



UNITED STATES CURLING ASSOCIATION
Board of Directors Meeting
August 16, 2022
Teleconference

Approved October 21, 2022

1. **Call to Order** - Chair Lynn LaRocca calls the meeting to order at 7:04 pm ET, August 16, 2022.
2. **Roll call**
 - Board Members**
 - Present** – Jeff Annis, Terri Gleason, Darryl Horsman, Courtney Schmidt, Roger Smith, Alex Agre, John Benton, Steven Birkliid, Colin Hufman, Patrick McDonald, Tracy Lawless, Shane Coppola, Lynn LaRocca (Chair),
 - Absent** – Hawley MacLean.
 - Quorum** - 13 being present in total and eight being required; we have a quorum.
 - Non-Board**
 - Committee Members** –
 - Staff/Non-Board Executives** – Jenna Burchesky, Dean Gemmell, Eric Gleason (CFO), Gordon Maclean (Secretary, recording), Jenna Martin, Jeff Plush (CEO), Amy Wolf.
3. **Appointment of Parliamentarian** – The Chair appoints Gordon Maclean as Parliamentarian.
4. **College Curling Association** – At the July 26 meeting, an application for Club Membership from the College Curling Association (CCA) was presented to the board for interpretation. The concern was whether the presented application represented a “club” under USA Curling definitions or should be considered an affiliated association. The board raised questions regarding the geographic scope of the organization. These concerns were expressed to the CCA. The CCA amended its bylaws to specify that its operations were limited to the central New York area. Discussion regarding their use of the Utica CC facility and GNCC. Neither of these is prohibited under our current policies; however, while the Utica facility may be used for practice, it may not be used for competitive events. The board approves moving forward with the application on a unanimous voice vote.
5. **At Large Club applications** – The board considers the following requests to move to At Large status within USA Curling: Albany CC, Atlanta CC, Charlotte CA, New Pond CC, Long Island CC, Petersham CC, Philadelphia CC, Rocket City CC, and Tampa Bay CC.
 - a. Motion to approve the applications by Gleason, seconded by Birkliid. Motion carries on a unanimous voice vote.
 - b. Question regarding how many clubs we anticipated making this move. There are approximately 75 GNCC clubs. It is still early in the process, and we had no expectations regarding how many would request this action. The Secretary noted that the clubs just reassigned represent 20-25% of the USA Curling dues-paying members of the GNCC.
6. **Motion to move to closed session** – motion to move into closed session with the following invited guests Jeff Plush, Eric Gleason, Jenna Burchesky, Jenna Martin, Dean Gemmell, and Gordon Maclean

by Gleason, seconded by Benton. The motion was approved on a unanimous voice vote. The meeting moves into closed session at 7:16 pm ET.

7. **Adjourn** – Motion to adjourn by Schmidt at 8:16 pm ET

Addendum 1 – Board Action by Email Vote

At the request of the Board Chair, the Secretary sent the following email to all Board Members at 9:46am ET on August 30, 2022, with the stipulation that the first positive vote returned would constitute a motion on the matter, and the second positive vote returned would constitute the motion's second.

We have a batch of requests from current GNCC Member Clubs that are in good standing with USA Curling to be recognized as "At-Large."

The clubs that have submitted requests are:

Palmetto Curling Club

Plainfield Curling Club

Rochester Curling Club (NY)

Schenectady Curling Club

This will be an up or down vote on the group, unless someone objects, then we will have to vote on them individually. Please respond "Yes" to approve the change, or "No" reject the change. This action will be recorded as an addendum to the minutes from the August 16 Board meeting. Because this requires a motion to accept the clubs as At-Large, I will take the first positive response received as the "motion", and the second positive response as the "second."

Please "reply all" on your vote for transparency. Responses must be received by the time of the message's transmission on Sunday, September 4. A lack of response by that time will be recorded as "Abstain."

IMPORTANT LEGALESE BELOW.

Thank You Everyone.

Please accept this email as notice of a vote to be taken by electronic mail. If you wish for this vote to be taken by conference call, then you must provide notice no later than 18 hours from receipt of this request or prior to an affirmative vote of the majority of the directors. Specific details from the bylaws follows.

