

# Governance 3.0 Highlights

- Update to the Mission statement
  - Purpose was simplified
  - USCA to USA Curling
- Article 4 – existing text was streamlined to match USOPC Bylaw template
- Section 7.17 Consent – updated to match USOPC Bylaw template
- Section 7.27 Confidentiality – updated to match USOPC Bylaw template and to single out the need
- Changed Board to Standing Committees
- 33% AAC representation
- Removed Executive Committee
- Members' Assembly – Section 10
  - Delegate must be a dues-paying member of both USA Curling and the organization they represent.
  - Simplified noticing procedures for future MA meetings
- Will to Shall
- Gender neutral



**Governance 3.0 Task Force Meeting Minutes**  
**Teleconference**  
**August 23, 2021**

1. Meeting Called to Order at 7:01pm ET
2. Present: Charles Brown, Alex Agre, Russ Lemke, Doug Potter, Courtney Schmidt, Marc Beyer, Gordon Maclean (Chair, recording)
3. Absent: Jeff Plush
4. Final review
  - a. The committee made final reviews of all policies and the bylaws.
  - b. Minor changes were accepted in those reviews.
5. Motion:
  - a. Motion by Potter to refer to the USA Curling Board, for their consideration, the following items for action as a single block: USA Curling Bylaws (revision dated Aug 27, 2021), along with Policies 21-02 through 21-13, of which Policy 21-02 will replace existing Policy 19-04, Policy 21-13 will replace existing Policy 19-05, the remainder being new policies.
  - b. Motion seconded by Lemcke.
  - c. Motion passes on a unanimous voice vote.
6. The items passed are appended to these minutes, along with a redline version of the bylaws.
7. The Chair expresses his greatest admiration of the Governance 3.0 Task Force members for their dedication and work throughout this process. This was no small undertaking, and every member played a significant part in seeing it to completion.
8. Meeting adjourned at 7:50pm ET.



## PREFACE - DEFINITIONS

### 10-Year Athlete

An athlete who has represented the United States in a Delegation Event, World Championships, or another event designated by the USOPC (together with the AAC) and the relevant NGB (together with that NGB's athlete advisory council) as an elite- level event for purposes of this definition, within the previous 10 years.

### 10-Year+ Athlete

An athlete who has represented the United States in a Delegation Event, World Championships, or another event designated by the USOPC (together with the AAC) and the relevant NGB (together with that NGB's athlete advisory council) as an elite- level event for purposes of this definition, but not within the previous 10 years.

### Athlete-Elected Representative

In the context of an Athlete-Elected position shall have the meaning as set forth in the [USOPC's bylaws](#), as amended from time to time.

### Athletes' Advisory Council

The entity established and maintained under §220504(b)(2)(A) of the [Ted Stevens Act](#) that is composed of and elected by amateur athletes to ensure communication between the USOPC and currently active amateur athletes and serves as a source of amateur-athlete opinion and advice for policies and proposed policies of the corporation.

### At-Large Club

A curling club that does not belong to any Regional Curling Association.

### Curling Club

A group of Individual Curlers sharing use of a dedicated or non-dedicated ice facility or playing on natural ice or temporary ice surfaces and who play in organized leagues or other events. A club that lacks a curling facility shall 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 shall also refer to other entities offering curling programs that are members of USA Curling.

### Good Standing

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 USA Curling in the relevant fiscal year and for all prior fiscal years.

### Governance Position

A position on any standing committee or a member-elected board member of the USA Curling, or a position on the board or board-elected member of a committee of the USOPC or the WCF or a Regional Curling Association.

### Individual Curler

Any person who is recognized as a dues paying member of a curling club or using the facilities of a curling club on a regular fee-paying basis, which curling club is a Member of the USA Curling and for whom USA Curling dues are paid; or an individual who pays dues directly to the USA Curling separately from any member club or facility.

### NGB

A National Governing Body of the United States Olympic and Paralympic Committee

### Protected Individual

As defined by the [Ted Stevens Act](#), any amateur athlete, coach, trainer, manager, administrator, or official associated with the USOPC or an NGB.

### Regional Curling Association or Regional Association

An association of curling clubs conducting programs that are statewide or regional in scope.

### Retaliation

As defined by the [Ted Stevens Act](#), any adverse or discriminatory action, or the threat of an adverse or discriminatory action, including removal from a training facility, reduced coaching or training, reduced meals or housing, and removal from competition, carried out against a protected individual as a result of any communication, including the filing of a formal complaint, by the protected individual or a parent or legal guardian of the protected individual relating to the allegation of physical abuse, sexual harassment, or emotional abuse, with the US Center for SafeSport; a coach, trainer, manager, administrator, or official associated with the USOPC; the United States Attorney General; a federal or state law enforcement authority; the Equal Opportunity Employment Commission; or Congress. Note: While the legal definition includes reporting physical abuse, sexual harassment, or emotional abuse, it does not limit retaliation to only this type of communication/disclosure. Retaliation is prohibited broadly with requirements noted throughout the NGB Compliance Standards in the following areas; Whistleblower and Anti-Retaliation Policy, Conflicts of Interest Policy, Code of Conduct, Selection Procedures, and Grievance Procedures.

### Ted Stevens Act

The [Ted Stevens Olympic and Amateur Sports Act](#), as amended.

### USADA

The United States Anti-Doping Agency

### US Center for SafeSport

The [U.S. Center for SafeSport Policies and Procedures](#)

### USOPC

The United States Olympic and Paralympic Committee

### WCF

The World Curling Federation

## ARTICLE 1

### NAME AND STATUS

#### Section 1.1. - Name

The name of this corporation shall be United States Curling Association, Inc., doing business as USA Curling. USA Curling may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

#### Section 1.2. - Non-Profit Status

USA Curling is a non-profit corporation incorporated and licensed pursuant to the laws of the State of Wisconsin, and except as otherwise provided herein, the [Statutes of the State of Wisconsin](#) shall apply to these bylaws and the governance of the Corporation. USA Curling shall be operated for charitable and educational purposes, and it shall also have as its purpose to foster national, and international amateur sports competition in the sport of curling. USA Curling shall operate consistent with and shall maintain a tax-exempt status in accordance with Section 501(c)(3) of the Internal Revenue Code, as amended.

## **ARTICLE 2**

### **OFFICES**

#### Section 2.1. - Principal Offices

The principal office of the USA Curling shall initially be in Stevens Point, Wisconsin. USA Curling may at any time and from time to time change the location of its principal office. USA Curling may have such other offices, either within or outside Wisconsin, as the Board of Directors may designate or as the affairs of USA Curling may require from time to time.

#### Section 2.2. - Registered Office

The registered office of USA Curling required by the Wisconsin Nonprofit Corporation Act shall be maintained in Wisconsin. The registered office may be changed from time to time by the Board of Directors. The registered office may be, but need not be, the same as the principal office.

## **ARTICLE 3**

### **MISSION**

#### Section 3.1. - Mission

The mission of USA Curling is to grow, strengthen, and advocate for the Olympic and Paralympic sport of Curling in the United States by prioritizing accessibility and programmatic development from grassroots to podium.

#### Section 3.2. – Purpose

The purpose of the Corporation is to promote the sport of curling and to unite the curling organizations located within the territorial limits of the United States of America and engage in any lawful activity for which corporations may be formed.



## ARTICLE 4

### RECOGNITION AS NATIONAL GOVERNING BODY

#### Section 4.1. - Recognition as a National Governing Body

The USA Curling shall seek and attempt to maintain certification by the USOPC as the NGB for the sport of curling in the United States. In furtherance of that purpose, the USA Curling shall comply with the requirements for certification as a NGB as set forth in the [Ted Stevens Act](#) (36 U.S.C. §§ 220501 – 220543220543) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements, the USA Curling shall:

#### a) Governance and Compliance.

- i. fulfill all responsibilities as an NGB as set forth in the [Ted Stevens Act](#).
- ii. adopt and maintain governance and athlete representation policies complying with the requirements of these bylaws
- iii. adopt and maintain an Athletes Advisory Council as a part of its overall governance structure
- iv. adopt and maintain appropriate good governance practices
- v. be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code
- vi. adopt and enforce a code of conduct for its employees, members, board of Directors, and officers, including clear conflicts of interest principles
- vii. adopt and enforce ethics policies and procedures
- viii. demonstrate an organizational commitment to diversity and inclusion
- ix. satisfy such other requirements as are set forth by the corporation

#### b) Financial Standards and Reporting Practices.

- i. demonstrate a financial operational capability to administer its sport
- ii. be financially and operationally transparent and accountable to its members and to the corporation
- iii. adopt a budget and maintain accurate accounting records in accordance with accounting principles generally accepted in the United States of America (GAAP)
- iv. submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the corporation annually
- v. post on its website its current bylaws and other organic documents, its IRS Form 990 for the three most recent years, and its audited financial statements for the three most recent years
- vi. satisfy such other requirements as are set forth by the corporation

#### c) Athlete Safety.

- i. comply with all applicable athlete safety and child protection laws
- ii. comply with the policies and requirements of the USCSS
- iii. maintain and enforce an athlete safety program consistent with the policy(ies) and standards directed by the corporation

- iv. comply with the anti-doping policies of the corporation and with the policies and procedures of USADA
- v. satisfy such other requirements as are set forth by the corporation

d) Sport Performance.

- i. maintain and execute a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence and in growing the sport
- ii. establish clear athlete, team, and team official selection procedures approved by a Designated Committee (as that term is defined in [USOPC Bylaws Section 8.5.1](#)) and by the corporation, for Delegation Event teams as applicable, and timely disseminate such procedures to the athletes and team officials
- iii. effectively conduct, in accordance with such selection procedures, a selection process, including any trials (as approved by the corporation), to select athletes for Delegation Event teams
- iv. competently and timely recommend to the corporation athletes, teams, and team officials for Delegation Event teams as applicable
- v. maintain and implement effective plans for successfully training Delegation Event athletes
- vi. satisfy such other requirements as are set forth by the corporation

e) Operational Performance.

- i. demonstrate a managerial capability to administer its sport
- ii. obtain and keep current insurance policies in such amount and for such risk management as appropriate
- iii. actively seek, in good faith, to generate revenue in addition to any resources that may be provided by the corporation, sufficient to achieve financial sustainability
- iv. maintain and enforce grievance procedures that provide for prompt and equitable resolution of grievances and fair notice and an opportunity for a hearing before declaring an individual ineligible to participate;
- v. adopt a whistleblower and anti-retaliation policy;
- vi. cooperate with the corporation in preventing the unauthorized use of the names and trademarks of the corporation, the words “Olympic,” “Paralympic,” and “Pan American,” and their derivatives, as well as their symbolic equivalents satisfy such other requirements as are set forth by the corporation

4.2. National Governing Body SafeSport and Anti-Doping Obligations.

a. Compliance with the USOPC and [US Center for SafeSport](#).

As a member NGB of the USOPC, the USA Curling shall adhere to the athlete safety rules and regulations of the USOPC. Additionally, [USOPC Bylaw Section 8.7\(l\)](#) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the [US Center for SafeSport](#) as that organization. The current safe sport rules, policies and procedures are available at the offices of USA Curling or on-

line at the following website: [www.safesport.org](http://www.safesport.org). USA Curling also shall adopt and maintain athlete safety policies and procedures consistent with the [US Center for SafeSport](#)'s rules, policies, and procedures, as they may be modified or amended from time to time. USA Curling's current athlete safety rules, policies, and procedures are available at the offices of USA Curling or on-line at the following website: <https://www.usacurling.org/safesport>.

b. Compliance with the USOPC and USADA Rules and Regulations.

As a member NGB of the USOPC, USA Curling shall adhere to the anti-doping rules and regulations of the USOPC. Additionally, [USOPC Bylaw Section 8.7\(k\)](#) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations. The USOPC has designated USADA as that organization. The current anti-doping rules, policies and procedures are available at the offices of USA Curling or on-line at the following website: <http://www.usada.org>.

Section 4.3. – Binding Arbitration

USA Curling hereby agrees to submit to binding arbitration in any controversy involving its recognition as a National Governing Body for the sport of curling, as provided for in the bylaws of the USOPC.

Section 4.4. - Bill of Rights

Notice, and an opportunity for a hearing, shall be given to any athlete, coach, trainer, manager, administrator, or official before finally declaring such individual ineligible to participate as set forth in Article 15.

## **ARTICLE 5**

### **MEMBERS**

#### Section 5.0 – Temporary Novel Covid-19 Pandemic Provisions

*Note: This section was adopted with the proviso that it shall become null and void on January 1, 2022 and removed from this document without further action.*

While this Section remains in effect, the following conditions shall apply:

- a) The requirements and penalties set out in USA Curling's Policy Manual shall not apply to any member club as defined in Section 5.1 that is unable to open or operate due to the novel Covid-19 pandemic.
- b) No penalty shall accrue to any Regional Association as the result of any individual member club meeting the status defined in Section 5.0.a, nor shall those individual member club's status be considered in any other actions related to USA Curling's Policy.
- c) Any member club which received full USA Curling membership by vote at Annual Members' Assemblies in or after 2018 and meets the conditions detailed in Section 5.0.a. shall maintain its USA Curling dues discount status as of January 2021.

#### 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.

#### Section 5.2. - Membership Requirements and Dues

Membership in USA Curling is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements, which may include background checks and SafeSport education and training, and dues as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of payment

of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full. For details on USA Curling membership application requirements, election to membership, and dues, please refer to USA Curling Policies Manual.

### 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 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.

### Section 5.4. Membership SafeSport and Anti-Doping Obligations.

As a condition of membership in USA Curling and a condition for participation in any competition or event sanctioned by USA Curling or its member organizations, each USA Curling member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in USA Curling or USA Curling events (whether or not an USA Curling member), agrees to comply with and be bound by the SafeSport rules, policies and procedures of the [US Center for SafeSport](#) and to submit, without reservation or condition, to the jurisdiction of the [US Center for SafeSport](#) for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time, to the extent the alleged violation falls within the jurisdiction of the [US Center for SafeSport](#). Each USA Curling member and each athlete, coach, trainer, agent, athlete support personnel, medical personnel, team staff, official and other person who participates in USA Curling or USA Curling events (whether or not an USA Curling member) also agrees to comply with and be bound by the athlete safety rules, policies and procedures of USA Curling, and to submit, without reservation or condition, to the jurisdiction of USA Curling for the resolution of any alleged violations of the [US Center for SafeSport's](#) rules or of USA Curling's rules that do not fall within the [US Center for SafeSport's](#) exclusive jurisdiction and over which the [US Center for SafeSport](#) declines to exercise discretionary jurisdiction. To the extent any USA Curling rule is inconsistent with the rules of the [US Center for SafeSport](#), such rule is hereby superseded.

It is the duty of members of USA Curling to comply with all anti-doping rules of the [World Anti-Doping Agency \(WADA\)](#), the WCF and of [USADA](#), including the [USADA Protocol for Olympic and Paralympic Movement Testing \(USADA Protocol\)](#) and all other policies and rules adopted by the WCF, USADA and the USOPC, including the [USOPC National Anti-Doping Policy](#). Athlete members agree to submit to drug testing by the WCF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that a member may have committed an anti-doping rule violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the WCF if applicable or referred by USADA.

It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the [World Anti-Doping Code](#)), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, Paralympic Sport Organization, or High Performance Management Organization, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USA Curling, inclusion in the Registered Testing Pool, or otherwise subject to the [World Anti-Doping Code](#) to comply with all anti-doping rules of WADA, the WCF, the USOPC, and of the USADA, including the [USADA Protocol](#) and all other policies and rules adopted by WADA, the WCF and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the WCF, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the WCF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

#### Section 5.5. - Transfer of Membership

A Member may not transfer its membership in USA Curling. A Member shall have no ownership rights or beneficial interests of any kind in the property of USA Curling.

## ARTICLE 6

### REGIONAL ASSOCIATIONS

#### 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.

## ARTICLE 7

### BOARD OF DIRECTORS

#### Section 7.0 – Temporary Novel Covid-19 Pandemic Provisions

*Note: This section was adopted with the proviso that it shall become null and void on January 1, 2022, and removed from this document without further action.*

While this Section remains in effect, the Member-Elected Director's seat reallocation as detailed in Regional, At-Large Club, Member Club, and Affiliated Organization Policies and Procedures shall be suspended. The next Member-Elected Director's seat reallocation shall occur in the next odd-numbered year following this section's nullification.

#### Section 7.1. - General Powers

Except as otherwise provided in these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USA Curling shall be managed by, its Board of Directors, also referred to herein as the "Board".

#### Section 7.2. - Function of the Board

- a) The USA Curling Board of Directors shall represent the interests of the curling community and its athletes in the United States by providing USA Curling with policy, guidance, and strategic direction. The Board shall provide oversight and direction to the management of USA Curling and its affairs. The day-to-day operational responsibilities of USA Curling shall be the responsibility of the CEO. As a paramount duty, the Board shall select a well-qualified and ethical Chief Executive Officer and diligently oversee the Chief Executive Officer in the operation of USA Curling. The Board shall focus on long-term objectives and impacts rather than on day-to-day management. The Board shall empower the Chief Executive Officer to manage a staff-driven organization supported by volunteers with effective Board oversight. The Board shall maintain a separate Board of Directors Policy document.
- b) In addition, the Board shall perform the following specific functions, without limitation by enumeration:
  - i) implement procedures to orient new Board directors, to educate all Board directors on the business and governance affairs of USA Curling, and to evaluate Board performance.
  - ii) select, compensate, and evaluate the Chief Executive Officer and plans for management succession;
  - iii) review and approve USA Curling's strategic plan and the annual operating plan, budget, business plans, and corporate performance;
  - iv) set policy and provide guidance and strategic direction to management on significant issues facing USA Curling;
  - v) review and approve significant corporate actions;
  - vi) oversee the financial reporting process, communications with Members, athletes, and other constituents, and USA Curling's legal and regulatory compliance program;
  - vii) oversee effective corporate governance;



- viii) approve capital structure, financial strategies, borrowing commitments, and long- range financial planning;
- ix) review and approve financial statements, annual reports, audit, and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- x) monitor to assure USA Curling's assets are being properly protected;
- xi) monitor USA Curling's compliance with laws and regulations and the performance of its broader responsibilities;
- xii) design and support and active fundraising program for USA Curling.
- xiii) ensures that USA Curling adopts and maintains athlete safety rules, policies and procedures that comply with the requirements of the USOPC and [US Center for SafeSport](#).

### Section 7.3. - Diversity of Discussion

USA Curling's Board shall be sensitive to the desirability of diversity at all levels of USA Curling, including among its athletes. The Board shall develop and implement a policy of diversity at all levels of USA Curling, supported by meaningful efforts to accomplish that diversity. The Board shall develop norms that allow and encourage open discussion and allow and encourage the presentation of differing views.

### Section 7.4. - Qualifications

- a) Each director of the Board of Directors must be a citizen of the United States and eighteen (18) years of age or older.
- b) A director shall
  - i) have the highest personal and professional integrity,
  - ii) have demonstrated exceptional ability and judgment, and
  - iii) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USA Curling.

Directors shall possess the highest personal values, judgment, and integrity, understanding of athletic competition and the Olympic ideals, understanding of the responsibilities and obligations of a NGB for the Olympic sport of curling, and as a group have diverse experience in the key business, financial, and other challenges that face USA Curling, from time to time. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, legal and sport.

### 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.

#### Section 7.8. – Independent Directors

The Independent Director must maintain an independent perspective by maintaining the following requirements for their entire term and any successive term with the exception of holding any governance role in USA Curling or WCF and including any reimbursement of expenses related thereto.

There shall be at least one (1) and a maximum of three (3) Independent directors.

Through its Nominating and Governance Committee, the Board shall affirmatively decide as to the independence of each Director and disclose those determinations. Under the definition of "independence" adopted by the Board, an Independent Director shall be determined to have no material relationship with USA Curling, either directly or through an organization that has a material relationship with USA Curling. A relationship is "material" if, in the judgment of the Nominating and Governance Committee, it would interfere with the Director's independent judgment. To assist it in determining whether a Director is independent, the Board shall adopt the guidelines set forth below, which shall be applied on a case-by-case basis by the Nominating Committee.

A Director shall not be considered independent if, within the preceding five (5) years:

- a. the Director was employed by or held any governance position (whether a paid or volunteer position) with USA Curling, the World Curling Federation, or any sport family entity of curling;
- b. an immediate family member of the Director was employed by or held any governance position (whether a paid or volunteer position) with USA Curling, the World Curling Federation, or any

- sport family entity of curling;
- c. the Director was affiliated with or employed by USA Curling's outside auditor or outside counsel;
  - d. an immediate family member of the Director was affiliated with or employed by USA Curling's outside auditor or outside counsel as a partner, principal, or manager;
  - e. the Director was a member of USA Curling's Athletes' Advisory Council;
  - f. the Director was a member of any constituent group with representation on the Board;
  - g. the Director receives any compensation from USA Curling, directly or indirectly;
  - h. the Director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Curling;
  - i. the Director is a member of the NGB in a membership category that participates in competitions;  
or
  - j. the Director is the parent or close family member of an athlete or member of USA Curling.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a Director is independent, shall be made by the Nominating and Governance Committee.

#### Section 7.9. - Tenure

The term of office for a director of the Board of Directors, whether member, board, or athlete elected, shall be two (2) years. However, a director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability, or death.

#### Section 7.10. - Staggered Board

Directors of the Board shall be elected/selected so as to implement a staggered Board system.

#### Section 7.11. - Term Limits

- a) No director of the Board of Directors shall serve more than four (4) consecutive terms.
- b) When a director is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, and the remaining term is one (1) year or more, such term shall constitute a full term. Thus, if the vacancy being filled is for one (1) or more years, then the maximum consecutive term is three (3) additional two-year terms immediately following the termination of the current term. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the director shall be able to serve four (4) additional full consecutive terms following completion of the filled vacancy term.

#### Section 7.12. - Director Attendance

Directors of the Board of Directors shall attend in person all regularly scheduled Board meetings. During the Director's term, Directors shall be required to attend in person or by electronic means no less than one-half (½) of all regularly scheduled Board meetings upon penalty of sanctions by the Board.

#### Section 7.13. - Resignation, Removal and Vacancies

- a) A director's position on the Board of Directors shall be declared vacant upon the director's resignation, removal, incapacity, disability, or death. Any director may resign at any time by giving written notice to the Board Chair, except the Chair's resignation shall be given to the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- b) A director shall be subject to sanction or removal by the Board if the director fails to attend at least one-half ( $\frac{1}{2}$ ) of the regular meetings of the Board during any consecutive twelve (12) month period. Said absent director may be removed or sanctioned only by an affirmative vote of at least two-thirds ( $\frac{2}{3}$ ) vote of the Board, not including the vote of the absent director.
- c) A director may be removed for cause after being provided an opportunity for the director to be heard by the Board. Removal shall be upon an affirmative vote of at least two-thirds ( $\frac{2}{3}$ ) vote of the Board, excluding the vote of the director in question. The Ethics Committee shall develop guidelines for violations that may be considered as cause for removal and present those guidelines to the Board for approval.
- d) Prior to the Board hearing on any request for removal for cause, a complaint shall first be filed with the Ethics Committee. The complaint shall be in the form and the substance as determined by the Ethics Committee. A copy of said complaint shall also be provided to the director, against whom said complaint is made. The Ethics Committee or its designee shall investigate the facts independently from that presented in the complaint. All parties shall cooperate with said investigation. The Ethics Committee shall present its findings based upon its investigation to the Board at the hearing to be held by the Board on the complaint. The hearing held by the Board on said complaint shall, as applicable, be pursuant to the provisions as set forth in the USA Curling Athletes Ombuds Policy. Unless otherwise required by the [Ted Stevens Act](#), as amended from time to time and/or the [USOPC bylaws](#), as amended from time to time, there shall be no appeal to the USOPC. The hearing held by the Board shall be on no less than thirty (30) days advanced notice.
- e) In lieu of removal of a director, the Board may, after the hearing, issue other sanctions including a private or public censure, removing said director from membership on any committees or suspending the voting privileges of said director.
- f) If a director is temporarily unable to fulfill the director's duties, as determined by the Board upon two-thirds ( $\frac{2}{3}$ ) vote of the Board or at said Director's written declaration, then an acting director may be elected to assume said duties, at the discretion of the Board. The acting director shall serve until the Director is capable to resume the director's duties as determined by the Board upon two-thirds ( $\frac{2}{3}$ ) vote, or until the term of said Director ends, whichever occurs first.
- g) Any vacancy occurring in the Board shall be filled as set forth for the election of the same type of director. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.
- h) No director shall be subject to removal or to not being re-nominated based on how the director voted as a director unless such voting is in violation of USA Curling's Code of Ethics. The same rules and procedures shall apply to resignation, removal, and vacancy in the office of Chair.
- i) After a hearing before the Board and upon a vote of two-thirds ( $\frac{2}{3}$ ) of the Board, excluding the director in question, if an independent director is no longer considered independent pursuant to Section 7.8, then said director shall immediately be removed as a director.

