

Proposed Changes to USA Curling Bylaws

Substantive Changes

The notice of the procedure to adopt changes to the USA Curling By-Laws at the annual Members' Meeting to be held October 13, 2023, in Bloomington NM at 7:00pm CT, and via teleconference, has been sent.

To facilitate review in advance, substantive changes to said bylaws are outlined below. A Town Hall is scheduled for September 18th at 7 PM CT to enable further discussion.

ARTICLE 5

EXISTING

Section 5.1. - Categories of Membership

a) USA Curling shall have membership as follows:

- i) All Regional Curling Associations which are Members of USA Curling as of the effective date of these bylaws;
- ii) All At-Large Clubs which are Members of USA Curling as of the effective date of these bylaws and are current in payment of USA Curling 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 Regional Curling Association as of the effective date of these bylaws and which curling clubs are current in payment of USA Curling dues as of the effective date of these bylaws; and
- iv) Any other Regional Curling Association, curling club, or other entity offering curling programs which applies for membership pursuant to USA Curling policy.
- v) Individual nonvoting members. Sections 5.2 through 5.5 of these bylaws and the Regional, At-Large Club, Member Club, and Affiliated Organization Policies and Procedures do not apply to individual members unless determined by the Board.

b) 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 meeting

NEW

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

REASON FOR CHANGE

Under the proposed new Membership Model, there are only two categories of membership—Individuals and Member Clubs. Regional Associations are no longer tasked with enforcing compliance among their member clubs so members are now Individuals and Member Clubs.

Regional Associations, though not classified as Members, retain their existing representation on the USA Curling Board of Directors in the same proportions as they do under the existing bylaws.

EXISTING

Section 5.3. Termination of Membership

- a) The membership of any Member may be terminated, at any time, for cause by two-thirds ($\frac{2}{3}$) vote of either the Board of Directors or the Members. 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 by a two-thirds ($\frac{2}{3}$) vote of the Members. Said two-thirds ($\frac{2}{3}$) vote of the Members shall be determined excluding the vote of the Member upon whose membership the termination vote is taken. Full details of the suspension, termination and reinstatement process are found in USA Curling's Policy Manual.
- b) Between the date of termination by the Board of Directors and the next meeting of the Members' Assembly, the affected Member may request a hearing before the Judicial Committee. A Member Page | 8 USA Curling Bylaws – Adopted October 2021 must petition for said hearing within Thirty (30) days of the date notice was given to the Member of said termination. Said Member will be entitled to only one hearing. Said 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 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.

NEW

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.

REASON FOR CHANGE

USA Curling is committed to earning members every year, and clubs that have opted out of membership in the past can return without financial penalty. The Board does maintain some discretion for instances when a club may have benefited from membership (made insurance claims, competed as a Member Club, etc.) without paying the necessary Member Club dues during their time as a Member Club.

ARTICLE 6

EXISTING

Section 6.1. - Regional Associations

Regional Curling Associations are as defined this document's preface "Definitions." 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 USA Curling, the Board of Directors may recognize additional Regional Curling Associations or recognize a change in the geographic scope of any present Regional Curling Association in accordance with USA Curling policy. Regional Curling Associations shall comply with all obligations and requirements that NGBs must follow under the Ted Stevens Act and USOPC bylaws.

Section 6.2. - Curling Clubs Assigned to a Region An individual Curling Club may petition USA Curling for assignment to a Regional Curling Association other than the one with which they are then presently associated with geographically. The Board of Directors shall make the determination based upon the best interests of USA Curling

NEW

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.

6.2 - Regional Association Recognition

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

1. Alaska Curling Association
2. Dakota Territory Curling Association
3. Great Lakes Curling Association
4. Mid America Curling Association
5. Midwest Curling Association
6. Mountain Pacific Curling Association
7. Minnesota Curling Association
8. Pacific Northwest Curling Association
9. Wisconsin State Curling Association

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.

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:
 - i. 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.

- ii. The sum 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.
 - iii. 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).