As per Section 7 of the Bylaws, we can take action through unanimous written consent of all directors. I am highlighting the necessary sections of the Bylaws below.

Section 7.16. - Consent

a) The Board may act by the unanimous written consent of all directors.

b) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board in writing either:

i) votes for such action;

ii) votes against such action; or

iii) abstains from voting.

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

Section 7.19. - Transacting Business by Mail, Electronic Mail, Telephone or Facsimile

a) The Board of Directors will have the power to transact its business by mail, electronic-mail or other electronic means of communication, or by telephone, or facsimile, if in the judgment of the Chair of the Board the urgency or efficiency of the matter requires such action.

b) At the discretion of the Chair, a vote on a matter properly before the Board of Directors may be taken by facsimile, electronic mail or other electronic means of communication. Notice of the vote will be provided by facsimile, electronic mail or other electronic means of communication no later than twenty-four (24) hours prior to the commencement of taking of the vote. Any member of the Board of Directors who has a vote may request that the vote be taken by conference call or other similar communications equipment by which persons participating in the meeting may hear each other at the same time. For this request to be effective, the same must be made no later than eighteen (18) hours after the notice of the vote has been transmitted or prior to an affirmative vote of the majority of the Board of Directors having been submitted, whichever occurs last. Said request must be communicated to the USCA and the Chair by facsimile, electronic mail or other electronic means of communications. The time limit within which the votes of the Board of Directors will be recorded will be within five (5) days from the day the text of the matter to be voted upon was communicated to the Board of Directors.

END EMAIL

Votes were returned between August 30 and September 1, 2022. Courtney Schmidt motioned for approval at 9:49am ET, August 30. John Benton seconded the motion at 9:49am ET, August 30. The motion was unanimous in favor of the change in status for all clubs.

Addendum 2 – Board Action by Email Vote

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We have a batch of requests from current GNCC Member Clubs that are in good standing with USA Curling to be recognized as “At-Large.”

The clubs that have submitted requests are:

Triangle CC
Roanoke Valley CC
Charleston CC
Orlando CC
Ardsley CC
Diamond State CC
Brooklyn Lakeside CC
South Shore CC
Nutmeg CC
Green Mountain CC
Cape Cod CC
The Country Club
Pittsburgh CC
Broomstones CC

This will be an up or down vote on the group, unless someone objects, then we will have to vote on them individually. Please respond “Yes” to approve the change, or “No” reject the change. This action will be recorded as an addendum to the minutes from the August 16 Board meeting. Because this requires a motion to accept the clubs as At-Large, I will take the first positive response received as the “motion”, and the second positive response as the “second.”

Please “reply all” on your vote for transparency. Responses must be received by the time of the message’s transmission on Sunday, September 4. A lack of response by that time will be recorded as “Abstain.”

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

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END EMAIL

Alex Agre motioned for approval at 9:04am ET, September 16. Shane Coppola seconded the motion at 9:04am ET, September 16. At 1:06pm ET, September 16, the Chair directed the Secretary to suspend voting and notify the board of this action, until the board could meet via teleconference to discuss and conclude the action.

Addendum 3 – Board Action by Email Vote

At the request of the Board Chair, the Secretary sent the following email to all Board Members at 8:15am ET on September 19, 2022, with the stipulation that the first positive vote returned would constitute a motion on the matter, and the second positive vote returned would constitute the motion's second.

For parliamentary reasons, I need a vote on the following:

“Motion to suspend the rules under USA Curling Bylaws Section 7.19: The time limit within which the votes of the Board of Directors will be recorded will be within five (5) days from the day the text of the matter to be voted upon was communicated to the Board of Directors to discuss and review this matter in special meeting the evening of Wednesday, October 21.”

The necessity for this rule suspension is that under our bylaws the vote on the matter below will be closed and official as of 8:54 am ET on Wednesday morning not allowing for its further discussion during the board meeting.

As before the first response will constitute the motion, the second response will constitute the motion's second.

END EMAIL

Hawley MacLean motioned for approval at 9:01am ET, September 19, 2022. John Benton seconded the motion at 9:08 ET, September 19, 2022. The motion was unanimous in favor of the rule suspension.