#### Section 7.14. - Regular and Special Meetings

The Board of Directors shall meet at regularly scheduled meetings at least four (4) times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the directors of the Board.

#### Section 7.15. - Notice of Meetings

- a) Notice of each meeting of the Board of Directors stating the date, time, and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each director of the Board by or at the direction of the Board Chair. Notice shall be given in writing. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose), to the director's facsimile telephone number or to the director's email address. Written notice shall be delivered no fewer than twenty (20) days before the date of the meeting, except if the notice is of a special meeting. Notice of special meeting shall be delivered no fewer than ninety-six (96) hours before the date and time of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete.
- b) A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### Section 7.16. - Quorum

The presence of a majority of the directors of the Board of Directors at the commencement of any meeting shall constitute a quorum for the transaction of business. The act of a majority of directors in attendance at the meeting shall constitute the act of the Board unless the bylaws require otherwise. Quorum shall not be lost if during the meeting one or more directors leave.

#### Section 7.17. - Consent

- a) 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 shall be deemed to have waived the right to demand that action not be taken without a meeting. Said document may be delivered by facsimile, electronic means, or mail.

The act of a majority of Directors on the Board present at a duly called meeting in which a quorum is established shall constitute an act of the Board.

The unanimous written or electronic consent of all Directors on the Board shall also constitute an act of the Board.

Section 7.18. - Voting by Proxy.

No director may vote or act by proxy at any meeting of directors.

Section 7.19. - Presumption of Assent

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken is presumed to have assented to the action taken unless such director's dissent or abstaining shall be entered in the minutes of the meeting or unless the director files a written dissent or abstaining to such action with the individual acting as the Secretary of the Board before the adjournment of the meeting forwards such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7.20. - Transacting Business by Mail, Electronic Mail, Telephone or Facsimile

The Board shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile.

Section 7.21. - Agenda

The Chair, in consultation with the Chief Executive Officer and the Chairs of the standing committees, shall determine the agenda for Board meetings. Directors shall be permitted to request items for inclusion on the agenda for Board meetings.

Section 7.22. - Questions of Order and Board Meeting Leadership

Questions of order shall be decided by the Board Chair or the parliamentarian for the meeting, if appointed by the Chair. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair shall designate in writing in advance one (1) other member of the Board to preside. If the Chair is unable to make or has not made such a designation, the Board may choose at the commencement of the meeting another member of the Board to serve as presiding officer for that meeting.

Section 7.23. - Effectiveness of Actions

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the bylaws or when a definite effective date is recited in the record of the action taken.

#### Section 7.24. - Open and Closed Meeting Sessions

Ordinarily, all meetings of the Board of Directors shall be open to representatives of Members, and where appropriate, the public. However, if the Board Chair, with the consent of a majority of the directors of the Board in attendance, deems it appropriate to exclude the public at an open meeting for any reason, then the Chair may declare that the meeting is closed. Also, if the Board Chair, with the consent of the majority of the directors of the Board in attendance, deems it is appropriate to exclude representatives of Members in order to convene a closed session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or any other sensitive matter, the Chair may exclude all representatives of Members and public and specifically designate and call a closed session.

#### Section 7.25. - Minutes of Meetings

The minutes of all meetings of the Board of Directors shall be published on USA Curling's website. Every reasonable effort shall be made to publish draft minutes within thirty (30) days after completion of the meeting and republished as final within fifteen (15) days of their approval.

#### Section 7.26. - Compensation

Directors of the Board shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USA Curling's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA Curling in any other capacity. Athlete Directors, however, shall be entitled to obtain compensation from USA Curling in connection with their capacity as athletes, including, all benefits to which all Elite Athletes are eligible.

#### Section 7.27 – Confidentiality

All directors shall maintain confidentiality for all items deemed confidential by the Board

## **ARTICLE 8**

### **OFFICERS**

#### Section 8.1. – Designation

The officers of USA Curling shall be a Board Chair, a Vice-Chair, a Treasurer, and a Secretary.

#### Section 8.2. - Election/Selection

The Chair and Vice-Chair shall be elected from among the directors of the Board at a meeting of the Board of Directors. Recognizing the significance of the Chair in international matters, the Chair shall exercise ceremonial or representational functions in the international context, but the Chief Executive Officer, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to the WCF and the USOPC.

The CEO shall designate one (1) member of the staff or a volunteer to serve as USA Curling's corporate Secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings. The CEO shall designate one (1) member of the staff or a volunteer to serve as USA Curling's Treasurer and to handle the ministerial function required by that position under corporate law.

#### Section 8.4. – Term and Tenure

- a) The newly elected Chair shall take office immediately. The Chair shall hold office until the Chair's successor is elected and qualified, or until the Chair's earlier resignation, removal, incapacity, disability, or death.
- b) The newly elected Vice-Chair will take office immediately. The Vice-Chair will hold office until the Vice-Chair's successor is elected and qualified, or until the Vice-Chair's earlier resignation, removal, incapacity, disability, or death-
- c) The term of the Chair shall be two (2) years. Over a maximum term limit as a director, no individual shall serve as Chair for more than two (2) terms
- d) The term of the Vice-Chair shall be two (2) years. Over a maximum term limit as a director, no individual shall serve as Vice-Chair for more than two (2) terms
- e) When a new Chair or Vice-Chair is elected to fill a vacancy because of the resignation, removal, incapacity, disability, or death of either, and the remaining term is one (1) year or more, such term shall constitute a full term. Thus, if the vacancy being filled is for one (1) or more years, then the maximum term is one (1) additional two-year terms. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the new chair shall be eligible to serve two (2) additional full terms following completion of the filled vacancy term.
- f) The term of office of the Secretary, the Treasurer is unlimited. If a staff member is the Secretary or Treasurer, the staff member may hold office until their employment by USA Curling ends. A staff member or volunteer as the Secretary or Treasurer shall hold office until the CEO designates a different individual to serve as Secretary or, Treasurer or until the same's earlier resignation, removal by the CEO, incapacity, disability, or death. In any circumstance in which the CEO has not designated a staff member or volunteer to serve as either Secretary or Treasurer, the Board of



Directors may select a Director of the Board or other individual to serve as Secretary or Treasurer.

#### Section 8.5. - Authority and Duties of Officers

The officers of USA Curling shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

- a. Board Chair. The Chair shall: (i) set all meeting and meeting agendas, (ii) preside at all meetings of the Board, (iii) see that all Board Commitments, resolutions, and oversight are carried into effect and (iv) exercise such powers and perform such other duties as from time to time may be assigned by the Board.
- b. Vice-Chair. Vice-Chair will do such duties as assigned by the Board Chair.
- c. Treasurer. The Treasurer shall: (i) have general oversight of the financial affairs of USA Curling, including preparation of the annual budget, (ii) ensure the preparation of USA Curling's financial reports on an annual or more frequent basis; (iii) present financial reports to the Board as the Board may request; (iv) ensure that an annual audit is conducted of USA Curling, and (v) in general, perform all duties incident to the office of Treasurer.
- d. Secretary. The Secretary shall: (i) Keep the minutes of the proceedings of the Board and ensure that such meetings are published to USA Curling's website; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records; (iv) perform all duties incident to the office of Secretary.

#### Section 8.6. - Restrictions

Officers of USA Curling shall perform their functions with due care. No individual may serve simultaneously as an officer of USA Curling and as an officer of a Member of USA Curling or as an officer of another amateur sports organization that is recognized by the USOPC as a NGB.

#### Section 8.8. - Resignation, Removal and Vacancies

- a) An officer's position with USA Curling may be declared vacant upon the officer's resignation, removal, incapacity, disability, or death. The Chair may resign at any time by giving written notice to the Chief Executive Officer.
- b) The Chair or Vice-Chair may be removed for cause upon the affirmative vote of at least two-thirds ( $\frac{2}{3}$ ) of the total vote of the Board (excluding the vote of the director in question). The Chair or Vice-Chair may also be removed not for cause upon the affirmative vote of at least three-fourths ( $\frac{3}{4}$ ) of the total vote of the Board (excluding the vote of the director in question).
- c) Any vacancy occurring in the Chair or Vice-Chair shall be filled by the Board, by majority vote. A Chair or Vice-Chair elected to fill a vacancy will be elected for the unexpired term of such Chair's or Vice-Chair's predecessor in office.
- d) The Secretary or Treasurer may resign at any time by giving written notice to the CEO. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in the office of Secretary or Treasurer shall be filled by the CEO.

### Section 8.9. - Acting Officer

If the Chair, Vice-Chair, or any other officer of USA Curling is temporarily unable to fulfill their duties, as determined by the Board of Directors upon two-thirds ( $\frac{2}{3}$ ) vote of the Board, or at said officer's written declaration, then an acting officer shall be determined to assume said duties. If the officer is the Chair or the Vice-Chair, the acting officer shall be elected by the majority of the Board.

The acting Chair or acting Vice-Chair shall serve until the Chair or Vice Chair is capable to resume to their duties as determined by the Board upon two-thirds ( $\frac{2}{3}$ ) vote or the term of said office ends, whichever occurs first.

All other acting officers shall be appointed by the CEO and shall serve until the officer is capable to resume their duties as determined by the CEO or the term of office ends, whichever occurs first.

### Section 8.10. – Compensation

The Chair and the Vice-Chair shall not receive compensation for their service, although the reasonable expenses of the Chair and Vice-Chair may be paid or reimbursed in accordance with USA Curling's policies. The Chair and Vice-Chair are disqualified from receiving compensation for services rendered to or for the benefit of USA Curling in any other capacity.

To the extent the Secretary and/or the Treasurer is a designated member of USA Curling's staff, the Secretary and/or Treasurer shall be entitled to regular compensation in connection with their employment with USA Curling and may be provided additional compensation for service as Secretary and/or Treasurer.

## ARTICLE 9

### STANDING COMMITTEES

#### Section 9.1. - Designation

- a) USA Curling shall have the following standing committees: An Audit/Finance Committee, a Human Resources Committee, a Judicial Committee, an Ethics Committee, and a Nominating/Governance Committee. Said committees shall report to the Board of Directors.
- b) The Chair may appoint advisory task forces as the Chair believes appropriate. The Chair shall define narrowly the mission deliverable of such task force. The decision to appoint or not appoint and to terminate such task force shall be exclusively the Chair's.
- c) The Chair shall be an ex officio member of all standing committees.

#### Section 9.2. - Assignments

The Audit/Finance Committee, Human Resources Committee, Judicial Committee, Ethics Committee, and Nominating/Governance Committee, hereinafter referred to as "Standing Committees," shall have their agendas developed by the Committee chair in consultation with the appropriate members of management and input from the directors. The standing committee members shall be expected to attend in person all regularly scheduled standing committee meetings. However, participation by telephone or other electronic means of communication shall be permitted. Each Committee chair of a standing committee shall make a report on the committee activity to the Board, as requested by the Board.

#### Section 9.3. – Committee Composition

- a) Membership in each of the standing committees shall have at least one-third ( $\frac{1}{3}$ ) athlete-elected representation.
- b) Membership on the Audit/Finance, Judicial, and Nominating/Governance Committees shall not exceed five (5) individuals. Membership on the Ethics and Human Resources Committees shall not exceed three (3) individuals.
- c) Membership in additional advisory task forces as referenced in Section 9.1.b shall be determined by the Chair.
- d) Any committee assignment calling for athlete member(s) to satisfy the standards for Independent Directors as set forth in these bylaws under Section 7.8, shall be adhered to as closely as possible, but the strict interpretation of that definition shall be waived if no athlete fully meets those standards.

#### Section 9.4. – Tenure

- a) The term for all standing committees shall be four (4) years, with the exception of the Human Resources Committee, which shall be two (2) years. A committee member shall remain on the committee until the committee member's successor is elected, or until the committee member's earlier resignation, removal, incapacity, disability, or death.

- b) The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of two (2) years.
- c) Standing Committee members shall be elected to staggered four (4) year or shorter terms. The Nominating and Governance Committee shall monitor Standing Committee member terms to maintain staggering.

#### Section 9.5. - Term Limits

- a) No standing committee member shall serve for more than two (2) consecutive terms on the same committee.
- b) For an initial standing committee member whose initial term is two (2) years or more, their time of service shall constitute a full term. That committee member would be eligible to serve one (1) additional four (4) year-term immediately following their initial term.

#### Section 9.6. - Resignation and Vacancies

- a) A standing committee member's position on a standing committee may be declared vacant upon the standing committee member's resignation, removal, incapacity, disability, or death. A standing committee member may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- b) Any vacancy occurring in a standing committee as a result of reasons listed above or USA Curling policy shall be filled by Chair of Board on an interim period until next election.

#### Section 9.7. - Procedures

- a) In due course, each standing committee shall have established procedures for conducting its business and affairs. Such procedures once established shall be published and made available on USA Curling's website.
- b) At the discretion of the chair of each standing committee, the standing committee shall have the authority to transact any of its business by electronic mail or other electronic means of communication.

#### Section 9.8. Minutes of Meetings.

Each committee and task force shall take minutes of its meetings.

#### Section 9.9. - Compensation

Standing committee members shall not receive compensation for their services as committee members. Reasonable expenses of standing committee members may be paid or reimbursed in accordance with USA Curling's policies. Standing committee members may receive compensation for services rendered to or for the benefit of USA Curling in any other capacity, provided the Board gives explicit approval.

#### Section 9.10. - Open and Closed Meeting Sessions

Ordinarily, all committee and task force meetings shall be open to USA Curling members. In the event the committee or task force chair, with the consent of a majority of the committee or task force members in attendance, deems it appropriate to exclude members at an open meeting for any reason, then the chair may (i) declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the committee or task force to non-members, with the consent of a majority of the members of the committee or task force in attendance.

#### Section 9.11. - Audit/Finance Committee

The Audit and Finance Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Audit and Finance Committee and its chair, all of whom shall be Directors of the Board. Athlete representatives shall be selected and approved according to Section 9.3. An Independent Director of the Board with financial experience shall be on the Audit and Finance Committee.
- b. The Audit and Finance Committee shall:
  1. be responsible, in cooperation with the Treasurer, the Chief Financial Officer, and Chief Executive Officer, for recommending the annual budget for operations of USA Curling, reviewing monthly financial statements, internal financial policies and procedures, and for making recommendations for investment of excess operating funds;
  2. recommend the independent auditors of USA Curling, review the report of the independent auditors and management letter, and recommend action as needed;
  3. investigate matters of financial controls and disclosure and such other matter as directed by the Board; and
  4. perform such other duties as assigned by the Board.

The Audit and Finance Committee shall periodically meet separately in executive session individually with management, USA Curling's financial staff, and USA Curling's outside auditor. In addition, the Audit and Finance Committee, or a designated representative of the Committee, shall meet with the outside auditor prior to the release of USA Curling's annual audited financial statements and tax filings, to review such materials.

#### Section 9.12. - Ethics Committee

The Ethics Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Ethics Committee and its chair, except that athlete representatives shall be selected and approved according to Section 9.3. Members of the Ethics Committee shall satisfy the standards of independence for Independent Directors as set forth in these bylaws Section 7.8. No Director of the Board shall be appointed to the Ethics Committee.
- b. The Ethics Committee shall –
  1. oversee implementation of, and compliance with, USA Curling's Code of Conduct and Conflict of Interest Policies;

2. report to the Board on all ethical issues;
3. develop, and review on an annual basis, a Conflict of Interest Policy for the Board, officers, staff members, committee and task force members, volunteers, and member organizations for adoption by the Board;
4. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
5. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USA Curling members;
6. review annual and periodic Conflict of Interest disclosure forms and determine if a conflict of interest exists as to any particular transaction, relationship, or matter involving USA Curling;
7. evaluate requests for approval under USA Curling's Gift and Entertainment Policy; and
8. perform such other duties as assigned by the Board.

The Ethics Committee shall determine whether a complaint submitted to it falls within its jurisdiction.

#### Section 9.13. - Judicial Committee

The Judicial Committee shall be appointed and have the responsibilities as follows.

- a. The Board of Directors shall appoint the members of the Judicial Committee and its chair, except that athlete representatives shall be selected and approved according to Section 9.3. Members of the Judicial Committee shall satisfy the standards of independence for "independent Directors" as set forth in these bylaws Section 7.8. No Director of the Board shall be appointed to the Judicial Committee.
- b. The Judicial Committee shall:
  1. administer and oversee all administrative grievances, right to compete matters, and disciplinary matters filed with USA Curling;
  2. administer and oversee all grievances related to any alleged violation of the [US Center for SafeSport](#)'s rules, policies, and procedures over which the [US Center for SafeSport](#) has not exercised jurisdiction, pursuant to the procedures set forth in USA Curling's Athletes Ombuds Policy;
  3. administer and oversee all grievances related to any alleged violation of USA Curling's Athlete Safety Policy over which the [US Center for SafeSport](#) has not exercised jurisdiction;
  4. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on Hearing Panels;
  5. appoint a panel of independent individuals to hear and render a decision, on grievances and disciplinary matters;
  6. if disinterested, sit on hearing panels; and
  7. perform such other duties as assigned by the Board.

#### Section 9.14. - Nominating/Governance Committee

The Nominating and Governance Committee shall be selected and have the responsibilities as follows:

- a. The Nominating and Governance Committees shall be selected as follows:
  1. one (1) individual selected by the previous Nominating and Governance Committee from that Committee, who shall be the Chair;
  2. one (1) individual who is independent as that term is defined in these bylaws and who is selected by the previous Nominating and Governance Committee;
  3. two (2) athletes selected and approved according to Section 9.3 of these bylaws; and
  4. one (1) individual who shall be selected from the other appropriate USA Curling membership groups as defined by USA Curling.
- b. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current member of the Board of Directors. Members of the Nominating and Governance Committee shall be precluded from serving as a Board Director or in any other USA Curling capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Governance Committee ends.
- c. The Nominating and Governance Committee shall:
  1. identify and evaluate prospective candidates for the Board;
  2. select individuals to serve on the Board as provided in these bylaws;
  3. recommend as requested by the Board individuals to serve on various committees and task forces;
  4. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
  5. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces;
  6. perform such other duties as assigned by the Board; and
  7. review the application of Board members for election by membership or a constituency to ensure eligibility of candidates in relation to these Bylaws, the [Ted Stevens Act](#) or USOPC regulation.
  8. Identify, evaluate, and present to the Board prospective candidates for positions of external representation.
- d. In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:
  1. the candidate's contribution to the effective functioning of USA Curling;
  2. any potential or impending change in the candidate's principal area of responsibility with their company or in their employment;
  3. whether the candidate continues to bring relevant experience to the Board;
  4. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
  5. the candidate's reputation for personal integrity and commitment to ethical conduct;
  6. whether the candidate has passed a mandatory background check and SafeSport training as/if required; and
  7. whether the candidate has developed any relationships with another organization, or other circumstances have arisen that might make it inappropriate for the Director to continue serving on the Board.
- e. The Nominating/Governance Committee shall consider and develop, as is necessary from time to time, proposed amendments to the bylaws of USA Curling together with developing and recommending to the Board for its consideration an annual self-evaluation process of the Board and its standing committees toward the end of maintaining effective governance structure.

Section 9.15. - Human Resources Committee

- a) The Human Resources Committee shall consist of three members who are directors, one of which shall be an athlete-elected representative. The Board Chair shall appoint these three (3) members and shall appoint the Chair of the committee from said three (3) members.
- b) Each of the Human Resources Committee members shall serve at the pleasure of the Chair. No committee member may serve more than two (2) consecutive two (2) year terms.
- c) Human Resources Committee shall:
  - i) review and recommend employee benefit programs;
  - ii) review and recommend compensation for the CEO;
  - iii) conduct an annual review of the job performance of the CEO; and
  - iv) perform such other duties as assigned by the Chair.



## **ARTICLE 10**

### **ANNUAL MEMBERS' ASSEMBLY**

#### 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.

#### Section 10.2. - Place

- a) The annual Members' Assembly shall 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 found in USA Curling policy.
  - iii) When the Members' Assembly is held with members meeting at a physical location and circumstances beyond their control prohibit delegates officially registered under USA Curling policy 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 shall constitute presence in person at the meeting.

#### Section 10.3. - Notice

Notice and agenda of any Annual or Special Members' Assembly meeting shall follow USA Curling policy timing and requirements.

#### 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.

### 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 shall be the President of the Member unless USA Curling is notified to the contrary in accordance with USA Curling policy.
- b) Athlete delegation votes are allocated among the delegates in accordance with USA Curling policy.
- c) No Member may hold proxies from other Members in addition to the Member's vote.
- d) No current member of the USA Curling Board of Directors may serve as a delegate to the Members' Assembly.
- e) Delegates assigned to represent any Regional, At-Large, or Member Club at any Annual or Special Meetings of the Members' Assembly must be dues-paying members of both USA Curling and the organization they represent.

### 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 USA Curling policy.

### Section 10.7. - Chair of the Meeting of Assembly

The Board Chair or their designee shall chair 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 Board Chair, 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 fifty percent (50%) of the total votes as last certified pursuant to USA Curling policy. At the discretion of the CEO, said Special Meeting may be held by means of teleconference.

### Section 10.9. - Authority and Duties of the Members' Assembly

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

- a) To propose and vote on Amendments to USA Curling bylaws as further set forth in Article 22;
- b) To present advisory proposals to the Board of Directors and/or the CEO regarding ways to improve communication between USA Curling and its Members, and ways to improve delivery of services to the Members.
- c) To elect Member-Elected directors to USA Curling Board in accordance with USA Curling policy.

## ARTICLE 11

### ATHLETES' ADVISORY COUNCIL

#### Section 11.1. Purpose

The USA Curling Athletes' Advisory Council shall be a forum to provide a comprehensive means of communication between athletes and USA Curling. The USA Curling Athletes' Advisory Council will lead, serve, and engage athletes to communicate the interests and protect the rights of athletes, and be a conduit to USA Curling. The USA Curling Athletes' Advisory Council shall:

- a) Serve as a vehicle for athlete engagement;
- b) Endeavor to protect the rights of athletes;
- c) Provide athlete feedback;
- d) Build and establish relationships among the athletes of USA Curling;
- e) Assist in identifying potential future athlete board representative candidates and introduce athletes to USA Curling's governance structure;
- f) Serve as SafeSport and USADA ambassadors and advocates; and
- g) Develop pathways for athletes within the structure of USA Curling.

#### Section 11.2. - Designation

USA Curling shall have an Athletes' Advisory Council consisting of no more than nine (9) individuals.

#### Section 11.3. - Qualifications

The requirements for USA Curling AACs are as follows:

- a) Paralympic vs. Olympic—At least two of the positions must be designated for Paralympic representation and account for gender equity.
- b) Both the USOPC AAC primary representative and the alternate are automatic members of USA Curling's AAC.
- c) All USA Curling AAC members must be 10-year athletes as defined in in [USOPC Bylaws Section 8.5.1\(a\)](#) (See Definition's Preface).
- d) Conflict of Interest: Athlete representatives must complete their NGB's conflict of interest disclosure form and provide the form to the NGB's Ethics Committee or follow the process outlined in USA Curling's Conflict of Interest Policy if the policy outlines a different process for reviewing and resolving conflict of interest disclosures.
- e) Other Disclosures: Athletes who wish to run for an NGB AAC position must disclose any felony convictions, any periods of ineligibility based on anti-doping or SafeSport violations.

#### Section 11.4. - AAC Representatives to USA Curling Board of Directors

The Athlete-Elected representatives to USA Curling Board of Directors are defined within the AAC Bylaws, Appendix A.

#### Section 11.5. - Athlete Members of Committees

Athlete Members of Committees are defined within the AAC Bylaws, Appendix A.

#### Section 11.6. - Procedures/Bylaws

The Athletes' Advisory Council shall establish such additional procedures and bylaws for conducting its business and affairs as said council may see fit, provided the same do not conflict with the bylaws of USA Curling and/or USOPC. Said procedures/bylaws shall be published and available on USA Curling's website.

#### Section 11.7. - Compensation

Athletes' Advisory Council members shall not receive compensation for their services as Athletes' Advisory Council members. USA Curling shall pay for the reasonable expenses of all members of the Athletes' Advisory Council to attend Athletes' Advisory Council meetings. In addition, USA Curling shall pay for the reasonable expenses of the athlete-elected Directors to attend USA Curling Board meetings. While members of USA Curling's Athletes' Advisory Council shall not receive compensation for their services as Athletes' Advisory Council members, they shall be entitled to obtain compensation from USA Curling in connection with their capacity as athletes, including, but not limited to, compensation in the form of Direct Athlete Support or in connection with Operation Gold. Each member of the Athletes' Advisory Council shall be bound by USA Curling's Conflicts of Interest Policy

#### Section 11.8 – Appointment/Election

Athlete Advisory Council members shall be elected or appointed as set forth in AAC's bylaws, as amended from time to time, which are attached hereto (Appendix A.)