REASON FOR CHANGE

Under the proposed new Membership Model, Regional Associations are no longer the "Members" of USA Curling. To ensure, however, that Regional Associations are represented on the Board of USA Curling, each Recognized Regional Association will be allocated Director representation according to the formula outlined in this Article.

Under the existing bylaws, the Grand National Curling Club is considered a Regional Association Member. It is hoped that the GNCC will opt to return to USA Curling and be added as a Recognized Regional Association under Section 6.3.

ARTICLE 7

EXISTING

Section 7.5. - Number

- a) All Member-elected and athlete-elected board directors shall 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 USA Curling 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 of USA Curling as provided for under the rules and regulations of USOPC for competing athletes, as the same may be amended from time to time.
- b) The Board of Directors shall consist of Member-Elected directors as set forth in Section 7.6, Independent directors as set forth in Section 7.8, and Athlete-Elected directors as set forth in Section 11.4.
- c) A person approved by the United States Women Curling Association as its representative/liaison shall be a director of the Board of Directors of USA Curling with both a voice and a vote.

Section 7.6. - Member-Elected Directors

- a) The three Member States and/or Regional Curling Association with the three (3) highest number of dues-paying Individual Curlers shall have one (1) Member-elected directors each. The remaining Member State/Regional Associations shall share three (3) director seats.
- b) Reallocation of Member-elected directors between and among the various Member Regional Associations shall occur periodically by the Secretary following adopted USA Curling Policies and approved by the Board.
- c) All Member-Elected Directors shall be elected, in session, at the annual Members' Assembly as described in USA Curling's Policy Manual.

Section 7.7 - Election of Member Directors

- a) The Member's Assembly shall annually elect members by majority vote to the Board of Directors corresponding to positions vacated. 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.
- b) Terms for newly elected board members become effective as of November 1st of the year elected.

NEW

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:
 - i) six (6) representatives of the Recognized Regional Associations (as set forth in Section 6.4);

- ii) up to three (3) Independent Directors; and
- iii) 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
- iv) 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, at least 60 days in advance of the Annual Members' Assembly for review by the Nominating and Governance Committee, 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.

REASON FOR CHANGE

With Regional Associations no longer the "Members" of USA Curling, it is important to clearly define Board population and how Recognized Regional Association representatives will populate it.

ARTICLE 10

EXISTING

Section 10.1 – Purpose

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. At this annual Members' Assembly, the Board of Directors through its Chair or designee shall provide a report on the activities of the Board of Directors and on the state of the affairs of USA Curling. At said meeting, the Chief Executive Officer or designee shall 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 7.7 of these bylaws and USA Curling policy. In addition, the various Members' Assembly operational committee groups shall make reports at said meeting as to the committees' activities.

NEW

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:
 - i. 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;
 - ii. 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.
 - iii. 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.
 - iv. The various standing and operational committees shall make reports of the committees' activities.
 - v. Members and other constituencies may be permitted to pose questions to the Chair and to the Chief Executive Officer;

REASON FOR CHANGE

To more clearly define the purpose of the Members' Meeting and the Members' Assembly, language was revised. While both will happen within the same weekend time frame, the Members' Meeting will be used for voting purposes and the Members' Assembly will be focused on programming to benefit the curling community.

EXISTING

Section 10.4. – Member's Vote

Regional Curling Associations, At-Large Clubs, and Member Clubs which are Members of USA Curling in good standing shall be entitled to vote at the meeting of the Members' Assembly in accordance with USA Curling policy. Athlete Representatives shall have a vote equal to one-third ($\frac{1}{3}$) of the total vote at all Member's Assembly meetings.

NEW

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:
 - i. 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.
 - ii. 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.
 - iii. 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) and (b) 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.
- e) 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.

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.

REASON FOR CHANGE

Revised for clarity. The new version provides more insight into the Athlete vote, and reflects the change in the proposed new Membership Model that makes Individual Members and their Member Clubs the voters at the Members' Meeting.