remaining Recognized Regional Associations will be formed into three groups to create similar representation. Each of the three groups will be allotted one Director seat on the Board of Directors
- b) The reallocation of Recognized Regional Association director seats between and among the various Recognized Regional Associations shall occur every two years, in odd years, by the Secretary, following adopted USA Curling Policies and approved by the Board.
- c) USA Curling may, from time to time and in consultation with its Recognized Regional Associations, reorganize the allocation of Board seats to Recognized Regional Associations to better serve the curling community and the mission of USA Curling. Such changes must be approved by the Board and ratified by a 2/3 majority at the Annual Member's Meeting or Special Members' Meeting.

- d) When a Recognized Regional Association Director term is expiring, the Recognized Regional Associations, shall nominate up to two candidates for the Nominations and Governance Committee to consider for recommendation for a vote at the Annual Member's Meeting as required by Sections 9.14(d) (a) and (b)

Amendment 4:

To substitute for the existing Article VII, Sections 7.5, 7.6, and 7.7, the following new Sections 7.5 and 7.6:

Section 7.5 – Number of Directors

- a) The Board of Directors shall have up to fifteen (15) members
- b) The Board of Directors shall consist of:
 - a. six (6) representatives of the Recognized Regional Associations (as set forth in Section 6.4);
 - b. up to three (3) Independent Directors; and
 - c. up to five (5) Athlete-Elected Directors, holding at least 33% of Board representation (Section 11.4, per the Ted Stevens Olympic and Amateur Sports Act); and
 - d. one representative of the USWCA

Section 7.6 – Election of Regional Association Directors

- a) All Regional Association Director nominations must be submitted to the Nominating & Governance Committee for review in accordance with USA Curling policy.
- b) The Nominating & Governance Committee will present the slate of candidates for open Regional Association Director positions at the Annual Members' Meeting. Open Director positions are elected by majority vote at the Annual Members' Meeting. 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 Annual Member's Meeting.
- c) Terms for newly elected board members become effective as of November 1st of the year elected.

Amendment 5:

To substitute for the existing Article X, Section 10.1, the following new Section 10.1:

Section 10.1 – Purpose

- a) There shall be an Annual Members' Assembly at which the Members of USA Curling and other curling constituencies in the United States Curling family shall gather. The Members' Assembly shall include educational programming and networking opportunities for the curling community. The Members' Assembly shall also include the Annual Members' Meeting for the members of USA Curling.
- b) At the Annual Members' Meeting:
 - a. The Board of Directors, through its Chair or designee, shall provide a report on the USA Curling activities, activities of the Board of Directors and on the state of affairs of USA Curling;

- b. The USA Curling Chief Executive Officer or designee shall provide a managerial report on the activities and finances of USA Curling and on issues of importance to the curling community.
- c. The Annual Members' Meeting shall annually elect members to the Board of Directors as set forth in Section 7.6 of these by-laws and USA Curling policy.
- d. The various standing and operational committees shall make reports of the committees' activities.
- e. Members and other constituencies may be permitted to pose questions to the Chair and to the Chief Executive Officer;

Amendment 6:

To substitute for the existing Article X, Section 10.4, the following new Sections 10.4 and 10.5:

Section 10.4 – Vote Eligibility and Tabulation

- a) All voting at a Members' Annual Meeting or Special Members' Meeting shall be conducted and tabulated in accordance with the following:
 - a. Individual Members in good standing with USA Curling are eligible to vote. Voting of such individual members may be either as an individual or cast through a duly authorized representative of a member's Primary Club.
 - b. Member Clubs are entitled to vote on behalf of their members. A Member Club's Delegate may cast the number of votes equivalent to the number of Individual Members of that Club in good standing with USA Curling who indicate that the Member Club is their "primary" Member Club. Member Clubs shall advise the Secretary of USA Curling of its designation of their Delegate for the Member's Meeting no less than fifteen (15) days prior to the Meeting.
 - c. The total of votes a Member Club may cast may be reduced: by 1) Individual Members whose USA Curling Membership does not include voting rights, and/or 2) Individual Members who opt out of being included as part of the vote for that Member Club.
- b) Any Individual Member who opts out as permitted by Section 10.4(a) may cast their individual vote at a Members' Meeting. Individual Members who opt to vote as an individual must notify both their Curling Club and the Secretary of USA Curling in writing no less than fifteen (15) days prior to the Members' Meeting.
- c) Individual Members in good standing who are not "primary" members of any Member Club are entitled to vote and must notify USA Curling no less than fifteen (15) days prior to the Annual Member Meeting or Special Member Meeting of their intent to do so.
- d) Proxy voting is not permitted.
- e) No current member of the USA Curling Board of Directors may serve as a Delegate at a Members' Meeting.
- f) Delegates representing any Member Club at any Members' Meeting must be dues paying Individual Members in good standing of USA Curling and belong to the Member Club they represent.

Section 10.5 – Members' Meeting Vote Total

- a) In order to comply with the Ted Stevens Act, Athlete Representatives shall have a vote equal to one-third ($\frac{1}{3}$) of the Total Vote at all Members' Meetings.

- b) The Members' Meeting Vote Total shall be calculated as follows: the sum total of all Individual Members eligible to vote at the Members' Meeting either as Individual or through their Primary Member Club in accordance with Section 10.4, and;
- c) 15 days prior to a Members' Meeting, USA Curling shall declare the number of eligible Individual Member or Delegate votes in accordance with this Section. In order to comply with the law as to athlete representation, the CEO shall then calculate the votes to be cast by the Athlete Delegation.