## **ARTICLE 12**

### **USOPC ATHLETES' ADVISORY COUNCIL**

#### Section 12.1. Designation.

USA Curling shall have a representative and an alternate representative to the USOPC Athletes' Advisory Council (AAC).

#### Section 12.2. Qualifications.

To be eligible to serve on the USOPC Athletes' Advisory Council, athlete representatives must meet the qualifications set forth in the USOPC Athletes' Advisory Council Bylaws.

#### Section 12.3. Election.

Athlete representatives on the USOPC Athletes' Advisory Council shall be directly elected by athletes who are eligible to run.

USA Curling shall adopt and submit to the AAC, consistent with policies established by the AAC, a procedure whereby eligible athletes shall elect a representative and an alternate representative to the USOPC Athletes' Advisory Council.

The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.

The individual with the highest vote total shall be elected as the representative to the USOPC Athletes' Advisory Council. The individual with the second highest vote total is elected as the alternate representative to the USOPC Athletes' Advisory Council.

#### Section 12.4. Term.

The term for all representatives to the USOPC Athletes' Advisory Council shall be four (4) years, to start on January 1 of the year following the year in which the Summer Olympic Games is scheduled to be held, and end on December 31 of the year in which the next edition of Summer Olympic Games is scheduled to be held.

Any vacancies shall be filled immediately, or as soon as practicable.

#### Section 12.5. Term Limits.

No representative to the USOPC Athletes' Advisory Council shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

## **ARTICLE 13**

### **USOPC NATIONAL GOVERNING BODIES' COUNCIL**

#### Section 13.1. Designation.

USA Curling shall have a representative and an alternate representative to the USOPC National Governing Bodies' Council.

#### Section 13.2. Election/Selection.

The Chief Executive Officer shall be USA Curling's representative to the USOPC National Governing Bodies' Council. The Board Chair shall be USA Curling's alternate representative to the USOPC National Governing Bodies' Council.

## **ARTICLE 14**

### **CHIEF EXECUTIVE OFFICER**

#### Section 14.1. Designation.

USA Curling shall 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 shall not be a Director of the Board but shall be permitted and expected to attend Board meetings.

The Board shall hire and oversee the Chief Executive Officer, who shall be responsible as outlined below in Section 14.4, in addition to overseeing the hiring and firing of all staff and the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of USA Curling, determine the size and compensation of, hire and terminate the professional staff, in accordance with USA Curling compensation policies and guidelines (established by the Board).

#### Section 14.2. Tenure.

The Chief Executive Officer shall be employed by the Board of Directors for whatever term the Board deems appropriate. The Chief Executive Officer may be removed by the Board at any time, with or without cause, but removal shall not affect any contract rights of the Chief Executive Officer. If the Chief Executive Officer has a contract of employment with USA Curling, the contract shall provide that the Chief Executive Officer's employment may be terminated by the Board with or without cause.

The CEO may resign at any time by giving written notice to the Chair.

If required, an acting CEO shall be elected by the majority of the Board. The acting CEO shall serve until the CEO is capable to resume to their duties as determined by the Board upon two-thirds ( $\frac{2}{3}$ ) vote or the term of said office ends, whichever occurs first

#### Section 14.3. Secretary General.

The Chief Executive Officer shall serve as Secretary General of USA Curling and, in that capacity, shall represent USA Curling in relations with the international sports federation for curling recognized by the International Olympic Committee and at international curling functions and events.

#### Section 14.4. Responsibilities.

The Chief Executive Officer shall:

- a. develop a strategy for achieving USA Curling's mission, goals and objectives and present the strategy to the Board of Directors for approval;
- b. determine the size and compensation of, hire and terminate the professional staff in accordance with USA Curling compensation policies and guidelines (established by the Board) to effectively carry out USA Curling's mission, goals, and objectives;
- c. prepare and submit quadrennial and annual budgets to the Board for approval;
- d. either directly or by delegation manage all staff functions;

- e. be responsible for resource generation and allocation of resources;
- f. coordinate USA Curling's international activities;
- g. with the Board Chair, act as USA Curling's spokesperson; and
- h. perform all functions as usually pertain to the office of Chief Executive Officer.



## **ARTICLE 15**

### **COMPLAINT PROCEDURES**

#### Section 15.1. - Designation of Complaints

USA Curling shall adopt Complaint Procedures setting forth the types of complaints that USA Curling may be asked to resolve, the processes and procedures for hearing and resolving such complaints, and the remedies and sanctions available.

## ARTICLE 16

### SANCTIONING EVENTS

#### Section 16.1. - Prompt Review of Request

USA Curling shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request:

- a) to hold an international or national amateur athletic curling competition in the United States, or
- b) to sponsor United States curling athletes to compete in an international athletic competition held outside the United States.

#### Section 16.2. - Standard for Review

If USA Curling, as a result of its review:

- a) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic curling competition would be detrimental to the best interest of United States curling, and
- b) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these bylaws, then USA Curling shall grant the sanction requested by the amateur sports organization or person.

#### Section 16.3. - Requirements for Holding an International or National Amateur Athletic Curling Competition in the United States

An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic curling competition in the United States shall comply with the following requirements:

- a) submits, in the form required by USA Curling, an application to hold such competition;
- b) pays to USA Curling the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c) submits to USA Curling an audited or notarized financial report of similar events conducted by the organization or person; and
- d) demonstrates that:
  - i) appropriate measures have been taken to protect the amateur status of athletes who shall take part in the competition and to protect their eligibility to compete in amateur competition;
  - ii) appropriate provision has been made for validation of records which may be established during the competition;
  - iii) due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
  - iv) the competition shall be conducted by qualified officials;
  - v) proper medical supervision shall be provided for athletes who shall participate in the competition; and
  - vi) proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 16.4. - Requirements for Sponsoring United States Curling Athletes to Compete in An International Athletic Competition Held Outside the United States

An amateur sports organization or person requesting a sanction to sponsor United States curling athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

- a) submits, in the form required by USA Curling, an application to hold such competition;
- b) pays to USA Curling the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c) submits a report of the most recent trip to a foreign country that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and
- d) submits a letter from the appropriate entity that shall hold the international amateur athletic competition certifying that:
  - i) appropriate measures have been taken to protect the amateur status of athletes who shall take part in the competition and to protect their eligibility to compete in amateur competition;
  - ii) appropriate provision has been made for validation of records which may be established during the competition;
  - iii) due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
  - iv) the competition shall be conducted by qualified officials;
  - v) proper medical supervision shall be provided for athletes who shall participate in the competition; and
  - vi) proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

## ARTICLE 17

### RECORDS OF THE CORPORATION

#### Section 17.1. Minutes.

USA Curling shall keep as permanent records minutes of all meetings of the Board, a record of all actions taken by the Board without a meeting, and a record of all waivers of notices of meetings of the Board.

#### Section 17.2. Accounting Records.

USA Curling shall maintain appropriate accounting records.

#### Section 17.3. Membership List.

USA Curling shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class.

#### Section 17.4. Records in Written Form.

USA Curling shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

#### Section 17.5. Website.

USA Curling shall maintain a website for the dissemination of information to its members. USA Curling shall publish on its website (i) its bylaws, (ii) its rules, and regulations (iii) a procedure for communicating with the Chair of the Audit and Finance Committee regarding accounting, internal accounting controls, or audit-related matters; (iv) its three (3) most recent audited financial statements; and (v) its three (3) most recent 990 Forms filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, USA Curling shall publish on its website a mailing address and an e-mail address for communications directly with USA Curling.

#### Section 17.6. Records Maintained at Principal Office.

USA Curling shall keep a copy of each of the following records at its principal office:

- a. the articles of incorporation;
- b. these bylaws;
- c. rules or regulations adopted by the Board of Directors pertaining to the administration of the sport of curling;
- d. rules or regulations that govern the conduct of USA Curling, USA Curling Board and Committees and USA Curling members;
- e. rules and regulations that govern the technical conduct of curling's events in the United States as USA Curling Board and Chief Executive Officer determine is appropriate in their sole discretion;
- f. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
- g. all written communications within the past three (3) years to the members generally as the members;

- h. a list of the names and business or home addresses of the current Directors and officers of USA Curling;
- i. a copy of the most recent corporate report delivered to the State of Wisconsin Secretary of State;
- j. all financial statements prepared for periods ending during the last three (3) years;
- k. USA Curling's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- l. all other documents or records required to be maintained by USA Curling at its principal office under applicable law or regulation.

Section 17.7. Inspection of Records by Members.

The following rights and restrictions shall apply to the inspection of records by members:

- a. **Records Maintained at Principal Office.** A member shall be entitled to inspect and copy, during regular business hours at USA Curling's principal office, any of the records of USA Curling described in Section 17.6, provided that the member gives USA Curling written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.
- b. **Financial Statements.** Upon the written request of any member, USA Curling shall mail to such member either a hard copy or electronic copy of its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- c. **Membership List.**
  - 1. Preparation of Membership Voting List. After determining the members entitled to vote in an election USA Curling shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.
  - 2. Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at USA Curling's principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least sixty (60) days immediately preceding the demand to inspect or copy; (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member; (iii) the member gives USA Curling written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list; (iv) the member describes with reasonable particularity the purpose for the inspection; and (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by USA Curling limiting the use of such list in accordance with Section 17.7.c.3.
  - 3. Limitation on Use of Membership Voting List. Without consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.
- d. **Scope of Members' Inspection Rights.**

1. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
2. Right to Copy. The right to copy records under these bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic, or other means.
3. Reasonable Charge for Copies. USA Curling may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.
4. Litigation. Nothing in these bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with USA Curling, or the power of a court to compel the production of corporate records for examination.

## **ARTICLE 18**

### **POLICIES**

#### Section 18.1. Gifts & Entertainment Policy.

USA Curling shall adopt a Gifts & Entertainment Policy applicable to all USA Curling employees, board members, officers, committee members, task force members, hearing panel members, and volunteers.

#### Section 18.2. Conflicts of Interest Policy.

USA Curling shall adopt a Conflicts of Interest Policy applicable to all USA Curling employees, Board Directors, committee members, task force members, and volunteers. Additionally, these individuals shall disclose any possible conflict for review by the Ethics Committee.

#### Section 18.3. Code of Conduct.

USA Curling shall adopt a general Code of Conduct applicable to all USA Curling members, employees, Board Directors, officers, committee members, task force members, contractors and volunteers. USA Curling shall additionally implement specific Codes of Conduct for the following constituent groups: (i) Athletes; and (ii) Coaches.

#### Section 18.4. Athlete Safety Policy.

USA Curling shall adopt an Athlete Safety Policy applicable to all USA Curling members, employees, Directors of the Board, committee members, task force members, and volunteers, which policy must satisfy the minimum standards mandated by the USOPC.

#### Section 18.5. Complaint Procedures

USA Curling shall adopt Complaint Procedures as set forth in Section 15 above.

#### Section 18.6. Other Policies.

USA Curling shall adopt other relevant policies to effectively run and govern the organization.

**ARTICLE 19**  
**FIDUCIARY MATTERS**

Section 19.1. Indemnification.

USA Curling shall defend, indemnify, and hold harmless each Director of the Board and each officer from and against all claims, charges, and expenses which he or she incurs as a result of any action or lawsuit brought against such Director or officer arising out of the latter's performance of their duties with USA Curling, unless such claims, charges and expenses were caused by fraud, gross negligence, or willful misconduct on the part of said officer or Director.

Section 19.2. Discharge of Duties.

Each Director of the Board and officer shall discharge their duties: (i) in good faith; (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and (iii) in a manner the Director or officer reasonably believes to be in the best interests of USA Curling.

Section 19.3. Conflicts of Interest.

If any Director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving USA Curling, or has an interest adverse to USA Curling'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: (i) disclose the conflict of interest; (ii) not participate in the evaluation of the contract, transaction or business affair; and (iii) not vote on the contract, transaction or business affair, unless the procedures set forth in USA Curling's Conflict of Interest Policy are followed.

Section 19.4. Prohibited Loans.

No loans shall be made by USA Curling to the Board Chair, to any Director of the Board, to any officer of USA Curling, or to any committee or task force member or to any USA Curling employee.



**ARTICLE 20**  
**FINANCIAL MATTERS**

Section 20.1. Fiscal Year.

The fiscal year of USA Curling shall commence July 1 and end on June 30 each year.

Section 20.2. Budget.

USA Curling shall have an annual budget, approved by the Board of Directors.

Section 20.3. Audit

USA Curling shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit and Finance Committee. The Audit and Finance Committee shall provide the auditors' report to the Board of Directors upon completion.

Section 20.4. Individual Liability.

No individual Director of the Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of USA Curling pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 20.5. Irrevocable Dedication and Dissolution.

The property of USA Curling is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USA Curling shall inure to the benefit of private persons. Upon the dissolution or winding up of USA Curling, its assets remaining after payment, or provision for payment, of all debts and liabilities of USA Curling, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended, with preference given to a curling related organization or organizations.

## **ARTICLE 21**

### **MISCELLANEOUS PROVISIONS**

#### Section 21.1. Severability and Headings.

The invalidity of any provision of these bylaws shall not affect the other provisions of these bylaws, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted. The headings in these bylaws are for the purpose of reference only and shall not limit or define the meaning of any provision hereof.

#### Section 21.2. Saving Clause.

Failure of literal or complete compliance with any provision of these bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the Directors of the Board do not cause substantial injury to the rights of the Directors, shall not invalidate the actions or proceedings of the Directors or Members' Assembly at any meeting.

#### Section 21.3 – Parliamentary Authority

Except as otherwise provided for in the Articles of Incorporation, these bylaws, applicable laws, or special rules the association may adopt, the rules contained in the current edition of Robert's Rules of Order Newly Revised governs the Association.

**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 ( $\frac{2}{3}$ ) vote of the Board of Directors or the Members. If there is a conflict between the votes of the Board of Directors and the Members as to amendments or repeal of any of these bylaws, the Members vote shall control. The Members may initiate an amendment or repeal, in whole or in part, of any of these bylaws.
- b) The determination of the required two-thirds ( $\frac{2}{3}$ ) vote of the Members shall be based upon the votes equaling or exceeding two-thirds ( $\frac{2}{3}$ ) of the total votes of all the Members and Athletes, as certified pursuant to USA Curling policy.
- c) The determination of the required two-thirds ( $\frac{2}{3}$ ) vote of the Directors shall be based upon the votes equaling or exceeding two-thirds ( $\frac{2}{3}$ ) of the total votes of all the Directors then qualified to vote.

Section 22.2. - Amendment to Articles of Incorporation

The Articles of Incorporation may be amended, in whole or in part, by two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors.

**APPENDIX A**  
**USA CURLING AAC BYLAWS**

**Policy 21-02**  
**USA CURLING – Board of Directors Policy**  
PROPOSED October 2021

**1. Purpose**

This policy will nullify and replace current Policy 19-04 (Expectations of USCA Directors, adopted May 2019.) This policy outlines the core responsibilities and the mode of operation for the USA Curling Board of Directors. This policy supplements the duties of the Board as outlined in Article 7 of the USA Curling Bylaws. No element of this policy shall be interpreted to contradict any of the USA Curling Bylaws.

**2. Applicability of Policy**

This policy applies to the members of the Board, Board committees, and any person or organization who may participate in Board activities from time to time.

**3. Definitions**

None

**4. Board and Board Committee Meetings**

All references in this section to the Board shall apply equally to Board Committee Meetings. In the case of Board Committee meetings, the Chair and the CEO would be to the Committee Chair and the staff liaison, respectively.

Calling a Board Meeting

The Chair shall be primarily responsible for calling Board meetings, both those scheduled, and any called on an as-needed basis.

As per Bylaw's Section 7.14, Board meetings may be called if requested by a majority of Board members. If Board members request a meeting, the Chair shall ensure, on a best-efforts basis, that all meeting preparation steps (outlined below) are properly executed.

Meeting Agendas

All meeting agendas shall include all items to be discussed or reviewed. Board members wishing to add to the agenda may request an addition at a meeting but shall endeavor to notify the Chair in advance of the meeting when possible.

Agenda Preparation

The Chair shall work with the CEO to prepare and promulgate the meeting agenda. Agendas and background information for regular meetings shall be made available to the Board at least seven (7) days before the meeting.

Exigent circumstances may result in information going out to the Board later than this date. In these cases, the Board shall be provided information as it becomes available.



The Chair shall solicit Board members for agenda items on a regular basis and shall be prepared to consider suggestions from Board members at any time.

The CEO shall ensure that the agenda is distributed to the members of the Board in a timely manner and with all appropriate documentation. Agenda items shall be classified as one of the following:

- a. Item for Board Action;
- b. Item for Board Information;
- c. Item for Board Discussion; or
- d. Other

#### Consent Agenda

The Board shall use the Consent Agenda to structure its meetings. The Consent Agenda items shall include, but not be limited to:

- a. Approval of Minutes;
- b. All routine reports from management and/or committees; and
- c. Information items not needing further discussion.

#### Adoption of the Consent Agenda

The Consent Agenda and associated background information shall be presented as part of the advance materials for all meetings. The Consent Agenda shall be presented as a single agenda item for adoption by the Board. If any Board member wishes to discuss any Consent Agenda item further, they may request that that item be removed from the Consent Agenda and placed on the regular agenda of the meeting. The Chair shall ask the Board to approve the Consent Agenda as presented, thus adopting the reports and approving any motions therein.

#### Minutes and Keeping Record of Meetings

Minutes shall be kept for all meetings of the Board and of Board Committees. Minutes shall be kept for legal purposes and ensure a corporate record and as a transparent record for members and stakeholders. The specific format of the minutes shall be determined by the Secretary, in conjunction with the CEO. At a minimum, minutes shall include:

- a. All action items and motions;
- b. Records of discussion that capture all salient points and all non-confidential preparatory documents; and
- c. Notations of when a meeting participant recused themselves from a portion of the meeting (or a vote) due to a real, perceived, or potential conflict of interest.

#### Recording of Motions

All motions shall be recorded to capture the person making the motion and seconding the motion. The result of the motion shall capture if the motion was carried or not and shall capture the names of any members wishing to have their dissenting vote noted in the minutes. All motions shall be indexed or numbered for tracking purposes.



### Conduct of Meetings

In the course of all meetings, the Board shall strive to be:

- a. Collegial;
- b. Honest;
- c. Focused on the mission, vision, values, and strategy of the organization; and
- d. Comprehensive.

Board meetings shall be developed to engender meetings that are:

- a. Focused on matters of strategic importance;
- b. Structured to ensure contributions from all Board members;
- c. Well informed via advance materials;
- d. An engaging, challenging, and enjoyable experience for all participants in the meeting.

### Declaration of Conflicts at or During Meetings

In keeping with the Conflict-of-Interest Policy, the Board shall be asked to declare any Conflicts of Interest as part of the agenda presentation at every Board meeting. Board members shall always be forthcoming about any conflict or potential conflict of interest.

Should a Board member realize there is potential conflict at any point after the declaration, they shall declare said conflict at that time.

Annual declarations of Conflict of Interest are essential and are supplemented, not replaced, by the request for declarations at every meeting.

Should a Board member declare a conflict at a meeting, the Board can consider the potential conflict and advise the Board member as to the permissibility of their participation on the topic.

- a. If the Board member volunteers to recuse, the Board need not consider the issue further.
- b. If the Board member disagrees with the Board's direction, the issue shall be referred to the Ethics Committee for a ruling on the matter.

Should a Board member feel that another Board member has a conflict, they shall ask the Chair to consider the conflict as a point of order. The Chair shall then prompt the process outlined above.

### Consensus-Based Decision Making

The Board, led by the Chair, shall strive for consensus in its decision making. Contested votes are sometimes necessary, and expression of contrary opinion is healthy, but the Board shall work together to arrive at a consensus position whenever it can, while respectfully disagreeing whenever it must.

### Athlete Voice

The Board shall work collaboratively to ensure that the voice of USA Curling athletes is considered in all decisions. Athletes on the Board of Directors bring a unique perspective that the Board shall solicit and seek to understand in the course of decision making.



Athletes on the Board shall not be expected to "speak for all athletes" in meetings but rather to bring their individual perspective as an athlete. When the Board wishes to solicit athletes for their collective opinions, it shall do so in keeping with stakeholder consultation principles outlined below.

#### Executive Session

At times, the Board shall use Executive Session to discuss proprietary or private matters.

An Executive Session shall be used by exception only and shall only be used to discuss:

- a. Matters where the personal privacy of a person or persons may be compromised;
- b. Matters where proprietary commercial information may be discussed;
- c. Matters where in-progress negotiations or litigation may be compromised by public discussion; and
- d. The performance of the CEO or other personnel issues.

The CEO shall be included in all sessions, including Executive Sessions, with the sole exception of discussing the CEO's performance.

No decisions or motions shall be formalized in Executive Session. While items may be discussed, all motions and action items shall be made in open session with minutes taken.

#### In-Person Meetings

In-person meetings shall be scheduled such that there is time for Board members to socialize with each other and that there is adequate time for rest, fellowship, recreation, and exercise for those who want it.

#### Relationship and Communication with Staff

The CEO is charged with the supervision and management of the USA Curling staff.

Board members shall use the CEO as their primary conduit for information on the management of the organization. From time to time, the Board may ask that a senior staff member present to the Board on a specific topic about which they have subject matter expertise. Any such request for information shall not be construed as the creation of a reporting relationship.

### **5. Board Committees and Task Forces**

Standing Board Committees shall exist in keeping with the Bylaws.

Other Board Committees may be introduced from time to time at the discretion of the Board. The Board may introduce task forces from time to time.

#### Standing Committees

The Board's standing committees shall be constituted and comprised of individuals as is outlined by the Bylaws. There are two types of Standing Committees for the purpose of this policy: Standing Board Committees and Standing Independent Committees.

#### Standing Board Committees

Board Committees exist to provide insight, expertise, and recommendations to the Board. These committees shall be delegated no decision-making authority.





Board Committees may review information provided by management, external information sources and/or, upon approval of the Board, from outside consultants or experts. Board committees shall provide the Board information on subjects in their respective terms of reference and on specific issues as requested by the Board.

#### Standing Independent Committees

Independent Committees have the authority to make decisions in relation to their respective terms of reference. Independent Committees may be requested to make a ruling on a specific question put before them as requested by the Board or as prompted via other processes outlined in policy or the Bylaws. Independent Committees may make recommendations to the Board in relation to Policy development based on their terms of reference or in areas that arise during their activities.

#### Staff Liaisons to Board Committees

The CEO shall designate a staff liaison for all Board Committees. The staff liaison to Board Committees shall serve as ex-officio members of those committees, providing administrative and procedural support as well as serving as a contributing member of the committee.

The CEO shall not designate him or herself as the staff liaison to Independent Committees. The CEO may appoint a staff liaison to Independent Committees on a case-by-case basis to minimize any potential real or perceived conflict of interest. Staff liaisons to independent committees shall provide administrative support to the committee and provide expertise on procedural matters as requested by the Committee.

#### Independent Committee Meetings

Hearing panels conducted by Independent Committees shall be conducted in keeping with the Bylaws. Non-hearing meetings of the committees shall be conducted in keeping with this policy.

#### Task Forces

Task Forces shall conduct themselves in keeping with the guidelines outlined above in relation to Standing Board Committees. The Board, in striking a Task Force shall provide the following guidance as a minimum:

- a. The deliverable for the task force;
- b. The composition of the task force;
- c. A specific sunset time for the task force after which time it shall be dissolved unless specifically extended by the Board; and
- d. The means for the task force to report to the Board.
- e. The Board may direct staff to allocate appropriate resourcing to the task force's work.

## **6. Board Relationship with Staff**

The Board has one employee, the CEO. The CEO is charged with the organization's management and with the supervision, hiring, and termination of USA Curling's staff. The Board may, through the CEO, request information directly from members of the staff so as to have a direct line of sight into strategic areas of operation. Such information shall be provided via a formal channel and shall never involve a direct line of communication between a Director and a staff member.



Staff may be consulted directly by the Human Resources Committee as an element of the performance evaluation of the CEO. Staff shall be encouraged to bring specific concerns, complaints, or performance issues about the CEO to the Human Resources Committee. The Human Resources Committee may consider those issues as part of the evaluation of the CEO or may escalate to the Board if the Committee sees fit. As applicable, staff may also submit complaints, questions, or comments through other channels authorized in other policies and/or the Bylaws.

## **7. Board Relationship with Stakeholders and Partners**

The Board shall ensure there are ongoing means of communication with stakeholders of the organization. These communications shall help inform the Board's work and, formally, may inform the evaluation of the CEO.

Some Board members shall have existing and important relationships with partners and stakeholders. Board members shall use discretion in maintaining those relationships, hearing, and appreciating perspectives, and ensuring that no one stakeholder has extraordinary influence due to that relationship. If the Board wishes to solicit stakeholders' opinions in relation to a specific issue or question, the Board shall charge staff to conduct or coordinate formal consultation processes (surveys, focus groups, etc.). The Board shall designate staff, a Committee, or a task force to aggregate that feedback and provide a summary report to the Board.

Any such relationship that may give rise to a real or perceived Conflict of Interest shall be noted by the Board member in keeping with the Conflict-of-Interest Policy.

## **8. Board Annual Work Plans**

Working in conjunction with the CEO, the Board Chair shall lead on developing an annual work plan for the Board. This plan shall be created in conjunction with the organizational operating plan and budget for the same year. The Board Work Plan is subject to the approval of the full Board. The Board Work Plan shall include at least the following elements:

- a. Annual Meeting Schedule, Including major topics or themes of meetings (e.g., policy review, budget approval) as appropriate;
- b. Governance and Policy Work Plan;
- c. Evaluation Plan for CEO and Board Self Evaluation; and
- d. Plan for Stakeholder Consultations.

## **9. Board Evaluation**

The Board shall undertake an evaluation of its activities and their effectiveness on an ongoing basis. All evaluations shall be anchored on the organization's values, mission, and vision, along with the work plan of the Board. No less than bi-annually, the Board shall conduct a self-evaluation process to provide feedback on the Board's function and effectiveness and its members. No less than bi-annually, the Board shall ensure that Board Committees conduct self-evaluations to provide feedback on the function and effectiveness of the Board and its members.

As part of every Board meeting, the Chair shall solicit feedback from the Board members on the conduct of that meeting.

The Board may allocate resources to evaluation projects and may use outside consultants or providers to lead in the evaluation process as it sees fit.



## 10. Board Individual Responsibilities

Every Board member has responsibilities to contribute to the Board. The points below outline the key areas in which each Board member is expected to perform all these functions:

- a. Understand and execute Board responsibilities while respecting the authority and responsibility of the CEO;
- b. Lead strategically with a forward focus; collaboratively with the chief executive, set strategic direction and high-level priorities.
- c. Do not micromanage by getting caught up in day-to-day details; respect the chief executive's authority to lead and manage USA Curling.
- d. Commit to the best interests of USA Curling.
- e. Support Board decisions once they are made.
- f. Honor confidentiality requirements and commitments.
- g. Behave ethically, taking care to disclose and act appropriately on any conflicts of interest.
- h. Behave courteously; communicate succinctly and respectfully; listen attentively to others; proactively encourage and seek to understand diverse viewpoints.
- i. Regularly attend and prepare for Board meetings and activities.
- j. Serve as USA Curling's advocate, speak well of USA Curling and other Board members.

## 11. Board Collective Responsibilities

Working as a group, the Board shall focus its time and energy on the following:

- a. Determine mission and purposes. The Board must create and periodically review a statement of mission and purpose that is relevant in the current environment and appropriately serves its primary stakeholders.
- b. Select the chief executive. The Board must reach consensus on the chief executive's responsibilities and undertake a careful search to find the most qualified individual for the position.
- c. Support and evaluate the chief executive. The Board must ensure that the chief executive has the moral and professional support they need to further USA Curling's goals.
- d. Ensure effective planning. The Board must actively participate in an overall planning process and assist in implementing and monitoring plan goals.
- e. Monitor and strengthen programs and services. The Boards must determine which programs are consistent with the organization's mission and monitor their effectiveness.
- f. Ensure adequate financial resources. The Board makes sure USA Curling has the resources needed to fulfill its mission.
- g. Protect assets and provide financial oversight. The Board assists in developing an annual budget and ensuring that proper financial controls are in place.
- h. Build a competent Board. The Board must articulate prerequisites for Board candidates, orient new members, and periodically and comprehensively evaluate their own performance.
- i. Ensure legal and ethical integrity. The Board is ultimately responsible for adherence to legal standards and ethical norms.
- j. Enhance the organization's public standing. The Board must clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.



**12. Limitations on Action**

Unless specifically and clearly delegated by the Board, no Board member has the authority to bind the organization to a contract, financial commitment, action, or policy.

No Board member has direct operational authority in the organization.

All Directors shall abide by the decisions of the Board.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Printed Name

DRAFT



**Policy 21-03**  
**USA CURLING – Non-Discrimination Policy**  
PROPOSED October 2021

**1. Purpose**

To affirm that USA Curling, its affiliates, and all members shall not discriminate on the stated bases in membership or opportunity. No element of this policy shall be interpreted to contradict any of the USA Curling Bylaws.

**2. Applicability of Policy**

All aspects of the organization.

**3. Definitions**

Affiliated and Member Clubs

As defined in USA Curling Bylaws Article 5.

Individual Curlers

As defined in USA Curling Bylaws Definitions.

**4. Non-Discrimination Policy**

USA Curling and all affiliates and member organizations shall:

- a) select and admit its individual curlers,
- b) select and admit its affiliates and member organizations,
- c) require a statement from applicants that they shall select and admit individual curlers, and
- d) provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in curling competitions,

without discrimination on the basis of race, sex, creed, sexual orientation, gender identity, age, national origin, mental or physical disability, or any other basis proscribed by law.



## **Policy 21-04**

### **USA CURLING – Gifts and Entertainment Policy**

PROPOSED October 2021

#### **1. Purpose**

USA Curling is committed to sustaining an ethical workplace free of conflicts of interest and perceived conflicts of interest. USA Curling therefore has adopted this Gifts and Entertainment Policy to provide instruction to USA Curling employees, board members, officers, committee members, task force members, hearing panel members, and volunteers regarding how to handle offers of gifts or other forms of entertainment from individuals or companies that do business with, or are interested in doing business with, USA Curling. Additionally, it provides instruction on the NGB extending gifts to third parties.

This policy should not be considered in any way as an encouragement to make, solicit or receive any type of gift or entertainment. Indeed, USA Curling employees, board members, officers, committee members, task force members, hearing panel members, and volunteers may not, under any circumstances, actively solicit any type of gift or entertainment. Further, USA Curling will not under any circumstances permit or authorize participation in any business gifts or entertainment that might be considered lavish, inappropriate, or illegal.

No element of this policy shall be interpreted to contradict any of the USA Curling Bylaws.

#### **2. Applicability of Policy**

This Gifts and Entertainment Policy is applicable to all USA Curling employees, board members, officers, committee members, task force members, hearing panel members, contractors, and volunteers, as well as their spouses and immediate family members (“Affiliated Individuals”).

#### **3. Receiving Business Courtesies**

##### **a. Current Business Partners**

- i. Affiliated Individuals may accept gifts from individuals and companies that currently do business with, or make donations to USA Curling as follows:
- ii. Partner/sponsor/supplier products and partner/sponsor/supplier-branded products (e.g., logoed jackets) with a value of up to \$1,000 per Affiliated Individual, per year, per individual/company;
- iii. Other gifts with a value of no more than \$100 per Affiliated Individual, per year, per individual/company;
- iv. Invitations for the Affiliated Individual to attend sporting events with an individual/company representative including travel to and from such events only to the extent approved in advance by USA Curling’s Ethics Committee.
- v. On an infrequent basis, invitations for a spouse or family member to join the Affiliated Individual at sporting events with an individual/company representative;
- vi. Invitations to attend fundraising events with an individual/company representative at no cost to the Affiliated Individual;
- vii. Invitations to attend other social, educational, or entertainment events intended to enhance the business relationship, provided that the cost of the event does not exceed \$100 per Affiliated Individual per event and \$400 total per individual/company per year; and



- viii. Perishable or consumable gifts provided that the gift is reasonable and not unduly lavish.
- b. Prospective Business Partners
    - i. Affiliated Individuals may accept gifts from individuals and companies that are not current business partners of USA Curling but that may or may not be seeking to engage in a business relationship with USA Curling as follows:
    - ii. Gifts with a value of not more than \$100 per Affiliated Individual, per year, per individual/per company;
    - iii. Invitations for the Affiliated Individual to attend sporting events with an individual/company representative (but not travel to and from such events);
    - iv. Invitations to attend fundraising events with an individual/company representative;
    - v. Invitations to attend other social, educational or entertainment events intended to promote the business relationship provided that the cost of the event does not exceed \$100 per Affiliated Individual, per event and \$200 total per Affiliated Individual, per individual/company, per year.
  - c. Limitations
 

Affiliated Individuals may never accept cash or financial instruments, such as checks or stocks. Under the guidelines set forth herein, Affiliated Individuals may accept gift certificates or gift cards.

#### 4. Disclosure and Approval

All gifts or invitations falling under Section 3.a.i, Section 3a.iii, and Section 3.b.ii above, and all invitations that involve the third party paying for the Affiliated Individual's travel and/or overnight accommodations, must be promptly reported to the Ethics Committee and CEO. Where the gift or invitation is made to the CEO, the requisite disclosure must be made to the Board Chair and the Ethics Committee. Prior to accepting invitations or gifts that include travel and/or overnight accommodations during business hours, written approval must be received from the CEO. In the case of the General Counsel's or CEO's request for approval, such approval must be received from the Ethics Committee.

Any potential gifts or invitations extended that exceed the limits and/or parameters noted above must be disclosed to and approved in advance and in writing by Ethics Committee or CEO, as appropriate, before they may be accepted.

In addition, the Ethics Committee and CEO may, in consultation with the Affiliated Individual, to require that any gift(s) be returned, donated to USA Curling, or donated to another agreed-upon charity if the Ethics Committee or CEO believes that such gift(s) is not proper and/or creates an appearance of impropriety.

The Gift Disclosure form is attached.

#### 5. Extending Business Courtesies

There may be times when an Affiliated Individual wishes, as a business matter, to extend to a current or potential USA Curling business associate (i.e., an individual or company) a gift or an invitation to attend a social event (e.g., reception, meal, sporting event, or theatrical event) to further or develop a





business relationship. In such instances, gifts may not exceed \$100 in value per person per year, without the prior written approval of the CEO and/or the Ethics Committee.

Invitations to events must be reasonable and appropriate. Topics of a business nature must be discussed at the event, and the USA Curling employee or Board Member must be present. The cost associated with such an event should not exceed \$100 per person/company per year, except with regard to sporting events and fundraising functions, without the prior written approval of the CEO. Moreover, such business entertainment with respect to any particular individual must be infrequent, which, as a general rule, means not more than four (4) times per year. Frequency beyond the foregoing must be pre-approved in writing by the CEO. To the extent the USA Curling employee or Board Member has knowledge of applicable restrictions by a recipient's organization on gifts and entertainment, the USA Curling employee or Board Member must undertake best efforts for all business entertainment and gifts to comport with the restrictions imposed by the recipient's organization.

USA Curling employees or Board members may give gift certificates within the limits set forth in this policy, but may never give cash or financial instruments, such as checks or stocks.

a. Staff

USA Curling recognizes that the limits set forth in Section 5 may hamper the ability of the staff to perform their job functions. In light of this, the foregoing limits will not apply to the staff if the invitation or event is part of normal and reasonable job duties, and the event is not lavish or unreasonable. For the staff only, the cost of gifts and events for which no prior written approval is required is \$600 per person per year. To the extent any gift or invitation exceeds that limitation, the USA Curling staff must obtain the prior written approval from the CEO.

b. Government Employees

The giving of gifts to federal, state, and local government employees is governed by a complex set of rules that is typically agency specific. Generally, the giving of gifts to government employees is very limited or prohibited. Before offering a gift to a government employee, of any value, you must receive the approval of the CEO in advance and in writing.

c. Disclosure And Approval

All gifts or invitations offered by an Affiliated Individual must be covered by the appropriate USA Curling budget and must be approved in advance by the appropriate USA Curling supervisor. All gifts or invitations extended that exceed the limits and/or parameters noted above must be disclosed to, and approved in advance and in writing by, the CEO before they may be offered.

d. USA Curling Point of Contact

Affiliated persons in need of further information or guidance in relation to this policy should contact the Ethics Committee Chair.





USA Curling GIFT DISCLOSURE FORM

Please complete this form immediately upon receipt of personal gifts<sup>1</sup> received in your capacity as an employee or representative of USA Curling.

Name: \_\_\_\_\_

- USA Curling Employee
- USA Curling Board Member
- USA Curling Volunteer
- USA Curling Committee Member
- USA Curling Hearing Panel Member
- USA Curling Task Force Member
- Athlete Representative
- Contractor
- Other (please specify): \_\_\_\_\_

Describe the gift(s) received:

- The value of the gift is estimated at \$\_\_\_\_\_. Note: This is a good faith estimate based on retail value. If the value cannot reasonably be estimated or determined, so state.
- Please describe the source of the gift (name and relationship to USA Curling) and under what circumstances it was received:
  - Current business partner: \_\_\_\_\_
  - Prospective business partner: \_\_\_\_\_
  - Other: \_\_\_\_\_
- Indicate below any matters pending or likely to arise in the future that might involve the donor: \_\_\_\_\_

Certification: I certify that this gift was not solicited.

SIGNATURE: \_\_\_\_\_

DATE: \_\_\_\_\_

Send this completed form to:

Amy Wolf, USA Curling National Office, 2685 Vikings Circle, Suite 200, Eagan, MN 55121

<sup>1</sup> USA Curling defines personal gifts as items of value provided by individuals and/or organizations with present or prospective business relationships with USA Curling. Excluded from disclosure are promotional gifts of nominal value (less than \$50 retail value) such as coffee mugs, hats, pins, etc.



**Policy 21-05**  
**USA Curling – Complaint Procedures**  
PROPOSED October 2021

**1. Purpose**

Outlines actions that must be followed in any Administrative or Opportunity to Participate grievances. No element of this policy shall be interpreted to contradict any of the USA Curling Bylaws.

**2. Applicability of Policy**

This policy applies to USA Curling, its affiliated and individual members, athletes, and Judicial Committee.

**3. Definitions**

Individual Curler

Any person who is recognized as a dues paying member of a curling club or using the facilities of a curling club on a regular fee-paying basis, which curling club is a Member of the USA Curling and for whom USA Curling dues are paid; or an individual who pays dues directly to the USA Curling separately from any member club or facility.

Member

A Regional Association, At-Large Club, or Curling Club as defined in Section 5.1 of USA Curling Bylaws Article 5

USOPC

United States Olympic and Paralympic Committee

**4. The following kinds of complaints may be filed with USA Curling:**

- a. Administrative Grievance. USA Curling or any Member of USA Curling or Individual Curler who alleges there has been a violation in the administration or the interpretation of USA Curling Rules, Regulations, or bylaws or by an action of the USA Curling Board of Directors or a standing committee, or officer or a paid staff, or any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USA Curling's recognition as a National Governing Body, or the USOPC Bylaws, except with respect to matters set forth in Section 4.b of this policy; or
- b. Opportunity to Participate, a/k/a Opportunity to Compete. Any individual who is an athlete involved in the sport of curling, or any coach, trainer, manager, administrator or official active in the sport of curling, who believes that they have been denied by USA Curling the opportunity to participate, a/k/a opportunity to compete in the Olympic Games, the Pan-American Games, the Paralympic Games, or a World Championship competition, or such other protected competition that is defined by the bylaws of the USOPC, Section 1.3, as amended from time to time, may seek to protect their opportunity to participate by filing a complaint.

**5. Complaints filed under this Policy shall be administered by the Judicial Committee and its delegates.**

**6. Any decision concerning an anti-doping rule violation adjudicated by an independent anti-doping organization designated by the USOPC and/or USA Curling to conduct drug testing shall not be reviewable through or the subject of the complaint procedures in this Policy.**



## 7. Manner of Filing and Contents

- a. The complainant shall file the complaint, in writing, with the Judicial Committee and the CEO. The complaint shall set forth in clear and concise language in numbered paragraphs:
  - i. the name and addresses of the parties;
  - ii. alleged violation, grievance, denial, or threat to deny,
  - iii. the facts which support the allegations,
  - iv. the legal basis which supports the relief requested,
  - v. the relief requested, and
  - vi. the competition that is the subject of the complaint, as applicable. The complainant shall sign the complaint, attesting to its good faith validity.
- b. A complaint that is not filed in accordance with Section 7 of this policy, shall render the filing ineffective and the complaint shall not be considered to have been filed.
- c. All complainants shall be free from fear of retaliation as per the USA Curling Code of Conduct.

## 8. Filing Fee

Any complaint filed shall be accompanied with a \$250.00 filing fee, except USA Curling is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee shall determine whether or not to reduce or waive the filing fee. The determination by the Judicial Committee regarding the fee shall be final.

## 9. Statute of Limitations

A complaint filed under this Policy shall be filed, without exception, within six (6) months of the occurrence of the alleged violation, grievance, denial, or threat to deny. Failure to timely file the complaint shall be a basis to dismiss the complaint with prejudice.

## 10. Administration

The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair, and impartial manner. The Judicial Committee may promulgate procedures in addition to those set forth in this Policy for the effective administration of complaints filed with USA Curling.

## 11. Hearing Panel

Upon the filing of a complaint pursuant to Section 7 of this policy, the chair of the Judicial Committee, after consultation with the other Judicial Committee members, shall appoint a Hearing Panel consisting of three (3) disinterested individuals to hear the complaint. The chair of the Judicial Committee shall also appoint a chair of the Hearing Panel. Judicial Committee members may be appointed to serve on the Hearing Panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to serve on the Hearing Panel. At least one (1) member of the Hearing Panel shall be an athlete representative. Members of the Hearing Panel need not be members of USA Curling or involved in the sport of curling. It is recommended that at least one (1) member of the Hearing Panel have a legal background.



**12. Notice of Charges**

- a. Within ten (10) days of the appointment of the Hearing Panel, the CEO (or their designee) shall provide to the Chair of the Hearing Panel a copy of each of the following documents: (i) the complaint; (ii) all materials filed with the complaint, if any; and (iii) any relevant documents in the possession of USA Curling.
- b. The Hearing Panel shall ensure that any affected parties are provided with the relevant materials describe above. The Hearing Panel may also determine that individuals not listed by either the complainant or USA Curling as an affected party shall be given notice. Any party named as an affected party shall be eligible to participate fully in the grievance, including the hearing. Any party notified of the complaint as a potentially affected party shall be bound by the decision of the Hearing Panel, even if they choose not to participate.

**13. Conduct of the Proceeding**

- a. The Hearing Panel shall not investigate the facts independently from those presented at the hearing. The Hearing Panel may direct the CEO or their designated representative to investigate the facts and present the same at the hearing. All parties shall cooperate with the CEO or their designated representative in providing information regarding the complaint.
- b. The Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the Hearing Panel shall hold a hearing on the complaint. The Hearing Panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath. Rules of evidence shall not be strictly enforced; instead, the rules of evidence generally accepted in administrative proceedings shall be applicable. The Hearing Panel shall determine the admissibility, relevance and materiality of the evidence offered and may exclude evidence deemed by the Hearing Panel to be accumulative or irrelevant.
- c. The hearing shall be conducted in real time at a time and place that allows all parties to attend. The hearing may be conducted by teleconference or other electronic means, if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal representative. As determined by the chair of the Hearing Panel, all parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the Hearing Panel shall have the right to question witnesses or the parties to the proceeding during the hearing.
- d. Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any person participating in said hearing, including without limitation the Hearing Panel, shall be entitled to obtain a transcript at the cost of the transcript, at their own cost. If a party intends to make a record of the hearing, the party must notify, in writing, the Hearing Panel of the same at least three (3) business days prior to the hearing.
- e. The Hearing Panel, either on its own directive or at the request of a party, may direct the production of documents or other information. Further, the Hearing Panel may require that the parties prior to the hearing:
  - i. identify any witnesses the parties intend to call at the hearing, and a summary of their expected testimony, and
  - ii. exchange copies of all exhibits the parties intend to submit at the hearing.



- f. The Hearing Panel shall set due dates for the exchange of said information. The Hearing Panel is authorized to resolve any disputes concerning the exchange of information, including prohibiting the production of and/or limiting the examination of witnesses or the production of exhibits not timely exchanged.
- g. At the request of a party, the Hearing Panel may adjourn the hearing to allow for mediation of the complaint. The Hearing Panel shall set a deadline for completion of the mediation. After consultation with the parties, the Hearing Panel shall appoint a mediator and determine how the cost of the same shall be paid. The mediator shall not be a member of the Hearing Panel.
- h. In computing any period of time, the last day of the period so computed shall be included, unless it is a Saturday, a Sunday, or a legal holiday, in which event the period runs until the end of the next day which is not one of the aforementioned days. The parties may modify any period of time by mutual agreement and further subject to the consent of the Hearing Panel. The Hearing Panel may extend any period of time as it deems necessary to fairly and completely adjudicate the matter.
- i. The burden of proof at the hearing shall be upon the complainant who shall also initially have the burden of going forward with the evidence. The respondent shall then have the burden of going forward with evidence in opposition to the complaint and in support of respondent's position.
- j. The complaint must establish by a preponderance of the evidence that a violation has occurred for which the relief requested is available.
- k. A party or anyone acting on behalf of any party shall have no ex-parte communications with any Hearing Panel member concerning the merits of the complaint before the Hearing Panel.

#### 14. Expedited Procedures

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the Hearing Panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair and impartial to the parties involved as is reasonable under the circumstances.

#### 15. Complaints Involving Selection to Participate in a Competition

When a complaint is filed involving selection of an individual or team to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information, that may be affected by a decision rendered on the complaint. The Hearing Panel shall determine which additional individuals must receive notice of the complaint. The complainant shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the Hearing Panel even though the individual chose not to participate as a party.

#### 16. Decision

The deliberation of the Hearing Panel shall be closed to the parties and the other persons. A decision shall be determined by a majority of the Hearing Panel. The Hearing Panel's decision shall be in writing and distributed to the parties.



**17. USOPC**

Any party may appeal a decision of the Hearing Panel on a complaint identified pursuant to Section 4.b of this policy to the USOPC pursuant to the bylaws of the USOPC. Said appeal shall be de novo in nature.

**18. Field of Play Decisions**

The final decision of an umpire during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the umpire) shall not be reviewable through the procedures for, or the subject of, Administrative Grievances or Opportunity to Participate Complaints unless the decision is:

- a. outside the authority of the umpire to make, or
- b. the product of fraud, corruption, partiality, or other misconduct of the umpire. For purposes of this Section, the term “umpire” shall include any individual with discretion to make field of play decisions.

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**Policy 21-06**  
**USA CURLING – External Representation Policy**  
PROPOSED October 2021

**1. Purpose**

Allows for the nomination and election, by the USA Curling Board of Directors, of all external representation of USA Curling, including but not limited to the World Curling Federation. No element of this policy shall be interpreted to contradict any of the USA Curling Bylaws.

**2. Applicability of Policy**

This policy applies to the USA Curling Board and any external representation of USA Curling.

**3. Definitions**

WCF

The World Curling Federation

**4. World Curling Federation representation**

The Board of Directors shall elect representatives to the WCF in such number as the USA is entitled under the Constitution and Bylaws of the WCF Federation. A director on the Board of Directors may concurrently be a USA WCF representative. The term of office for WCF representatives shall be for three (3) years.

**5. Other external representation**

The Board of Directors shall elect representatives to other external organizations not already covered by the duties and responsibilities of the Board Chair, or the CEO acting as Secretary-General of USA Curling, to terms of office and re-election eligibility as the Board determines.





**Policy 21-07**  
**USA CURLING – Bylaws Amendment Notification Procedures**  
PROPOSED October 2021

**1. Purpose**

Outlines actions that must be followed for proper notification of any bylaw's amendment to be made by either the Board of Directors or the Members' Assembly. No element of this policy shall be interpreted to contradict any of the USA Curling Bylaws.

**2. Applicability of Policy**

This policy applies to the Members' Assembly, its delegates, the USA Curling Board, and the USA Curling corporate Secretary and Treasurer.

**3. Definitions**

Member

A Regional Association, At-Large Club, or Curling Club as defined in Section 5.1 of USA Curling Bylaws Article 5

**4. Notice Procedures for Amending or Repeal of Bylaws by Members Meetings**

- a. No proposed amendment or repeal of USA Curling Bylaws shall be adopted unless the Members are notified, in writing, by regular mail, facsimile or electronic mail sent at least thirty (30) days, prior to the date of the meeting at which the same are intended to be considered; or unless each of the Members not so timely notified execute a waiver of such notice.
- b. Notice shall be given to the Members which shall include the fact of the amendment or repeal to be considered at said meeting, the content of said amendment or repeal and an explanation of the general nature and purpose for said amendment or repeal.
- c. All proposed amendments or repeal, in whole or in part, to these by-laws to be considered must be posted on the website or other electronic means of communication maintained by USA Curling, at least thirty (30) days prior to the meeting at which said amendment or repeal is to be considered. Material posted shall include the fact of the amendment or repeal to be considered at said meeting, the content of said amendment or repeal and an explanation of the general nature and purpose for said amendment or repeal.
- d. Said notice shall be communicated to the delegates of the Members which delegates are identified pursuant to USA Curling's Members' Assembly Policies and Procedures.
- 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.

**5. Notice Procedures for Amending or Repeal of Bylaws by Directors**

- a. No proposed amendment or repeal of these by-laws by the Director shall be adopted unless the Directors are notified, in writing, by regular mail, facsimile or electronic mail sent at least thirty (30) days prior to the date of the meeting at which the same is intended to be considered; or unless each of the Directors not so timely notified execute a waiver of such notice.
- b. All proposed amendments or repeal, in whole or in part, to these by-laws to be voted on the by Directors shall be posted on the website or other electronic means of communication maintained by USA Curling at least thirty (30) days prior to the meeting at which said amendment or repeal is to be considered. The material posted shall include the fact of the amendment or repeal to be





considered at said meeting, the content of said amendment or repeal and explanation of the general nature and purpose for said amendment or repeal.

- c. Upon adoption of any amendment by the Board of Directors, written notice of the language of each Amendment shall be promptly posted on the USA Curling website and be sent by email within five (5) business days to the Presidents of each Regional Association and the Chair of the AAC. Each amendment passed by the Directors shall be effective thirty (30) days after the notice is emailed, unless within that time period any combination of Presidents and AAC directors representing at least fifty percent (50%) of all the total votes of the Members, as certified pursuant to USA Curling Members' Assembly Policies and Procedures request that the effective date of any specific amendment be delayed. In that case the proposed Amendment shall not be effective until voted on and passed by the Members at a regular or special meeting of the Members Assembly

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## **Policy 21-08**

# **USA CURLING – Regional, At-Large Club, Member Club, and Affiliated Organizations Policies and Procedures**

PROPOSED October 2021

### **1. Purpose**

To facilitate a multi-layer organizational structure, this set of procedures and policies detail how to become a member organization, the duties, and responsibilities of membership, penalties for failure to meet those responsibilities, and reinstatement. No element of this policy shall be interpreted to contradict any of the USA Curling Bylaws.

### **2. Applicability of Policy**

This policy applies to all Regional Associations, At-Large Clubs, Member Clubs, and Affiliated Organizations of USA Curling.

### **3. Definitions**

#### Affiliated and Member Clubs

As defined in USA Curling Bylaws Article 5.

#### At-Large Club

A curling club that does not belong to any Regional Association.

#### Fiscal Year

Established by USA Curling Bylaws Section 20.1

#### Good Standing

As defined in USA Curling Bylaws Definitions.

#### Individual Curlers

As defined in USA Curling Bylaws Definitions.

#### Regional Curling Association or Regional Association

An association of Member Clubs conducting programs that are statewide or regional in scope.

### **4. Application for Membership in USA Curling**

#### a. Application Process

- i. Written application containing the following information (at minimum) shall be made to the Secretary of the USA Curling:
- ii. Name of the Applicant;
- iii. Names, e-mail, and mailing addresses of all of the Individual Curlers who are members of the Applicant (applicants without members/Individual Curlers at the time of application may be afforded the opportunity to provide such lists at a later date);
- iv. A copy of the Applicant's Articles of Incorporation/Charter and bylaws, as applicable;
- v. A request for membership and a statement that the Applicant shall abide by the rules and regulations of the USA Curling;
- vi. A statement that the Applicant shall select/admit its Individual Curlers in accordance with USA Curling's Non-Discrimination Policy;
- vii. If the Applicant is a Curling Club or other entity offering curling programs, it must submit a statement that it has either applied for membership in a Regional Association representing its geographic area and that said Regional Association has either 1) accepted it as a Member or 2)



- rejected it as a Member; or, for other cause the applicant is not or shall not be a member of a Regional Association and,
- viii. Applications must be executed by the Secretary or other appropriate officer of the organization from which the application is made.
  - ix. The procedure for applying for membership in USA Curling for those entities identified under USA Curling Bylaws Section 5.1.a.iv shall be as determined by the Board of Directors.
- b. **Provisional Approval for Membership**  
Provisional membership may be granted at the sole discretion of the Chief Executive Officer subject to an election held at the next Members' Assembly meeting. Provisional membership grants full rights and obligations to the applicant.
- c. **Election to Membership**  
The election to membership shall be by affirmative vote of majority of the Members at a Members' Assembly. The Members' Assembly shall consider all applications, which are deemed sufficient for Provisional approval, that are submitted at least 60 days before each annual Members' Assembly.

## 5. Member Dues

- a. Each Member Club of USA Curling shall pay annual dues.  
These annual dues shall be based upon each Individual Curler of the Member Club and shall be in an amount to be fixed, from time to time, by the Board of Directors. Adjunct members of USA Curling shall pay annual dues in an amount to be fixed, from time to time, by the Board of Directors. The Board of Directors also has the right to set dues amounts on an as-needed basis for member organizations offering curling without a traditional club structure. Annual dues shall be paid to USA Curling on or before January 31<sup>st</sup> of each year. A roster of Individual Curlers by Member Club, stating the name and e-mail and/or mailing addresses of each Individual Curler, must be attached to the dues payment on an annual basis.
- b. Any Member Club in arrears in its annual dues at the end of the fiscal year of the USA Curling in which the obligation was due shall be placed on probationary status.
  - i. Notice from USA Curling to the Member must be given in writing and delivered by either regular first-class mail, facsimile, or electronic mail to the designated representative of said Member.
  - ii. If said Member is a Regional Association, and the arrearage arises as a result of a Member Club being in arrears in payment of annual dues which club is also a member of the Regional Association, then notice must be given concurrently to both the Regional Association President and to the President of said Member Club of the arrearage and of the fact that said Member Club shall be placed on probationary status if the delinquency is not cured by the end of the fiscal year.
  - iii. Before imposing the penalties of probationary status, USA Curling must send the above notice no later than March 31 of the year when the arrearages were incurred, in order to give the Member Club and Regional Association an opportunity to timely cure the arrearage before the end of the fiscal year, or for the Regional Association to begin the process of revoking the membership of the Member Club under Section 5.d.vi of this policy.
  - iv. All cases of arrearage shall be handled on a case-by-case basis by USA Curling Board, the Regional Association, and the Member Club.



- c. While on probationary status, a Member Club that has failed to pay its dues timely after notice shall suffer the following consequences:
  - i. The Member Club shall have no authority to vote in any Member's Assembly, and its curlers shall not be counted in computing the votes of the Regional Association of which the Club is a member at any Members' Assembly or for allocation of directors;
  - ii. A Member Club that remains in arrears at the end of the fiscal year in which the annual dues were owed shall be ineligible to host a USA Curling event; its curlers shall not receive the Curling News and shall not be eligible to register for any championship event requiring that the curler be a member in good standing of a Member Club that belongs to a USA Curling Regional Association or an At-Large Club in good standing with USA Curling; and
  - iii. Any curler who is a member of the Member 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) shall no longer be eligible to serve on any Standing Committee, any Members' Assembly Committee, and may not continue to act as a director of USA Curling until the delinquent dues are paid.
- d. The Regional Association, of which the delinquent Member Club is a member club, shall 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.
  - i. Payment of dues that reach ninety-five (95) percent of the total individual curlers of a Regional Association shall be considered in compliance with dues payment. The date of compliance shall be January 31<sup>st</sup> of the current year using the final membership numbers provided by USA Curling. If payment of dues is below the 95% threshold, then the following actions shall apply to the Regional Association.
  - ii. If the dues are still in arrears on January 31<sup>st</sup> of the year following the year the obligation was due, and no action has been taken by the Regional Association under Section 5.d.vi of this policy, the directors of the Regional Association shall lose the ability to vote at any directors meeting until the delinquency is cured or action has been taken under Section 5.d.vi of this policy.
  - iii. If at the end of the fiscal year following the year when the obligation was due, the Regional Association still has not secured payment of the dues owed for the delinquent Member Club or has not revoked the delinquent Member Club's membership in the Regional Association under Section 5.d.vi of this policy in a timely manner according to the Regional Association's by laws, and the Member Club remains delinquent one year after the end of the fiscal year in which the dues were owing, the Regional Association's Membership in USA Curling may be revoked pursuant to the USA Curling Membership Suspension, Termination, and Reinstatement Process Policy.
  - iv. If a Member Club which is in arrears in its annual dues at the end of the fiscal year of USA Curling is an At-Large Club and not a member of any subsequently formed Regional Association accepted as a Member of USA Curling, provisions of Section 5.c of this policy shall apply.
  - v. If said Member Club or an adjunct member continues in arrears for one year from the due date of its annual dues, then the membership of the Member Club or the adjunct member in USA Curling shall be revoked, effective upon thirty (30) day written notice to said Member Club or adjunct member, notwithstanding the USA Curling Membership Suspension, Termination, and Reinstatement Process Policy.



- vi. A Regional Association upon receiving notice from USA Curling of a Member Club being in arrears of its USA Curling annual dues under Section 5.d.v of this policy, which Member Club is also a member of that Regional Association, shall revoke the membership of said Member Club in said Regional Association at a meeting of said Regional Association, in compliance with the Bylaws of said Regional Association.

## 6. Changes in Regional Geographic Scope

To effectuate said recognition of any change in the geographic scope of any present Regional Association, the change shall originate from the Members pursuant to a petition. Said petition shall state the reasons for and the facts supporting said change. Said petition shall 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 USA Curling Members Assembly Policies and Procedures. Said petition shall be brought before the Board of Directors for a determining vote at the next regular meeting, or a special Board of Directors meeting called for this purpose.

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## **Policy 21-09**

# **USA CURLING – Member-Elected Director Policy and Procedures**

PROPOSED October 2021

### **1. Purpose**

Details the process for developing a slate of candidates Member-Elected Directors for election to the Board by the Members' Assembly and the requirements those candidates must meet. No element of this policy shall be interpreted to contradict any of the USA Curling Bylaws.

### **2. Applicability of Policy**

This policy applies to the USA Curling Member-Elected Director seats and the Nominating and Governance Committee.

### **3. Definitions**

#### Regional Curling Association or Regional Association

An association of curling clubs conducting programs that are statewide or regional in scope.

#### Member-Elected Directors

As defined in USA Curling Bylaws Section 7.6

### **4. Candidate Commitment Requirements**

No candidate shall be eligible for election unless they have signed a written commitment to adhere to USA Curling's Code of Ethics and Fiduciary Responsibilities, read and signed the USA Curling Board of Director's Policy, and submitted a completed the USA Curling Conflict of Interest Policy Disclosure Statement/Questionnaire.

### **5. Process**

- a. The Nominating/Governance Committee shall issue a Call for Nominations to the Member Regional Associations by March 1st of the election year.
- b. The board of directors of each Member Regional Association shall be responsible for the review, vetting, and nomination of its allocated candidates 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.
- c. 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 USA Curling Bylaws Section 10.3.a no less than thirty (30) days prior to the Members' Assembly.

### **6. Vacancy**

Should one of the positions in described in USA Curling Bylaws Section 7.6 of these by-laws 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 shall have term and tenure limits imposed on their position in accordance with USA Curling Bylaws Section 7.10.



## 7. Seat Reallocation

Member-Elected Director seats shall be reallocated to the various Regional Associations in accordance with USA Curling Bylaws Section 7.6 by the Secretary and approved by the Board in every odd-numbered year.

- a. Said reallocation shall be based on the number of dues paying Individual Curlers of the Member Regional Associations as of a date to be determined by the Board from time to time, but no earlier than January 31<sup>st</sup> of the calendar year in which the reallocation is done.
- b. To the extent possible, the director seat groups shall strive to be geographically contiguous while maintaining as close to equal numbers of individual curling members in each group.
- c. The maximum number of Member-Elected directors shall be a total of six (6).
- d. To the extent that a new Regional Association (New Association) is created from an existing Regional Association, the New Association would be considered to be part of an existing Regional Association for purposes of director allocation until the next scheduled reallocation. Creation of any new Regional Association shall not cause an additional director to be added.

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## **Policy 21-10**

### **USA CURLING – Members' Assembly Policies and Procedures**

PROPOSED October 2021

#### **1. Purpose**

This policy establishes the procedures required to call an assembly of either the required Annual Meeting of Members or when a Special Meeting is petitioned. This policy also details the vote allocation for any Members' Assembly and procedures for reassigning regional delegates, their tenure, and how Member Clubs may send their delegation to the assembly. No element of this policy shall be interpreted to contradict any of the USA Curling Bylaws.

#### **2. Applicability of Policy**

This policy is directed to those tasked with setting the time and date and member notification for any Members' Assembly, the USA Curling Secretary, and the Members.

#### **3. Definitions**

##### At-Large Club

A curling club that does not belong to any Regional Curling Association.

##### Good Standing

As defined in the USA Curling bylaws, good standing includes, without limitation, being current in the payment of all dues, assessments, and other charges owed to the USA Curling in the relevant fiscal year and for all prior fiscal years.

##### Member Clubs

As defined in USA Curling Bylaws Article 5.

##### Member

A Regional Association or At-Large Club as defined in USA Curling Bylaws Article 5

#### **4. Annual Meeting**

Notice and agenda of any annual meeting of the Members' Assembly shall state the place, date, and time of the meeting and shall be posted on the website of USA Curling thirty (30) days before the meeting date. Said notice and agenda shall also be emailed to the last known address of the President or other designated representative of each Member, At-Large Club, and Member Club. 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.

#### **5. Special Meeting**

Notice and agenda of special meetings of Members' Assembly shall state the place, date, and time of the meeting and shall be posted on the website of USA Curling ten (10) days before the date of the special meeting. Said notice and agenda shall also be emailed to the last known address of the President or other designated representative of each Member, At-Large Club, and Member Club. At said special meetings of the Members' Assembly, the Members may not act on any proposal not included in the notice and agenda of the meeting.





## **6. Member in Good Standing Requirement to Vote**

To be entitled to vote at the meeting of the Members' Assembly, a Member, At-Large Club, or Member Club must be a member in good standing of USA Curling.

## **7. Vote Allocation**

- a. At any meeting of the Members' Assembly, each Member or Member Club in attendance, 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 USA Curling as of January 31st of the relevant year.
- b. The votes per Member must be certified by USA Curling's Treasurer as of ten (10) days prior to said meeting.
- c. Vote allocation shall be based upon the number of dues-paying Individual Curlers of each Member or Member Club as of January 31st of the year in which the meeting is held.
- d. If an Individual Curler is a member of more than one Member Club, said Individual Curler must designate one Member Club for which they shall be counted by USA Curling.

## **8. Member Club Delegation**

A Member Club of USA Curling, to be entitled to vote at the meeting of the Members' Assembly, must be a member in good standing of USA Curling. In addition, said Member Club must give written notice at least fifteen (15) days prior to said meeting, to both USA Curling's Secretary and to the President of the Member of which said Member Club is also a member of its intention to have its own delegate(s) attend said meeting of the Members' Assembly. Said notice shall be effective only for the meeting of the Members' Assembly for which it is given.

## **9. Member Club Delegation Vote Deducted from Member Delegation Vote**

When a Member Club has given notice pursuant to Section 8 of this policy of its intention to have its own delegate(s) attend the meeting of the Members' Assembly, the votes attributable to said Member Club shall be subtracted from the votes of the Member who would otherwise have the votes.

## **10. Notification of Delegate other than the Member President**

- a. Each Member, At-Large Club, and those Member Clubs who have given notice to USA Curling's Secretary pursuant to Section 8 of this policy, must notify USA Curling'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.
- b. Each of said person(s) shall be the delegate of only one Member or Member Club.
- c. To be effective, said notification must be given to USA Curling by the Secretary of said Member, At-Large Club, or Member Club no less than fifteen (15) days prior to the Members' Assembly meeting date. Said notice shall be effective only for the meeting of the Members' Assembly for which it is given.

## **11. Multiple Delegates per Member and Notification**

Each Member Association, At-Large Club, and Member Club may designate up to three (3) persons as its delegates. These three would include the President if the President is attending. The vote held by said Member shall be divided equally between each of said delegates who attend the Members' Assembly unless the Member specifically notifies the USA Curling Secretary no less than fifteen (15) days prior to the Members' Assembly meeting date.



## 12. Majority Vote

Except as otherwise provided by statute or by these bylaws, a majority of the votes represented at said meeting shall be sufficient to adopt or reject any proposal for which a vote is taken.

## 13. Notification Conflict

If there is a conflict between notices given to USA Curling's Secretary pursuant to any aspect of this policy, the notice last timely received prior to the applicable Members' Assembly meeting shall control. If it is not clear to USA Curling which notice was last timely received by USA Curling, the notice received from the Member Club shall be controlling.

## 14. Athlete Delegation

At any meeting of the Members Assembly, Athlete Representatives shall have a vote equal to one-third ( $\frac{1}{3}$ ) of the total vote. The Athlete's one-third ( $\frac{1}{3}$ ) vote shall be allocated among the Athlete Representatives. Athlete Representatives may not be current Board Directors. Said allocation shall be equal among said Athlete Representatives unless the Athlete Advisory Council otherwise determines and so notifies USA Curling's Secretary at least fifteen (15) days prior to the meeting. 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 as set forth in the Bylaws Amendment Notification Procedures.

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**Policy 21-11**  
**USA CURLING – Standing Committees Policies and Procedures**  
PROPOSED October 2021

**1. Purpose**

This policy details attendance requirements for all standing committee members and the process for the removal or temporary replacement of any standing committee member. No element of this policy shall be interpreted to contradict any of the USA Curling Bylaws.

**2. Applicability of Policy**

This policy applies to all USA Curling standing committee members.

**3. Definitions**

Standing Committee

All permanent board committees as defined in USA Curling Bylaws Section 9.1

**4. Standing Committee members** are expected to attend in person all regularly scheduled standing committee meetings of which they are a member. Each standing committee member must attend a minimum of at least one-half ( $\frac{1}{2}$ ) of the standing committee meetings of which they are a member during any twelve (12) consecutive month period.

**5. If a standing committee member is temporarily unable to fulfill their duties:**

If a standing committee member is temporarily unable to fulfill their duties, as determined by the Board upon two-thirds ( $\frac{2}{3}$ ) vote of the Board or at the standing committee member's written declaration, then an acting standing committee member shall be selected by the Chair per Bylaws Article 9.6.b. The acting standing committee member shall serve until the standing committee member is capable of resuming their duties as determined by the Board upon a two-thirds ( $\frac{2}{3}$ ) vote or the term of said standing committee member ends, whichever occurs first.

**6. Removal of a standing committee member:**

- a. Unless able to demonstrate to the directors of the Board that the presence of exigent circumstances caused and excused the absences, standing committee members may be removed by the Board if they fail to attend in person more than one half ( $\frac{1}{2}$ ) of the regular standing committee meetings during any twelve (12) consecutive month period. In such circumstances, the absent standing committee member shall be removed upon the affirmative vote of a majority of the Board (not including the vote of the standing committee member in question, if also a director).
- b. A standing committee member may also be removed for cause upon the affirmative vote of at least two-thirds ( $\frac{2}{3}$ ) of the Board (excluding the vote of the standing committee member in question, if also a director).
- c. Standing committee members may also be removed not for cause upon the affirmative vote of at least three-fourths ( $\frac{3}{4}$ ) of the Board (excluding the vote of the director in question, if also a director).



## **Policy 21-12**

# **USA CURLING – Athlete Ombuds Policy**

PROPOSED October 2021

### **1. Purpose**

Congress directed the Office of the Athlete Ombuds to develop and publish in the Federal Register, not later than 180 days after the date of enactment of the Empowering Olympic, Paralympic, and Amateur Athletes Act of 2020, a confidentiality and privacy policy consistent with statutory guidelines. This Notice contains the policy required by the statute. No element of this policy shall be interpreted to contradict any of the USA Curling Bylaws.

### **2. Addresses**

For information about the United States Olympic and Paralympic Committee Office of the Athlete Ombuds, visit [www.teamusa.org/athlete-ombuds](http://www.teamusa.org/athlete-ombuds). You may request written materials about the confidentiality and privacy policy by writing to the Office of the Athlete Ombuds, U.S. Olympic and Paralympic Committee, 1 Olympic Plaza, Colorado Springs, Colorado 80909.

The Office of the Athlete Ombuds offers independent, confidential advice to elite athletes regarding their rights and responsibilities in the Olympic and Paralympic Movement and assists athletes with a broad range of questions, disputes, complaints, and concerns.

Phone: 719-866-5000

Email: [ombudsman@usathlete.org](mailto:ombudsman@usathlete.org)

Website: [usathlete.org](http://usathlete.org)

### **3. Background**

On October 30, 2020, Congress enacted the Empowering Olympic, Paralympic, and Amateur Athletes Act of 2020 (Pub. L. 116 -189, 134 Stat. 943 (2020)) (the “Act”), which revised certain duties of the Office of the Athlete Ombuds. Section 6(e) of the Act, codified in 36 U.S.C. 220509(b)(4)(E), requires that no later than 180 days after the date of enactment of the Act, the Office of the Athlete Ombuds develop and publish in the Federal Register a confidentiality and privacy policy consistent with certain statutory guidelines. This Notice contains the confidentiality and privacy policy required by the Act.

### **4. Confidentiality and Privacy Policy**

#### **a. In general**

The Office of the Athlete Ombuds shall maintain as confidential any information communicated or provided to the Office of the Athlete Ombuds in confidence in any matter involving the exercise of the official duties of the Office of the Athlete Ombuds.

#### **b. Exceptions**

The Office of the Athlete Ombuds may disclose information described in subparagraph (a) as necessary to resolve or mediate a dispute, with the permission of the parties involved.

#### **c. Judicial and administrative proceedings.**

##### **i. In general**

The ombudsman and the staff of the Office of the Athlete Ombuds shall not be compelled to testify or produce evidence in any judicial or administrative proceeding with respect to any matter involving the exercise of the duties of the Office of the Athlete Ombuds.



- ii. Work product  
Any memorandum, work product, notes, or case file of the Office of the Athlete Ombuds
  - shall be confidential; and
  - shall not be subject to discovery, subpoena, or any other means of legal compulsion; or admissible as evidence in a judicial or administrative proceeding.
- d. Applicability  
The confidentiality requirements under this paragraph shall not apply to information relating to:
  - i. applicable federally mandated reporting requirements;
  - ii. a felony personally witnessed by a member of the Office of the Athlete Ombuds;
  - iii. a situation, communicated to the Office of the Athlete Ombuds, in which an individual is at imminent risk of serious harm; or
  - iv. a congressional subpoena.

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## **Policy 21-13**

# **USA CURLING – Code of Conduct**

PROPOSED October 2021

### **1. Introduction**

This Policy nullifies and replaces the existing USA Curling Policy 19-05, adopted October 11, 2019.

Every USA Curling member has the power and the responsibility to shape the culture within our sport. By practicing our shared values and staying focused on our highest priority – the safety and well-being of our athletes – we can promote an environment that empowers and supports athletes and makes participation in the sport a positive and rewarding experience for all members.

The USA Curling Code of Ethical Conduct (the “Code”) is our collective commitment to work ethically in all instances. It offers a tangible way to put our values into practice and guidance in situations that have potential or actual ethical implications. Ultimately, the effectiveness of the Code depends on a personal commitment from every member of the curling community.

This Code is divided into three sections: (1) the Athlete Bill of Rights; (2) Ethical Obligations; and (3) Resolution of Ethical Issues. The Code does not address misconduct or abusive behaviors. Instead, the USA Curling Safe Sport Policy provides the definitions and mandatory reporting requirements for misconduct and abuse.

All members, employees, volunteers, board members, committee and task force members of USA Curling, and contractors (collectively, “members of USA Curling” or “members”) are required to implement and adhere to this Code.

Members of USA Curling are also required to accept the requirements of and comport themselves in accordance with (a) the rules, policies, and procedures of USA Curling and the United States Olympic and Paralympic Committee (“USOPC”); (b) the Olympic Movement Code on the Prevention of the Manipulation of Competitions; and (c) all applicable state and local laws.

No element of this policy shall be interpreted to contradict any of the USA Curling Bylaws.

### **2. Athlete Bill of Rights**

All members of USA Curling are committed to ensuring that athletes have a safe, inclusive, and supportive environment in which to train and compete and that each athlete has the ability to:

a. Participate in Curling

Curling is inclusive and open to everyone. All athletes have the right to participate, regardless of their age, race, ethnicity, gender, sexual orientation, gender identity, mental or physical disability, national origin, religion, or any other basis proscribed by law. Athletes have the right to participate at a level commensurate with their maturity and ability and shall be given an equal opportunity to strive for success.

b. Train and compete safely

Safety is paramount. All athletes have the right to:

- i. Participate in an environment that is free from emotional, sexual, or physical abuse;



- ii. Train and compete in a safe environment, free from inappropriate physical hazards, bullying, hazing, harassment, stalking, violence, or similar threats; and
- iii. Train and compete on equipment that is clean, appropriately fitted, and properly maintained.
- c. Have their personal health and wellness prioritized  
Athletes have the right to pursue a healthy lifestyle that includes proper nutrition, mental health support, injury prevention and care, and necessary rest and recuperation, especially when healing from injury.
- d. To be treated with dignity and respect  
Athletes have the right to be treated fairly and with dignity and respect. They have the right to make mistakes and fail without fear. They have the right to be respected, encouraged, and supported appropriately by other athletes, parents, coaches, judges, spectators, event officials, and those in positions of authority.
- e. Receive proper instruction  
Athletes have the right to:
  - i. Be coached by individuals who are knowledgeable and have received appropriate training.
  - ii. Be properly prepared for participation by those in positions of authority, including coaches, club owners, and administrators.
  - iii. Question or report improper behavior or violations of the Safe Sport Code, including coaches or club owners, without fear that doing so shall negatively impact their participation or success.
  - iv. All athletes (particularly minor athletes) are entitled to have their parents observe coach/athlete interactions.
- f. Integrity and Transparency  
Athletes have the right to fair and transparent procedures and policies within their discipline – including selection procedures – that demonstrate integrity and are free from conflicts of interest, impropriety, and favoritism.
- g. Provide input on matters that directly affect them  
Athletes have the right to provide input and have their voices respected in matters that directly affect them.
- h. Voice opinions on issues that affect the curling community  
Athletes have the right to respectfully express themselves on issues that impact the curling community, with the confidence that doing so shall not jeopardize their ability to participate and/or negatively impact their success.

The foundational philosophies of this Bill of Rights are separate from but intended to guide the responsibilities of each individual member included in the Ethical Obligations of Members (below), the [Safe Sport Policy](#). Ethical Obligations should be interpreted with these principles in mind.

### 3. Ethical Obligations of Members

- a. Promotion of a Safe, Positive, and Healthy Environment for All  
Members have an ongoing obligation and commitment to ensure a safe and healthy environment for all curling participants. Consistent with this obligation, members must:
  - i. Make decisions in the best interest of athletes.
  - ii. Maintain a safe training and competing environment.
  - iii. Promote a culture of trust and empowerment.





- iv. Respect the fundamental rights, dignity, and worth of all participants.
  - v. Encourage a healthy lifestyle and support nutritional well-being.
  - vi. Promote and respect all Safe Sport principles.
- b. **Commitment to Integrity**  
Members have a responsibility to uphold the integrity of the sport and to act honestly, openly, fairly, and competently. Members must:
- i. Be knowledgeable of, understand, and follow USA Curling rules and policies, and refrain from knowingly misrepresenting or misinterpreting such.
  - ii. Promote fair play.
  - iii. Maintain respect on and off the ice and refrain from intimidating, embarrassing, or improperly influencing any individual responsible for participating in or administering a competition.
  - iv. Follow the established procedures for challenging a competitive result.
  - v. Make honest certifications regarding compliance with USA Curling’s policies, procedures, or membership requirements.
  - vi. Avoid engaging in business practices directed toward another Member that are known to be or are determined by a court or similar adjudicatory body to be unethical, illegal, or a breach of contract.
- c. **Participation and Inclusion**  
Members have the right to participate in any USA Curling activity or event for which the member is properly qualified under the rules of that activity or event and may participate to the best of their abilities at their own discretion:
- i. Members may not knowingly participate in or cause others to participate in any activity or event where that individual is inadequately prepared or unable to participate safely.
  - ii. Members must promote positive participation and avoid behavior that is likely to interfere with the orderly conduct of the activity or other members’ participation in or enjoyment of an activity or event.
  - iii. Members must respect the rights and opinions of others.
  - iv. Members must facilitate cooperation in order to serve athletes and other participants effectively and appropriately.
  - v. Members must promote inclusion and an environment free of discrimination. Members may not:
    - Restrict the ability of a member to qualify for or participate in competition because of the member’s association with a particular organization or individual or because of that Member’s race, sex, creed, sexual orientation, gender identity, age, national origin, mental or physical disability, or any other basis proscribed by law.
    - Discriminate in the allocation of resources or opportunities to any member or prospective member on the basis of race, sex, creed, sexual orientation, age, national origin, mental or physical disability, or any other basis proscribed by law.
- d. **Communication**  
Members of USA Curling have a duty to communicate honestly and openly and must:
- i. Respect the voice of athletes, particularly in matters that affect them.
  - ii. Strive to promote the sport and athletes.
  - iii. Provide all information and resources necessary to enhance a curler’s enjoyment of the sport or reduce their risk of injury or illness.
  - iv. Refrain from unsportsmanlike comments or behavior.
  - v. Address differences in a calm and respectful manner.





- vi. Clearly communicate roles, responsibilities, and expectations.
  - vii. Avoid making false or misleading claims; or falsify, or omit any information, record or document, or other evidence for any purpose.
  - viii. Accurately represent competitive achievements, professional qualifications, education, experience, eligibility, criminal record, other misconduct, and/or affiliations.
- e. **Concern for the Welfare of Others**  
Members shall seek to contribute to the welfare of curling participants and must:
- i. Promote a culture of empowerment with a focus on athlete health and safety.
  - ii. Comply with mandatory reporting requirements established by federal law, the U.S. Center for SafeSport, and USA Curling Safe Sport Policy.
  - iii. Proactively address potentially harmful behavior or an unsafe environment.
  - iv. Be sensitive to any imbalance of power.
  - v. Resolve conflicts in a professional manner.
- f. **Professional Responsibility**  
Members have the responsibility to aspire to the highest possible standards of conduct and must:
- i. Prioritize athlete welfare.
  - ii. Faithfully complete and comply with USA Curling membership requirements.
  - iii. Strive to maintain high standards and excellence.
  - iv. Seek to increase proficiency levels through continuing education and in consultation with other professionals.
  - v. Participate only at a level of the sport in which an individual is qualified and prepared for.
  - vi. Accept appropriate responsibility for one’s own behavior and report any unlawful or other inappropriate conduct of others in accordance with Section II below.
- g. **Alcohol and Drug-Free Environment**  
Members of USA Curling must ensure that the sport is conducted in an environment free of drug or alcohol abuse. Members may not:
- i. Use or provide to a third party any illegal (scheduled) drug pursuant to applicable federal, state, or municipal law.
  - ii. Assist or condone any competing athlete’s use of a drug banned by any applicable governing body, or, in the case of athletes, use such drugs or refuse to submit to properly conducted drug tests administered by any governing body.
  - iii. Provide alcohol to or condone alcohol use by minors; consume alcohol while engaging in USA Curling activities, including coaching and/or training and/or competing; consume excessive alcohol in the presence of athletes or at USA Curling’ events, or consume alcoholic beverages while a minor.

#### 4. **Resolving Ethical Issues**

All members of USA Curling have an obligation to be familiar with the principles outlined within this Code.

Members should be alert and sensitive to situations that could result in unethical, illegal, or improper actions.

The specific methods, requirements, and procedures for reporting and resolving possible ethical violations of the Code are found in the Complaint Procedures (USA Curling Policy 21-05).



The Complaint Procedures provide for informal resolution of ethical violations, the reporting of possible ethical violations (including anonymous reporting), and formal dispute resolution procedures for violations of the Code. The Complaint Procedures outline, among other things, who can submit a complaint, the requirements for a complaint, the process for responding to a complaint, the rights and responsibilities of the parties involved in the process, and the formal hearing process for resolution of complaint.

## 5. Anti-Retaliation and Additional Resources

### a. Anti-Retaliation.

Under no circumstances shall an individual be subject to any disciplinary or retaliatory action for filing, in good faith, a report of a violation or potential violation of the Code. However, filing known false or malicious reports will not be tolerated, and anyone filing such reports will be subject to appropriate disciplinary action.

### b. Additional Resources.

The Office of the Athlete Ombuds and its staff (the Athlete Ombuds) offers independent, confidential advice to athletes regarding their rights and responsibilities in the Olympic and Paralympic Movement, and assists athletes with a broad range of questions, disputes, complaints, and concerns. The Athlete Ombuds' focus is to serve athletes who represent the U.S. in international competition. The Athlete Ombuds operates on the core principles of confidentiality and privacy, independence, and impartiality.

Additional information about, and contact information for, the Athlete Ombuds can be found online at <https://www.teamusa.org/athlete-ombuds>.



**PREFACE - DEFINITIONS**

10-Year Athlete

An athlete who has represented the United States in a Delegation Event, World Championships, or another event designated by the USOPC (together with the AAC) and the relevant NGB (together with that NGB’s athlete advisory council) as an elite- level event for purposes of this definition, within the previous 10 years.

10-Year+ Athlete

An athlete who has represented the United States in a Delegation Event, World Championships, or another event designated by the USOPC (together with the AAC) and the relevant NGB (together with that NGB’s athlete advisory council) as an elite- level event for purposes of this definition, but not within the previous 10 years.

Athlete-Elected Representative

In the context of an Athlete-Elected position shall have the meaning as set forth in the USOPC’s bylaws, as amended from time to time.

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Athletes’ Advisory Council

The entity established and maintained under §220504(b)(2)(A) of the Ted Stevens Act that is composed of and elected by amateur athletes to ensure communication between the USOPC and currently active amateur athletes and serves as a source of amateur-athlete opinion and advice for policies and proposed policies of the corporation.

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At-Large Club

A curling club that does not belong to any Regional Curling Association.

Curling Club

A group of Individual Curlers sharing use of a dedicated or non-dedicated ice facility or playing on natural ice or temporary ice surfaces and who play in organized leagues or other events. A club that lacks a curling facility shall 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 shall also refer to other entities offering curling programs that are members of USA Curling.

Good Standing

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 USA Curling in the relevant fiscal year and for all prior fiscal years.

Governance Position

A position on any standing committee or a member-elected board member of the USA Curling, or a position on the board or board-elected member of a committee of the USOPC or the WCF or a Regional Curling Association.

Individual Curler

Any person who is recognized as a dues paying member of a curling club or using the facilities of a curling club on a regular fee-paying basis, which curling club is a Member of the USA Curling and for whom USA Curling dues are paid; or an individual who pays dues directly to the USA Curling separately from any member club or facility.

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NGB

A National Governing Body of the United States Olympic and Paralympic Committee

Protected Individual

As defined by the [Ted Stevens Act](#), any amateur athlete, coach, trainer, manager, administrator, or official associated with the USOPC or an NGB.

Regional Curling Association or Regional Association

An association of curling clubs conducting programs that are statewide or regional in scope.

Retaliation

As defined by the [Ted Stevens Act](#), any adverse or discriminatory action, or the threat of an adverse or discriminatory action, including removal from a training facility, reduced coaching or training, reduced meals or housing, and removal from competition, carried out against a protected individual as a result of any communication, including the filing of a formal complaint, by the protected individual or a parent or legal guardian of the protected individual relating to the allegation of physical abuse, sexual harassment, or emotional abuse, with the US Center for SafeSport; a coach, trainer, manager, administrator, or official associated with the USOPC; the United States Attorney General; a federal or state law enforcement authority; the Equal Opportunity Employment Commission; or Congress. Note: While the legal definition includes reporting physical abuse, sexual harassment, or emotional abuse, it does not limit retaliation to only this type of communication/disclosure. Retaliation is prohibited broadly with requirements noted throughout the NGB Compliance Standards in the following areas: Whistleblower and Anti-Retaliation Policy, Conflicts of Interest Policy, Code of Conduct, Selection Procedures, and Grievance Procedures.

Ted Stevens Act

The [Ted Stevens Olympic and Amateur Sports Act](#), as amended.

USADA

The United States Anti-Doping Agency

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US Center for SafeSport

The [U.S. Center for SafeSport Policies and Procedures](#)

USOPC

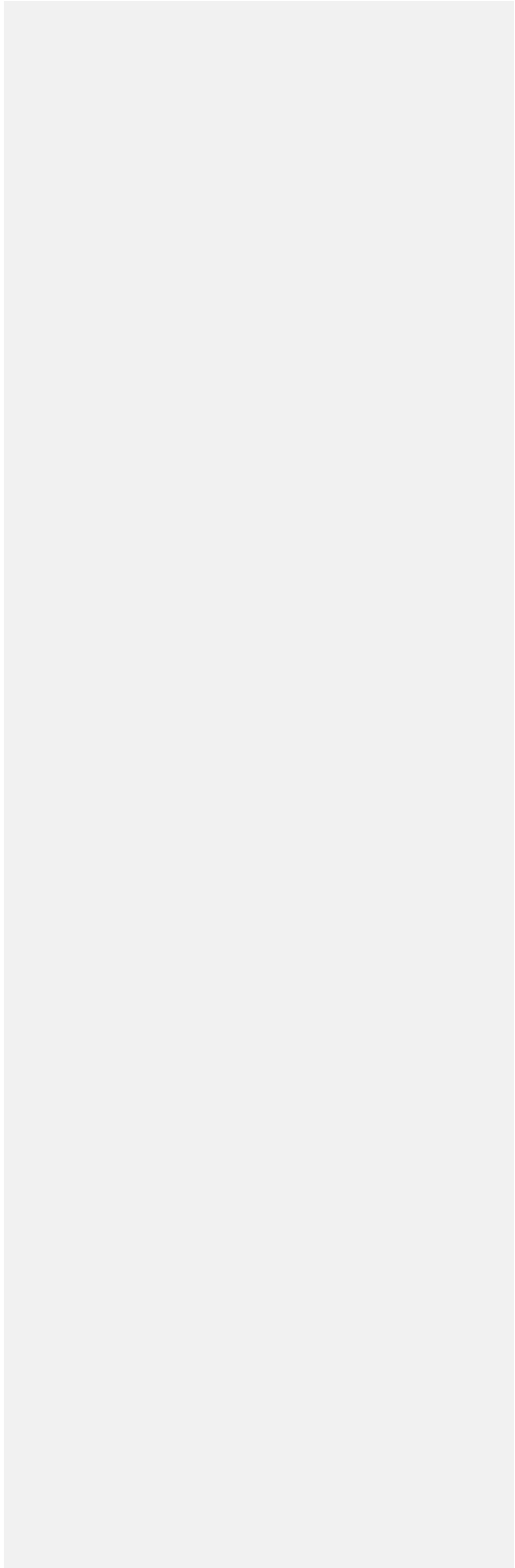
The United States Olympic and Paralympic Committee

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WCF

The World Curling Federation

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**ARTICLE 1**  
**NAME AND STATUS**

Section 1.1. - Name

The name of this corporation shall be United States Curling Association, Inc., doing business as, USA Curling. USA Curling may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

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Section 1.2. - Non-Profit Status

USA Curling is a non-profit corporation incorporated and licensed pursuant to the laws of the State of Wisconsin, and except as otherwise provided herein, the Statutes of the State of Wisconsin shall apply to these bylaws and the governance of the Corporation. USA Curling shall be operated for charitable and educational purposes, and it shall also have as its purpose to foster national, and international amateur sports competition in the sport of curling. USA Curling shall operate consistent with and shall maintain a tax-exempt status in accordance with Section 501(c)(3) of the Internal Revenue Code, as amended.

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**ARTICLE 2**

**OFFICES**

Section 2.1. - Principal Offices

The principal office of the USA Curling shall initially be in Stevens Point, Wisconsin. USA Curling may at any time and from time to time change the location of its principal office. USA Curling may have such other offices, either within or outside Wisconsin, as the Board of Directors may designate or as the affairs of USA Curling may require from time to time.

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Section 2.2. - Registered Office

The registered office of USA Curling required by the Wisconsin Nonprofit Corporation Act shall be maintained in Wisconsin. The registered office may be changed from time to time by the Board of Directors. The registered office may be, but need not be, the same as the principal office.

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**ARTICLE 3**

**MISSION**

Section 3.1. - Mission

The mission of USA Curling is to grow, strengthen, and advocate for the Olympic and Paralympic sport of Curling in the United States by prioritizing accessibility and programmatic development from grassroots to podium.

**Deleted:** The mission of the USCA will be to enable United States athletes to achieve sustained competitive excellence in Olympic, Pan American, and Paralympic competition and to promote and grow the sport of curling in the United States. As the National Governing Body for the sport of curling, the USCA strives to grow the sport and to win medals in world championships and Olympic Games.¶

Section 3.2. - Purpose

The purpose of the Corporation is to promote the sport of curling and to unite the curling organizations located within the territorial limits of the United States of America and engage in any lawful activity for which corporations may be formed.

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To

**Deleted:** represent curlers of the United States in any national or international discussions.¶  
To conduct, manage and operate national competitions comprising men, women, juniors, seniors, colleges, arena curlers, wheelchair curlers and comprising other participants as may be sanctioned from time to time.¶  
To foster national and international amateur sport competition within the meaning of 501(c)(3) of the Internal Revenue Code, as amended. Notwithstanding any other provision of these by-laws, the USCA will not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under 501(c)(3) of the Internal Revenue Code.¶  
To operate for educational and charitable purposes, coordinating programs and activities for Individual Curlers, Curling Clubs and State and Regional Curling Associations in the United States.¶  
To disseminate information and maintain records pertaining to curling.¶  
To provide an effective means of communication for the distribution of instructional materials, literature, rules, and other information; and to enhance the transmission of ideas among athletes, coaches, officials, and all Individual Curlers, Curling Clubs and State and Regional Curling Associations.¶



ARTICLE 4

RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1. - Recognition as a National Governing Body

The USA Curling shall seek and attempt to maintain certification by the USOPC as the NGB for the sport of curling in the United States. In furtherance of that purpose, the USA Curling shall comply with the requirements for certification as a NGB as set forth in the Ted Stevens Act (36 U.S.C. §§ 220501 - 220543220543) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements, the USA Curling shall:

a) Governance and Compliance.

- i. fulfill all responsibilities as an NGB as set forth in the Ted Stevens Act.
- ii. adopt and maintain governance and athlete representation policies complying with the requirements of these bylaws
- iii. adopt and maintain an Athletes Advisory Council as a part of its overall governance structure
- iv. adopt and maintain appropriate good governance practices
- v. be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code
- vi. adopt and enforce a code of conduct for its employees, members, board of Directors, and officers, including clear conflicts of interest principles
- vii. adopt and enforce ethics policies and procedures
- viii. demonstrate an organizational commitment to diversity and inclusion
- ix. satisfy such other requirements as are set forth by the corporation

b) Financial Standards and Reporting Practices.

- i. demonstrate a financial operational capability to administer its sport
- ii. be financially and operationally transparent and accountable to its members and to the corporation
- iii. adopt a budget and maintain accurate accounting records in accordance with accounting principles generally accepted in the United States of America (GAAP)
- iv. submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the corporation annually
- v. post on its website its current bylaws and other organic documents, its IRS Form 990 for the three most recent years, and its audited financial statements for the three most recent years
- vi. satisfy such other requirements as are set forth by the corporation

c) Athlete Safety.

- i. comply with all applicable athlete safety and child protection laws
- ii. comply with the policies and requirements of the USCSS
- iii. maintain and enforce an athlete safety program consistent with the policy(ies) and standards directed by the corporation

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Deleted: <#>be autonomous in the governance of the sport of curling by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;¶ maintain the managerial and

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be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin, sexual orientation, or sex, with representation on the Board of both males and females when reasonably possible;¶

- iv. comply with the anti-doping policies of the corporation and with the policies and procedures of USADA
- v. satisfy such other requirements as are set forth by the corporation

d) Sport Performance.

- i. maintain and execute a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence and in growing the sport
- ii. establish clear athlete, team, and team official selection procedures approved by a Designated Committee (as that term is defined in USOPC Bylaws Section 8.5.1) and by the corporation, for Delegation Event teams as applicable, and timely disseminate such procedures to the athletes and team officials
- iii. effectively conduct, in accordance with such selection procedures, a selection process, including any trials (as approved by the corporation), to select athletes for Delegation Event teams
- iv. competently and timely recommend to the corporation athletes, teams, and team officials for Delegation Event teams as applicable
- v. maintain and implement effective plans for successfully training Delegation Event athletes
- vi. satisfy such other requirements as are set forth by the corporation

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e) Operational Performance.

- i. demonstrate a managerial capability to administer its sport
- ii. obtain and keep current insurance policies in such amount and for such risk management as appropriate
- iii. actively seek, in good faith, to generate revenue in addition to any resources that may be provided by the corporation, sufficient to achieve financial sustainability
- iv. maintain and enforce grievance procedures that provide for prompt and equitable resolution of grievances and fair notice and an opportunity for a hearing before declaring an individual ineligible to participate;
- v. adopt a whistleblower and anti-retaliation policy;
- vi. cooperate with the corporation in preventing the unauthorized use of the names and trademarks of the corporation, the words "Olympic," "Paralympic," and "Pan American," and their derivatives, as well as their symbolic equivalents satisfy such other requirements as are set forth by the corporation

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4.2. National Governing Body SafeSport and Anti-Doping Obligations.

a. Compliance with the USOPC and US Center for SafeSport.

As a member NGB of the USOPC, the USA Curling shall adhere to the athlete safety rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the US Center for SafeSport as that organization. The current safe sport rules, policies and procedures are available at the offices of USA Curling or on-

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line at the following website: [www.safesport.org](http://www.safesport.org). USA Curling also shall adopt and maintain athlete safety policies and procedures consistent with the US Center for SafeSport's rules, policies, and procedures, as they may be modified or amended from time to time. USA Curling's current athlete safety rules, policies, and procedures are available at the offices of USA Curling or on-line at the following website: <https://www.usacurling.org/safesport>.

**b. Compliance with the USOPC and USADA Rules and Regulations.**

As a member NGB of the USOPC, USA Curling shall adhere to the anti-doping rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(k) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations. The USOPC has designated USADA as that organization. The current anti-doping rules, policies and procedures are available at the offices of USA Curling or on-line at the following website: <http://www.usada.org>.

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**Section 4.3. – Binding Arbitration**

USA Curling hereby agrees to submit to binding arbitration in any controversy involving its recognition as a National Governing Body for the sport of curling, as provided for in the bylaws of the USOPC.

**Section 4.4. - Bill of Rights**

Notice, and an opportunity for a hearing, shall be given to any athlete, coach, trainer, manager, administrator, or official before finally declaring such individual ineligible to participate as set forth in Article 15.

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agree to submit to binding arbitration in any controversy involving¶  
its recognition as a National Governing Body, or¶  
the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur competition in curling, upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the commercial rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Olympic and Amateur Sports Act;¶  
not have eligibility criteria relating to amateur status or to participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of curling recognized by the International Olympic Committee;¶  
perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act by and the USOPC on a National Governing Body; and¶  
provide for reasonable direct representation on its Board of Directors for any amateur sports organization which conducts a national program or regular national amateur athletic competition in curling on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competition and ensures that the representation reflects the nature, scope, quality and strength of the programs and competitions of the amateur sports organization...

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**ARTICLE 5**

**MEMBERS**

Section 5.0 – Temporary Novel Covid-19 Pandemic Provisions

*Note: This section was adopted with the proviso that it shall become null and void on January 1, 2022 and removed from this document without further action.*

While this Section remains in effect, the following conditions shall apply:

- a) The requirements and penalties set out in USA Curling's Policy Manual shall not apply to any member club as defined in Section 5.1 that is unable to open or operate due to the novel Covid-19 pandemic.
- b) No penalty shall accrue to any Regional Association as the result of any individual member club meeting the status defined in Section 5.0.a, nor shall those individual member club's status be considered in any other actions related to USA Curling's Policy.
- c) Any member club which received full USA Curling membership by vote at Annual Members' Assemblies in or after 2018 and meets the conditions detailed in Section 5.0.a shall maintain its USA Curling dues discount status as of January 2021.

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.

Section 5.2. - Membership Requirements and Dues

Membership in USA Curling is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements, which may include background checks and SafeSport education and training, and dues as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of payment

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Deleted: <#>The USCA may have additional individual or affiliated organizations as adjunct members as the Board may deem appropriate or as required by law.¶

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Deleted: <#>Written application containing the following information (at minimum) will be made to the Secretary of the USCA:¶  
Name of the Applicant;¶  
Names, e-mail, and mailing addresses of all of the Individual Curlers who are members of the Applicant (applicants without members/Individual Curlers at the time of application may be afforded the opportunity to provide such lists at a later date);¶  
A copy of the Applicant's Articles of Incorporation/Charter and by-laws, as applicable;¶  
A request for membership and a statement that the Applicant will abide by the rules and regulations of the USCA;¶  
A statement that the Applicant will select/admit its Individual Curlers without regard to race, color, religion, age, sex, sexual orientation, gender identity, or national origin;¶

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of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full. For details on USA Curling membership application requirements, election to membership, and dues, please refer to USA Curling Policies Manual.

### Section 5.3. Termination of Membership.

- a) The membership of any Member may be terminated, at any time, for cause by two-thirds (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 (2/3) vote of the Members. Said two-thirds (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 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.

### Section 5.4. Membership SafeSport and Anti-Doping Obligations.

As a condition of membership in USA Curling and a condition for participation in any competition or event sanctioned by USA Curling or its member organizations, each USA Curling member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in USA Curling or USA Curling events (whether or not an USA Curling member), agrees to comply with and be bound by the SafeSport rules, policies and procedures of the US Center for SafeSport and to submit, without reservation or condition, to the jurisdiction of the US Center for SafeSport for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time, to the extent the alleged violation falls within the jurisdiction of the US Center for SafeSport. Each USA Curling member and each athlete, coach, trainer, agent, athlete support personnel, medical personnel, team staff, official and other person who participates in USA Curling or USA Curling events (whether or not an USA Curling member) also agrees to comply with and be bound by the athlete safety rules, policies and procedures of USA Curling, and to submit, without reservation or condition, to the jurisdiction of USA Curling for the resolution of any alleged violations of the US Center for SafeSport's rules or of USA Curling's rules that do not fall within the US Center for SafeSport's exclusive jurisdiction and over which the US Center for SafeSport declines to exercise discretionary jurisdiction. To the extent any USA Curling rule is inconsistent with the rules of the US Center for SafeSport, such rule is hereby superseded.

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Deleted: 5. - Dues¶ ¶ <i>(Italicized Sections modified through January 1, 2022 per Section 5.0)¶</i> Each Member Club of the USCA will pay annual dues. These annual dues will be based upon each
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Deleted: of the Member Club and will be in an amount to be fixed, from time to time, by the Board of Directors. Adjunct members of the USCA will pay annual dues in an amount to be fixed, from time to time, by the Board of Directors. The Board of Directors also has the right to set dues amounts on an as-needed basis for member organizations offering curling without a traditional club structure. Annual dues will be paid to the USCA on or before January 31st of each year. A roster of Individual Curlers by Curling Club Member, stating the name and e-mail and/or mailing addresses of each Individual Curler, must be attached to the dues payment on an annual basis.¶ Any Member Club in arrears in its annual dues at the end of the fiscal year of the USCA in which the obligation was due will be placed on probationary status. (Under of these by-laws, the USCA's fiscal year ends on June 30.) Notice from the USCA to the Member must be given in writing and delivered by either regular first-class mail, facsimile, or electronic mail to the designated representative of said Member. If said Member is a State or Regional Curling Association, and the arrearage arises as a result of a Curling Club being in arrears in payment of annual dues which club is also a member of the State or Regional Curling Association then notice must be given concurrently to both the State or Regional Curling Association President and to the President of said Curling Club of the arrearage and of the fact that said Curling Club will be placed on probationary status if the delinquency is not cured by the end of the fiscal year. Before imposing the penalties of probationary status, the USCA must send the above notice no later than March 31 of the year when the arrearages were incurred, in order to give the Curling Club and State and Regional Curling Association an opportunity to timely cure the (...)
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It is the duty of members of USA Curling to comply with all anti-doping rules of the [World Anti-Doping Agency \(WADA\)](#), the [WCF](#) and of [USADA](#), including the [USADA Protocol for Olympic and Paralympic Movement Testing \(USADA Protocol\)](#) and all other policies and rules adopted by the [WCF](#), [USADA](#) and the [USOPC](#), including the [USOPC National Anti-Doping Policy](#). Athlete members agree to submit to drug testing by the [WCF](#) and/or [USADA](#) or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that a member may have committed an anti-doping rule violation, the member agrees to submit to the results management authority and processes of [USADA](#), including arbitration under the [USADA Protocol](#), or to the results management authority of the [WCF](#) if applicable or referred by [USADA](#).

It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the [World Anti-Doping Code](#)), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, Paralympic Sport Organization, or High Performance Management Organization, participation on a national team, utilization of a [USOPC Training Center](#), receipt of benefits from the [USOPC](#) or [USA Curling](#), inclusion in the Registered Testing Pool, or otherwise subject to the [World Anti-Doping Code](#) to comply with all anti-doping rules of [WADA](#), the [WCF](#), the [USOPC](#), and of the [USADA](#), including the [USADA Protocol](#) and all other policies and rules adopted by [WADA](#), the [WCF](#) and [USADA](#). If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of [USADA](#), including arbitration under the [USADA Protocol](#), or to the results management authority of the [WCF](#), if applicable or referred by [USADA](#). In addition, Athletes agree to submit to drug testing by the [WCF](#) and/or [USADA](#) or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

#### Section 5.5. - Transfer of Membership

A Member may not transfer its membership in [USA Curling](#). A Member ~~shall~~ have no ownership rights or beneficial interests of any kind in the property of [USA Curling](#).

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**Section 5.8. – Reinstatement (Modified through January 1, 2022 per Section 5.0.)**

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*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 (2/3<sup>rd</sup>) 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 (2/3<sup>rd</sup>) vote by the Members at the next Members' Assembly annual meeting. Said two-thirds (2/3<sup>rd</sup>) vote will be determined excluding the vote of said petitioning former Member.*

ARTICLE 6

**REGIONAL ASSOCIATIONS**

**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.

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- Deleted: no less than fifty percent (50%) of the total vote of the membership as determined pursuant to .
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- Deleted: <#>For purposes of competition, individual Curling Clubs may petition the USCA for assignment to a State or Regional Curling Association other than the one they are then associated with geographically. The CEO will make the determination based upon the best interest of the USCA, the States or Regional Curling Association, and the competition. Any substantial re-organization of the States and Regions for purposes of competitions shall require approval by the Board of Directors so that policy considerations may be addressed.¶



ARTICLE 7

BOARD OF DIRECTORS

Section 7.0 – Temporary Novel Covid-19 Pandemic Provisions

Note: This section was adopted with the proviso that it shall become null and void on January 1, 2022, and removed from this document without further action.

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While this Section remains in effect, the Member-Elected Director’s seat reallocation as detailed in Regional, At-Large Club, Member Club, and Affiliated Organization Policies and Procedures shall be suspended. The next Member-Elected Director’s seat reallocation shall occur in the next odd-numbered year following this section’s nullification.

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Section 7.1. - General Powers

Except as otherwise provided in these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USA Curling shall be managed by, its Board of Directors, also referred to herein as the “Board”.

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Section 7.2. - Function of the Board

a) The USA Curling Board of Directors shall represent the interests of the curling community and its athletes in the United States by providing USA Curling with policy, guidance, and strategic direction. The Board shall provide oversight and direction to the management of USA Curling and its affairs. The day-to-day operational responsibilities of USA Curling shall be the responsibility of the CEO. As a paramount duty, the Board shall select a well-qualified and ethical Chief Executive Officer and diligently oversee the Chief Executive Officer in the operation of USA Curling. The Board shall focus on long-term objectives and impacts rather than on day-to-day management. The Board shall empower the Chief Executive Officer to manage a staff-driven organization supported by volunteers with effective Board oversight. The Board shall maintain a separate Board of Directors Policy document.

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b) In addition, the Board shall perform the following specific functions, without limitation by enumeration:

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i) implement procedures to orient new Board directors, to educate all Board directors on the business and governance affairs of USA Curling, and to evaluate Board performance.

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ii) select, compensate, and evaluate the Chief Executive Officer and plans for management succession;

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iii) review and approve USA Curling's strategic plan and the annual operating plan, budget, business plans, and corporate performance;

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iv) set policy and provide guidance and strategic direction to management on significant issues facing USA Curling;

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v) review and approve significant corporate actions;

vi) oversee the financial reporting process, communications with Members, athletes, and other constituents, and USA Curling's legal and regulatory compliance program;

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vii) oversee effective corporate governance;

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- viii) approve capital structure, financial strategies, borrowing commitments, and long- range financial planning;
- ix) review and approve financial statements, annual reports, audit, and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- x) monitor to assure USA Curling's assets are being properly protected;
- xi) monitor USA Curling's compliance with laws and regulations and the performance of its broader responsibilities;
- xii) design and support and active fundraising program for USA Curling.
- xiii) ensures that USA Curling adopts and maintains athlete safety rules, policies and procedures that comply with the requirements of the USOPC and US Center for SafeSport.

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**Section 7.3. - Diversity of Discussion**

USA Curling's Board shall be sensitive to the desirability of diversity at all levels of USA Curling, including among its athletes. The Board shall develop and implement a policy of diversity at all levels of USA Curling, supported by meaningful efforts to accomplish that diversity. The Board shall develop norms that allow and encourage open discussion and allow and encourage the presentation of differing views.

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**Section 7.4. - Qualifications**

- a) Each director of the Board of Directors must be a citizen of the United States and eighteen (18) years of age or older.
- b) A director shall
  - i) have the highest personal and professional integrity,
  - ii) have demonstrated exceptional ability and judgment, and
  - iii) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USA Curling.

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Directors shall possess the highest personal values, judgment, and integrity, understanding of athletic competition and the Olympic ideals, understanding of the responsibilities and obligations of a NGB for the Olympic sport of curling, and as a group have diverse experience in the key business, financial, and other challenges that face USA Curling, from time to time. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, legal and sport.

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**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.

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- 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/liason shall be a director of the Board of Directors of USA Curling with both a voice and a vote.

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**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.

**Deleted:** <#>At the discretion of the Board of Directors, the representatives to the World Curling Federation from the United States, who are not otherwise directors, and the representatives to the USOPC for curling, who are not otherwise directors, may be invited, from time to time, to attend meetings of the Board on a voice but no vote basis. Said representatives will not count towards any determination of a quorum.¶

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**Deleted:** <#>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).¶

**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.

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**Section 7.8. - Independent Directors**

The Independent Director must maintain an independent perspective by maintaining the following requirements for their entire term and any successive term with the exception of holding any governance role in USA Curling or WCF and including any reimbursement of expenses related thereto.

There shall be at least one (1) and a maximum of three (3) Independent directors.

Through its Nominating and Governance Committee, the Board shall affirmatively decide as to the independence of each Director and disclose those determinations. Under the definition of "independence" adopted by the Board, an Independent Director shall be determined to have no material relationship with USA Curling, either directly or through an organization that has a material relationship with USA Curling. A relationship is "material" if, in the judgment of the Nominating and Governance Committee, it would interfere with the Director's independent judgment. To assist it in determining whether a Director is independent, the Board shall adopt the guidelines set forth below, which shall be applied on a case-by-case basis by the Nominating Committee.

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- A Director shall not be considered independent if, within the preceding five (5) years:
  - a. the Director was employed by or held any governance position (whether a paid or volunteer position) with USA Curling, the World Curling Federation, or any sport family entity of curling;
  - b. an immediate family member of the Director was employed by or held any governance position (whether a paid or volunteer position) with USA Curling, the World Curling Federation, or any

sport family entity of curling;

- c. the Director was affiliated with or employed by USA Curling's outside auditor or outside counsel;
- d. an immediate family member of the Director was affiliated with or employed by USA Curling's outside auditor or outside counsel as a partner, principal, or manager;
- e. the Director was a member of USA Curling's Athletes' Advisory Council;
- f. the Director was a member of any constituent group with representation on the Board;
- g. the Director receives any compensation from USA Curling, directly or indirectly;
- h. the Director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Curling;
- i. the Director is a member of the NGB in a membership category that participates in competitions;  
or
- j. the Director is the parent or close family member of an athlete or member of USA Curling.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a Director is independent, shall be made by the Nominating and Governance Committee.

Section 7.9. - Tenure

The term of office for a director of the Board of Directors, whether member, board, or athlete elected, shall be two (2) years. However, a director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability, or death.

Section 7.10. - Staggered Board

Directors of the Board shall be elected/selected so as to implement a staggered Board system.

Section 7.11. - Term Limits

- a) No director of the Board of Directors shall serve more than four (4) consecutive terms.
- b) When a director is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, and the remaining term is one (1) year or more, such term shall constitute a full term. Thus, if the vacancy being filled is for one (1) or more years, then the maximum consecutive term is three (3) additional two-year terms immediately following the termination of the current term. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the director shall be able to serve four (4) additional full consecutive terms following completion of the filled vacancy term.

Section 7.12. - Director Attendance

Directors of the Board of Directors shall attend in person all regularly scheduled Board meetings. During the Director's term, Directors shall be required to attend in person or by electronic means no less than one-half (1/2) of all regularly scheduled Board meetings upon penalty of sanctions by the Board.

Section 7.13. - Resignation, Removal and Vacancies

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- a) A director's position on the Board of Directors shall be declared vacant upon the director's resignation, removal, incapacity, disability, or death. Any director may resign at any time by giving written notice to the Board Chair, except the Chair's resignation shall be given to the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- b) A director shall be subject to sanction or removal by the Board if the director fails to attend at least one-half (1/2) of the regular meetings of the Board during any consecutive twelve (12) month period. Said absent director may be removed or sanctioned only by an affirmative vote of at least two-thirds (2/3) vote of the Board, not including the vote of the absent director.
- c) A director may be removed for cause after being provided an opportunity for the director to be heard by the Board. Removal shall be upon an affirmative vote of at least two-thirds (2/3) vote of the Board, excluding the vote of the director in question. The Ethics Committee shall develop guidelines for violations that may be considered as cause for removal and present those guidelines to the Board for approval.
- d) Prior to the Board hearing on any request for removal for cause, a complaint shall first be filed with the Ethics Committee. The complaint shall be in the form and the substance as determined by the Ethics Committee. A copy of said complaint shall also be provided to the director, against whom said complaint is made. The Ethics Committee or its designee shall investigate the facts independently from that presented in the complaint. All parties shall cooperate with said investigation. The Ethics Committee shall present its findings based upon its investigation to the Board at the hearing to be held by the Board on the complaint. The hearing held by the Board on said complaint shall, as applicable, be pursuant to the provisions as set forth in the USA Curling Athletes Ombuds Policy. Unless otherwise required by the Ted Stevens Act, as amended from time to time and/or the USOPC bylaws, as amended from time to time, there shall be no appeal to the USOPC. The hearing held by the Board shall be on no less than thirty (30) days advanced notice.
- e) In lieu of removal of a director, the Board may, after the hearing, issue other sanctions including a private or public censure, removing said director from membership on any committees or suspending the voting privileges of said director.
- f) If a director is temporarily unable to fulfill the director's duties, as determined by the Board upon two-thirds (2/3) vote of the Board or at said Director's written declaration, then an acting director may be elected to assume said duties, at the discretion of the Board. The acting director shall serve until the Director is capable to resume the director's duties as determined by the Board upon two-thirds (2/3) vote, or until the term of said Director ends, whichever occurs first.
- g) Any vacancy occurring in the Board shall be filled as set forth for the election of the same type of director. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.
- h) No director shall be subject to removal or to not being re-nominated based on how the director voted as a director, unless such voting is in violation of USA Curling's Code of Ethics. The same rules and procedures shall apply to resignation, removal, and vacancy in the office of Chair.
- i) After a hearing before the Board and upon a vote of two-thirds (2/3) of the Board, excluding the director in question, if an independent director is no longer considered independent pursuant to Section 7.8, then said director shall immediately be removed as a director.

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Section 7.14. - Regular and Special Meetings

The Board of Directors shall meet at regularly scheduled meetings at least four (4) times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the directors of the Board.

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Section 7.15. - Notice of Meetings

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- a) Notice of each meeting of the Board of Directors stating the date, time, and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each director of the Board by or at the direction of the Board Chair. Notice shall be given in writing. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose), to the director's facsimile telephone number or to the director's email address. Written notice shall be delivered no fewer than twenty (20) days before the date of the meeting, except if the notice is of a special meeting. Notice of special meeting shall be delivered no fewer than ninety-six (96) hours before the date and time of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete.
- b) A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

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Section 7.16. - Quorum

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The presence of a majority of the directors of the Board of Directors at the commencement of any meeting shall constitute a quorum for the transaction of business. The act of a majority of directors in attendance at the meeting shall constitute the act of the Board, unless the bylaws require otherwise. Quorum shall not be lost if during the meeting one or more directors leave.

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Section 7.17. - Consent

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

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The act of a majority of Directors on the Board present at a duly called meeting in which a quorum is established shall constitute an act of the Board.

The unanimous written or electronic consent of all Directors on the Board shall also constitute an act of the Board.

Section 7.18. - Voting by Proxy.

No director may vote or act by proxy at any meeting of directors.

Section 7.19. - Presumption of Assent

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken is presumed to have assented to the action taken unless such director's dissent or abstaining shall be entered in the minutes of the meeting or unless the director files a written dissent or abstaining to such action with the individual acting as the Secretary of the Board before the adjournment of the meeting forwards such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7.20. - Transacting Business by Mail, Electronic Mail, Telephone or Facsimile

The Board shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile.

Section 7.21. - Agenda

The Chair, in consultation with the Chief Executive Officer and the Chairs of the standing committees, shall determine the agenda for Board meetings. Directors shall be permitted to request items for inclusion on the agenda for Board meetings.

Section 7.22. - Questions of Order and Board Meeting Leadership

Questions of order shall be decided by the Board Chair or the parliamentarian for the meeting, if appointed by the Chair. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair shall designate in writing in advance one (1) other member of the Board to preside. If the Chair is unable to make or has not made such a designation, the Board may choose at the commencement of the meeting another member of the Board to serve as presiding officer for that meeting.

Section 7.23. - Effectiveness of Actions

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the bylaws or when a definite effective date is recited in the record of the action taken.

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Section 7.24. - Open and Closed Meeting Sessions

Ordinarily, all meetings of the Board of Directors shall be open to representatives of Members, and where appropriate, the public. However, if the Board Chair, with the consent of a majority of the directors of the Board in attendance, deems it appropriate to exclude the public at an open meeting for any reason, then the Chair may declare that the meeting is closed. Also, if the Board Chair, with the consent of the majority of the directors of the Board in attendance, deems it is appropriate to exclude representatives of Members in order to convene a closed session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or any other sensitive matter, the Chair may exclude all representatives of Members and public and specifically designate and call a closed session.

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Section 7.25. - Minutes of Meetings

The minutes of all meetings of the Board of Directors shall be published on USA Curling's website. Every reasonable effort shall be made to publish draft minutes within thirty (30) days after completion of the meeting and republished as final within fifteen (15) days of their approval.

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Section 7.26. - Compensation

Directors of the Board shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USA Curling's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA Curling in any other capacity. Athlete Directors, however, shall be entitled to obtain compensation from USA Curling in connection with their capacity as athletes, including, all benefits to which all Elite Athletes are eligible.

Section 7.27 - Confidentiality

All directors shall maintain confidentiality for all items deemed confidential by the Board

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ARTICLE 8

OFFICERS

Section 8.1. - Designation

The officers of USA Curling shall be a Board Chair, a Vice-Chair, a Treasurer, and a Secretary.

Section 8.2. - Election/Selection

The Chair and Vice-Chair shall be elected from among the directors of the Board at a meeting of the Board of Directors. Recognizing the significance of the Chair in international matters, the Chair shall exercise ceremonial or representational functions in the international context, but the Chief Executive Officer, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to the WCF and the USOPC.

The CEO shall designate one (1) member of the staff or a volunteer to serve as USA Curling's corporate Secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings. The CEO shall designate one (1) member of the staff or a volunteer to serve as USA Curling's Treasurer and to handle the ministerial function required by that position under corporate law.

Section 8.4. - Term and Tenure

- a) The newly elected Chair shall take office immediately. The Chair shall hold office until the Chair's successor is elected and qualified, or until the Chair's earlier resignation, removal, incapacity, disability, or death.
- b) The newly elected Vice-Chair will take office immediately. The Vice-Chair will hold office until the Vice-Chair's successor is elected and qualified, or until the Vice-Chair's earlier resignation, removal, incapacity, disability, or death-
- c) The term of the Chair shall be two (2) years. Over a maximum term limit as a director, no individual shall serve as Chair for more than two (2) terms
- d) The term of the Vice-Chair shall be two (2) years. Over a maximum term limit as a director, no individual shall serve as Vice-Chair for more than two (2) terms
- e) When a new Chair or Vice-Chair is elected to fill a vacancy because of the resignation, removal, incapacity, disability, or death of either, and the remaining term is one (1) year or more, such term shall constitute a full term. Thus, if the vacancy being filled is for one (1) or more years, then the maximum term is one (1) additional two-year terms. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the new chair shall be eligible to serve two (2) additional full terms following completion of the filled vacancy term.
- f) The term of office of the Secretary, the Treasurer is unlimited. If a staff member is the Secretary or Treasurer, the staff member may hold office until their employment by USA Curling ends. A staff member or volunteer as the Secretary or Treasurer shall hold office until the CEO designates a different individual to serve as Secretary or, Treasurer or until the same's earlier resignation, removal by the CEO, incapacity, disability, or death. In any circumstance in which the CEO has not designated a staff member or volunteer to serve as either Secretary or Treasurer, the Board of

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A Vice-Chair will be elected from among the Directors of the Board.¶

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Directors may select a Director of the Board or other individual to serve as Secretary or Treasurer.

Section 8.5. - Authority and Duties of Officers

The officers of USA Curling shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

- a. Board Chair. The Chair shall: (i) set all meeting and meeting agendas, (ii) preside at all meetings of the Board, (iii) see that all Board Commitments, resolutions, and oversight are carried into effect and (iv) exercise such powers and perform such other duties as from time to time may be assigned by the Board.
b. Vice-Chair. Vice-Chair will do such duties as assigned by the Board Chair.
c. Treasurer. The Treasurer shall: (i) have general oversight of the financial affairs of USA Curling, including preparation of the annual budget, (ii) ensure the preparation of USA Curling's financial reports on an annual or more frequent basis; (iii) present financial reports to the Board as the Board may request; (iv) ensure that an annual audit is conducted of USA Curling, and (v) in general, perform all duties incident to the office of Treasurer.
d. Secretary. The Secretary shall: (i) Keep the minutes of the proceedings of the Board and ensure that such meetings are published to USA Curling's website; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records; (iv) perform all duties incident to the office of Secretary.

Section 8.6. - Restrictions

Officers of USA Curling shall perform their functions with due care. No individual may serve simultaneously as an officer of USA Curling and as an officer of a Member of USA Curling or as an officer of another amateur sports organization that is recognized by the USOPC as a NGB.

Section 8.8. - Resignation, Removal and Vacancies

- a) An officer's position with USA Curling may be declared vacant upon the officer's resignation, removal, incapacity, disability, or death. The Chair may resign at any time by giving written notice to the Chief Executive Officer.
b) The Chair or Vice-Chair may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total vote of the Board (excluding the vote of the director in question). The Chair or Vice-Chair may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total vote of the Board (excluding the vote of the director in question).
c) Any vacancy occurring in the Chair or Vice-Chair shall be filled by the Board, by majority vote. A Chair or Vice-Chair elected to fill a vacancy will be elected for the unexpired term of such Chair's or Vice-Chair's predecessor in office.
d) The Secretary or Treasurer may resign at any time by giving written notice to the CEO. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in the office of Secretary or Treasurer shall be filled by the CEO.

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Chief Executive Officer will:¶
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Section 8.9. - Acting Officer

If the Chair, Vice-Chair, or any other officer of USA Curling is temporarily unable to fulfill their duties, as determined by the Board of Directors upon two-thirds (2/3) vote of the Board, or at said officer's written declaration, then an acting officer shall be determined to assume said duties. If the officer is the Chair or the Vice-Chair, the acting officer shall be elected by the majority of the Board.

The acting Chair or acting Vice-Chair shall serve until the Chair or Vice Chair is capable to resume to their duties as determined by the Board upon two-thirds (2/3) vote or the term of said office ends, whichever occurs first.

All other acting officers shall be appointed by the CEO and shall serve until the officer is capable to resume their duties as determined by the CEO or the term of office ends, whichever occurs first.

Section 8.10. - Compensation

The Chair and the Vice-Chair shall not receive compensation for their service, although the reasonable expenses of the Chair and Vice-Chair may be paid or reimbursed in accordance with USA Curling's policies. The Chair and Vice-Chair are disqualified from receiving compensation for services rendered to or for the benefit of USA Curling in any other capacity.

To the extent the Secretary and/or the Treasurer is a designated member of USA Curling's staff, the Secretary and/or Treasurer shall be entitled to regular compensation in connection with their employment with USA Curling and may be provided additional compensation for service as Secretary and/or Treasurer.

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Nominating/Governance Committee to propose a candidate for said office. The name(s) of
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Section 8.12. - Special Election When Meeting by Conference Call or Similar Communication Equipment ¶  
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**ARTICLE 9**

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**STANDING COMMITTEES**

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**Section 9.1. - Designation**

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- a) USA Curling shall have the following standing committees: An Audit/Finance Committee, a Human Resources Committee, a Judicial Committee, an Ethics Committee, and a Nominating/Governance Committee. Said committees shall report to the Board of Directors.
- b) The Chair may appoint advisory task forces as the Chair believes appropriate. The Chair shall define narrowly the mission deliverable of such task force. The decision to appoint or not appoint and to terminate such task force shall be exclusively the Chair's.
- c) The Chair shall be an ex officio member of all standing committees.

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**Section 9.2. - Assignments**

The Audit/Finance Committee, Human Resources Committee, Judicial Committee, Ethics Committee, and Nominating/Governance Committee, hereinafter referred to as "Standing Committees," shall have their agendas developed by the Committee chair in consultation with the appropriate members of management and input from the directors. The standing committee members shall be expected to attend in person all regularly scheduled standing committee meetings. However, participation by telephone or other electronic means of communication shall be permitted. Each Committee chair of a standing committee shall make a report on the committee activity to the Board, as requested by the Board.

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**Section 9.3. - Committee Composition**

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- a) Membership in each of the standing committees shall have at least one-third (1/3) athlete-elected representation.
- b) Membership on the Audit/Finance, Judicial, and Nominating/Governance Committees shall not exceed five (5) individuals. Membership on the Ethics and Human Resources Committees shall not exceed three (3) individuals.
- c) Membership in additional advisory task forces as referenced in Section 9.1.b shall be determined by the Chair.
- d) Any committee assignment calling for athlete member(s) to satisfy the standards for Independent Directors as set forth in these bylaws under Section 7.8, shall be adhered to as closely as possible, but the strict interpretation of that definition shall be waived if no athlete fully meets those standards.

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**Section 9.4. - Tenure**

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- a) The term for all standing committees shall be four (4) years, with the exception of the Human Resources Committee, which shall be two (2) years. A committee member shall remain on the committee until the committee member's successor is elected, or until the committee member's earlier resignation, removal, incapacity, disability, or death.

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b) The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of two (2) years.

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c) Standing Committee members shall be elected to staggered four (4) year or shorter terms. The Nominating and Governance Committee shall monitor Standing Committee member terms to maintain staggering.

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Section 9.5. - Term Limits

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a) No standing committee member shall serve for more than two (2) consecutive terms on the same committee.

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b) For an initial standing committee member whose initial term is two (2) years or more, their time of service shall constitute a full term. That committee member would be eligible to serve one (1) additional four (4) year-term immediately following their initial term.

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Section 9.6. - Resignation and Vacancies

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a) A standing committee member's position on a standing committee may be declared vacant upon the standing committee member's resignation, removal, incapacity, disability, or death. A standing committee member may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

¶ Standing Committee members are expected to attend in person all regularly scheduled standing committee meetings of which they are a member. Each standing committee member must attend a minimum of at least one half (1/2) of the standing committee meetings of which they are a member during any twelve (12) consecutive month period.¶

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b) Any vacancy occurring in a standing committee as a result of reasons listed above or USA Curling policy shall be filled by Chair of Board on an interim period until next election.

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Section 9.7. - Procedures

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a) In due course, each standing committee shall have established procedures for conducting its business and affairs. Such procedures once established shall be published and made available on USA Curling's website.

b) At the discretion of the chair of each standing committee, the standing committee shall have the authority to transact any of its business by electronic mail or other electronic means of communication.

Section 9.8. Minutes of Meetings.

Each committee and task force shall take minutes of its meetings.

Section 9.9. - Compensation

Standing committee members shall not receive compensation for their services as committee members. Reasonable expenses of standing committee members may be paid or reimbursed in accordance with USA Curling's policies. Standing committee members may receive compensation for services rendered to or for the benefit of USA Curling in any other capacity, provided the Board gives explicit approval.

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Section 9.10. - Open and Closed Meeting Sessions

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Ordinarily, all committee and task force meetings shall be open to USA Curling members. In the event the committee or task force chair, with the consent of a majority of the committee or task force members in attendance, deems it appropriate to exclude members at an open meeting for any reason, then the chair may (i) declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the committee or task force to non-members, with the consent of a majority of the members of the committee or task force in attendance.

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(i) declare that the meeting is closed, or¶  
(ii) to convene a closed...n executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may close the meeting

Section 9.11. - Audit/Finance Committee

The Audit and Finance Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Audit and Finance Committee and its chair, all of whom shall be Directors of the Board. Athlete representatives shall be selected and approved according to Section 9.3. An Independent Director of the Board with financial experience shall be on the Audit and Finance Committee.
- b. The Audit and Finance Committee shall:
  - 1. be responsible, in cooperation with the Treasurer, the Chief Financial Officer, and Chief Executive Officer, for recommending the annual budget for operations of USA Curling, reviewing monthly financial statements, internal financial policies and procedures, and for making recommendations for investment of excess operating funds;
  - 2. recommend the independent auditors of USA Curling, review the report of the independent auditors and management letter, and recommend action as needed;
  - 3. investigate matters of financial controls and disclosure and such other matter as directed by the Board; and
  - 4. perform such other duties as assigned by the Board.

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**Section 9A...11. - Staggered Terms¶**

¶ Standing Committee members will be elected to staggered four (4) year or shorter terms. To implement the staggered system, the initial Standing Committee members of the Judicial and Nominating/Governance Committee will consist of two (2) members whose initial term is Four (4) years; one (1) member whose initial term is three (3) years, the athlete-elected representative whose initial term will be three (3) years, and one (1) member whose initial term is two (2) years. To implement the staggered system for the Ethics Committee, one member's initial

The Audit and Finance Committee shall periodically meet separately in executive session individually with management, USA Curling's financial staff, and USA Curling's outside auditor. In addition, the Audit and Finance Committee, or a designated representative of the Committee, shall meet with the outside auditor prior to the release of USA Curling's annual audited financial statements and tax filings, to review such materials.

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Section 9.12. - Ethics Committee

The Ethics Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Ethics Committee and its chair, except that athlete representatives shall be selected and approved according to Section 9.3. Members of the Ethics Committee shall satisfy the standards of independence for Independent Directors as set forth in these bylaws Section 7.8. No Director of the Board shall be appointed to the Ethics Committee.
- b. The Ethics Committee shall -
  - 1. oversee implementation of, and compliance with, USA Curling's Code of Conduct and Conflict of Interest Policies;

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The ...thics Committee will:

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2. report to the Board on all ethical issues;
3. develop, and review on an annual basis, a Conflict of Interest Policy for the Board, officers, staff members, committee and task force members, volunteers, and member organizations for adoption by the Board;
4. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
5. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USA Curling members;
6. review annual and periodic Conflict of Interest disclosure forms and determine if a conflict of interest exists as to any particular transaction, relationship, or matter involving USA Curling;
7. evaluate requests for approval under USA Curling's Gift and Entertainment Policy; and
8. perform such other duties as assigned by the Board.

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The Ethics Committee shall determine whether a complaint submitted to it falls within its jurisdiction.

Section 9.13. - Judicial Committee

The Judicial Committee shall be appointed and have the responsibilities as follows.

- a. The Board of Directors shall appoint the members of the Judicial Committee and its chair, except that athlete representatives shall be selected and approved according to Section 9.3. Members of the Judicial Committee shall satisfy the standards of independence for "independent Directors" as set forth in these bylaws Section 7.8. No Director of the Board shall be appointed to the Judicial Committee.

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- Deleted: from the five (5) members. At least one (1) member of the Judicial Committee will have legal training.

- b. The Judicial Committee shall:

1. administer and oversee all administrative grievances, right to compete matters, and disciplinary matters filed with USA Curling;
2. administer and oversee all grievances related to any alleged violation of the US Center for SafeSport's rules, policies, and procedures over which the US Center for SafeSport has not exercised jurisdiction, pursuant to the procedures set forth in USA Curling's Athletes Ombuds Policy;
3. administer and oversee all grievances related to any alleged violation of USA Curling's Athlete Safety Policy over which the US Center for SafeSport has not exercised jurisdiction;
4. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on Hearing Panels;
5. appoint a panel of independent individuals to hear and render a decision, on grievances and disciplinary matters;
6. if disinterested, sit on hearing panels; and
7. perform such other duties as assigned by the Board.

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Section 9.14. - Nominating/Governance Committee

The Nominating and Governance Committee shall be selected and have the responsibilities as follows:

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- Deleted: an athlete-elected representative.



a. ~~The Nominating and Governance Committees shall be selected as follows:~~

- ~~one (1) individual selected by the previous Nominating and Governance Committee from that Committee, who shall be the Chair;~~
- ~~one (1) individual who is independent as that term is defined in these bylaws and who is selected by the previous Nominating and Governance Committee;~~
- ~~two (2) athletes selected and approved according to Section 9.3 of these bylaws; and~~
- ~~one (1) individual who shall be selected from the other appropriate USA Curling membership groups as defined by USA Curling.~~

b. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current member of the Board of Directors. Members of the Nominating and Governance Committee shall be precluded from serving as a Board Director or in any other USA Curling capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Governance Committee ends.

c. ~~The Nominating and Governance Committee shall:~~

- ~~identify and evaluate prospective candidates for the Board;~~
- ~~select individuals to serve on the Board as provided in these bylaws;~~
- ~~recommend as requested by the Board individuals to serve on various committees and task forces;~~
- ~~consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;~~
- ~~develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces;~~
- ~~perform such other duties as assigned by the Board; and~~
- ~~review the application of Board members for election by membership or a constituency to ensure eligibility of candidates in relation to these Bylaws, the Ted Stevens Act or USOPC regulation.~~
- ~~Identify, evaluate, and present to the Board prospective candidates for positions of external representation.~~

d. ~~In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:~~

- ~~the candidate's contribution to the effective functioning of USA Curling;~~
- ~~any potential or impending change in the candidate's principal area of responsibility with their company or in their employment;~~
- ~~whether the candidate continues to bring relevant experience to the Board;~~
- ~~whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;~~
- ~~the candidate's reputation for personal integrity and commitment to ethical conduct;~~
- ~~whether the candidate has passed a mandatory background check and SafeSport training as/if required; and~~
- ~~whether the candidate has developed any relationships with another organization, or other circumstances have arisen that might make it inappropriate for the Director to continue serving on the Board.~~

e. The Nominating/Governance Committee shall consider and develop, as is necessary from time to time, proposed amendments to the bylaws of USA Curling together with developing and recommending to the Board for its consideration an annual self-evaluation process of the Board and its standing committees toward the end of maintaining effective governance structure.

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No ...individual will ...hall be eligible to be a member of the Nominating/...and Governance Committee if that individual is a current director of the USCA. No individual who serves on the Nominating/Governance Committee may serve or be eligible to serve on the ...ember of the Board of Directors. Members of the Nominating/...and Governance Committee will...hall be precluded from serving as a Board director...irector or in any other USA Curling capacity, whether governance or on staff, for a period of one (1) year after his/her term ...heir service on the Nominating/

~~Deleted:~~ The Nominating/Governance Committee will be responsible for nominating candidates for the Board of Directors, all standing committees, Chair, Vice-Chair, and as USA representatives to the World Curling Federation. When nominating said candidates, the Nominating/Governance Committee will be guided by the provisions of and of these by-laws as amended from time to time towards the goal of having candidates who provide diversity in the governance of the USCA.

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~~Deleted:~~ <#>shall consult with the Ethics Committee with respect to vetting all nominees for potential conflict of interest or other problematic background issues.¶

Section 9.15. - Human Resources Committee

- a) The Human Resources Committee shall consist of three members who are directors, one of which shall be an athlete-elected representative. The Board Chair shall appoint these three (3) members and shall appoint the Chair of the committee from said three (3) members.
- b) Each of the Human Resources Committee members shall serve at the pleasure of the Chair. No committee member may serve more than two (2) consecutive two (2) year terms.
- c) Human Resources Committee shall:
  - i) review and recommend employee benefit programs;
  - ii) review and recommend compensation for the CEO;
  - iii) conduct an annual review of the job performance of the CEO; and
  - iv) perform such other duties as assigned by the Chair.

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Section 9A.18. - WCF Representation¶

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The Board of Directors will elect representatives to the World Curling Federation (hereinafter WCF) in such number as the USA is entitled under the Constitution and by-laws of the WCF Federation. A director on the Board of Directors may concurrently be a USA WCF representative. The term of office for the representatives will be for a period of three (3) years. The USA WCF representatives may be invited to attend meetings of the Board of Directors having a voice but no vote. The USA WCF representatives, if not a voting member of the Board of Directors, will not count towards any determination of a quorum.¶

**ARTICLE 9B¶**

¶

**EXECUTIVE COMMITTEE¶**

¶

Section 9B.1.¶

The Board of Directors may establish an Executive Committee consisting of the Chair of the Board of Directors, the Vice-Chair of the Board of Directors, and AAC representative, and other such Directors as shall be designated by the Chair from time to time. The CEO may serve as an ex-officio member of the Executive Committee.¶

¶

Section 9B.2.¶

The Executive Committee shall meet on the call of the Chair of the Board of Directors and shall exercise such functions and powers as the Board of Directors provides. Between meetings of the Board of Directors, the Executive Committee shall act in the capacity of the Board of Directors in all administrative and procedural matters. These meeting and duties may be conducted in person, by conference call or electronically.¶

¶

Section 9B.3.¶

The Executive Committee shall report to the Board of Directors on its actions at each meeting of the Board of Directors. Decisions by the Executive Committee shall be ratified by the Board of Directors at the subsequent meeting.¶



ARTICLE 10

ANNUAL MEMBERS' ASSEMBLY

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.

Section 10.2. - Place

- a) The annual Members' Assembly shall 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 found in USA Curling policy.
  - iii) When the Members' Assembly is held with members meeting at a physical location and circumstances beyond their control prohibit delegates officially registered under USA Curling policy 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 shall constitute presence in person at the meeting.

Section 10.3. - Notice

Notice and agenda of any Annual or Special Members' Assembly meeting shall follow USA Curling policy timing and requirements.

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 (1/3) of the total vote at all Member's Assembly meetings.

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Deleted: <#>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 by-laws, including without limitation, amendment or repeal, in whole or in part, of the by-laws of USCA or amendment to the Articles of Incorporation of USCA.¶

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.¶

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For purposes of these by-laws,

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A Curling Club Member of the USCA to be entitled to

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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 shall be the President of the Member unless USA Curling is notified to the contrary in accordance with USA Curling policy.
- b) Athlete delegation votes are allocated among the delegates in accordance with USA Curling policy.
- c) No Member may hold proxies from other Members in addition to the Member's vote.
- d) No current member of the USA Curling Board of Directors may serve as a delegate to the Members' Assembly.
- e) Delegates assigned to represent any Regional, At-Large, or Member Club at any Annual or Special Meetings of the Members' Assembly must be dues-paying members of both USA Curling and the organization they represent.

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 USA Curling policy.

Section 10.7. - Chair of the Meeting of Assembly

The Board Chair or their designee shall chair 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 Board Chair, 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 fifty percent (50%) of the total votes as last certified pursuant to USA Curling policy. At the discretion of the CEO, said Special Meeting may be held by means of teleconference.

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

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

- a) To propose and vote on Amendments to USA Curling bylaws as further set forth in Article 22;
- b) To present advisory proposals to the Board of Directors and/or the CEO regarding ways to improve communication between USA Curling and its Members, and ways to improve delivery of services to the Members.
- c) To elect Member-Elected directors to USA Curling Board in accordance with USA Curling policy.

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## ARTICLE 11

### ATHLETES' ADVISORY COUNCIL

#### Section 11.1. Purpose

The USA Curling Athletes' Advisory Council shall be a forum to provide a comprehensive means of communication between athletes and USA Curling. The USA Curling Athletes' Advisory Council will lead, serve, and engage athletes to communicate the interests and protect the rights of athletes, and be a conduit to USA Curling. The USA Curling Athletes' Advisory Council shall:

- a) Serve as a vehicle for athlete engagement;
- b) Endeavor to protect the rights of athletes;
- c) Provide athlete feedback;
- d) Build and establish relationships among the athletes of USA Curling;
- e) Assist in identifying potential future athlete board representative candidates and introduce athletes to USA Curling's governance structure;
- f) Serve as SafeSport and USADA ambassadors and advocates; and
- g) Develop pathways for athletes within the structure of USA Curling.

#### Section 11.2. - Designation

USA Curling shall have an Athletes' Advisory Council consisting of no more than nine (9) individuals.

#### Section 11.3. - Qualifications

The requirements for USA Curling AACs are as follows:

- a) Paralympic vs. Olympic—At least two of the positions must be designated for Paralympic representation and account for gender equity.
- b) Both the USOPC AAC primary representative and the alternate are automatic members of USA Curling's AAC.
- c) All USA Curling AAC members must be 10-year athletes as defined in in USOPC Bylaws Section 8.5.1(a) (See Definition's Preface).
- d) Conflict of Interest: Athlete representatives must complete their NGB's conflict of interest disclosure form and provide the form to the NGB's Ethics Committee or follow the process outlined in USA Curling's Conflict of Interest Policy if the policy outlines a different process for reviewing and resolving conflict of interest disclosures.
- e) Other Disclosures: Athletes who wish to run for an NGB AAC position must disclose any felony convictions, any periods of ineligibility based on anti-doping or SafeSport violations.

#### Section 11.4. - AAC Representatives to USA Curling Board of Directors

The Athlete-Elected representatives to USA Curling Board of Directors are defined within the AAC Bylaws, Appendix A.

#### Section 11.5. - Athlete Members of Committees

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Section 11.3.

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Athlete Members of Committees are defined within the AAC Bylaws, Appendix A.

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Section 11.6. - Procedures/Bylaws

The Athletes' Advisory Council shall establish such additional procedures and bylaws for conducting its business and affairs as said council may see fit, provided the same do not conflict with the bylaws of USA Curling and/or USOPC. Said procedures/bylaws shall be published and available on USA Curling's website.

Deleted: elect from its members, by majority vote, an individual or individuals who shall be the athlete-elected representative(s) on the Board. The elected chair and vice chair of the Athletes' Advisory Council shall automatically become Directors on the Board. The number of athlete-elected representative(s) on the Board will be twenty (20) percent, rounded up, of all of the Directors.  
¶  
Section 11.4

Section 11.7. - Compensation

Athletes' Advisory Council members shall not receive compensation for their services as Athletes' Advisory Council members. USA Curling shall pay for the reasonable expenses of all members of the Athletes' Advisory Council to attend Athletes' Advisory Council meetings. In addition, USA Curling shall pay for the reasonable expenses of the athlete-elected Directors to attend USA Curling Board meetings. While members of USA Curling's Athletes' Advisory Council shall not receive compensation for their services as Athletes' Advisory Council members, they shall be entitled to obtain compensation from USA Curling in connection with their capacity as athletes, including, but not limited to, compensation in the form of Direct Athlete Support or in connection with Operation Gold. Each member of the Athletes' Advisory Council shall be bound by USA Curling's Conflicts of Interest Policy

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¶

Section 11.5. - Procedures/By-Laws¶  
¶  
The Athletes' Advisory Council will

Section 11.8 - Appointment/Election

Athlete Advisory Council members shall be elected or appointed as set forth in AAC's bylaws, as amended from time to time, which are attached hereto (Appendix A.)

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**ARTICLE 12**

**USOPC ATHLETES' ADVISORY COUNCIL**

Section 12.1. Designation.

USA Curling shall have a representative and an alternate representative to the USOPC Athletes' Advisory Council (AAC).

Section 12.2. Qualifications.

To be eligible to serve on the USOPC Athletes' Advisory Council, athlete representatives must meet the qualifications set forth in the USOPC Athletes' Advisory Council Bylaws.

Section 12.3. Election.

Athlete representatives on the USOPC Athletes' Advisory Council shall be directly elected by athletes who are eligible to run.

USA Curling shall adopt and submit to the AAC, consistent with policies established by the AAC, a procedure whereby eligible athletes shall elect a representative and an alternate representative to the USOPC Athletes' Advisory Council.

The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.

The individual with the highest vote total shall be elected as the representative to the USOPC Athletes' Advisory Council. The individual with the second highest vote total is elected as the alternate representative to the USOPC Athletes' Advisory Council.

Section 12.4. Term.

The term for all representatives to the USOPC Athletes' Advisory Council shall be four (4) years, to start on January 1 of the year following the year in which the Summer Olympic Games is scheduled to be held, and end on December 31 of the year in which the next edition of Summer Olympic Games is scheduled to be held.

Any vacancies shall be filled immediately, or as soon as practicable.

Section 12.5. Term Limits.

No representative to the USOPC Athletes' Advisory Council shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

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ARTICLE 11A¶

ARTICLE 11A¶

¶

ATHLETE'S RIGHTS¶

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Section 11A.1. - Recognition as the Governing Body¶

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**ARTICLE 13**

**USOPC NATIONAL GOVERNING BODIES' COUNCIL**

Section 13.1. Designation.

USA Curling shall have a representative and an alternate representative to the USOPC National Governing Bodies' Council.

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Section 13.2. Election/Selection.

The Chief Executive Officer shall be USA Curling's representative to the USOPC National Governing Bodies' Council. The Board Chair shall be USA Curling's alternate representative to the USOPC National Governing Bodies' Council.

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**ARTICLE 14**  
**CHIEF EXECUTIVE OFFICER**

Section 14.1. Designation.

USA Curling shall 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 shall not be a Director of the Board but shall be permitted and expected to attend Board meetings.

The Board shall hire and oversee the Chief Executive Officer, who shall be responsible as outlined below in Section 14.4, in addition to overseeing the hiring and firing of all staff and the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of USA Curling, determine the size and compensation of, hire and terminate the professional staff, in accordance with USA Curling compensation policies and guidelines (established by the Board).

Section 14.2. Tenure.

The Chief Executive Officer shall be employed by the Board of Directors for whatever term the Board deems appropriate. The Chief Executive Officer may be removed by the Board at any time, with or without cause, but removal shall not affect any contract rights of the Chief Executive Officer. If the Chief Executive Officer has a contract of employment with USA Curling, the contract shall provide that the Chief Executive Officer's employment may be terminated by the Board with or without cause.

The CEO may resign at any time by giving written notice to the Chair.

If required, an acting CEO shall be elected by the majority of the Board. The acting CEO shall serve until the CEO is capable to resume to their duties as determined by the Board upon two-thirds (2/3) vote or the term of said office ends, whichever occurs first

Section 14.3. Secretary General.

The Chief Executive Officer shall serve as Secretary General of USA Curling and, in that capacity, shall represent USA Curling in relations with the international sports federation for curling recognized by the International Olympic Committee and at international curling functions and events.

Section 14.4. Responsibilities.

The Chief Executive Officer shall:

- a. develop a strategy for achieving USA Curling's mission, goals and objectives and present the strategy to the Board of Directors for approval;
- b. determine the size and compensation of, hire and terminate the professional staff in accordance with USA Curling compensation policies and guidelines (established by the Board) to effectively carry out USA Curling's mission, goals, and objectives;
- c. prepare and submit quadrennial and annual budgets to the Board for approval;
- d. either directly or by delegation manage all staff functions;

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Deleted: <#>determine the staff needed to effectively carry out USCA's mission, goals and objectives, within USCA's budget;¶ oversee the hiring and termination of all staff, and the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of the USCA;¶

- e. be responsible for resource generation and allocation of resources;
- f. coordinate USA Curling's international activities;
- g. with the Board Chair, act as USA Curling's spokesperson; and
- h. perform all functions as usually pertain to the office of Chief Executive Officer.

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Section 14.5. - Non-Director¶

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 The CEO will attend meetings of the Board of Directors and have a voice. In addition, the CEO, at the discretion of the Board of Directors, may be a representative of the USA to the World Curling Federation and/or to the United States Olympic and Paralympic Committee.¶

¶  
Section 14.6. - Policies Affecting the

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It will be the duty of the CEO to act in compliance with policies as the Board may set from time to time, consistent with the provisions of these by-laws. The Board will compile and organize existing policies that may affect the actions or authority of the CEO, and adopt additional policies as may be appropriate to good governance in light of the transition from an operational Board to a policy setting Board, with greater operational authority granted to the CEO. In particular, the Board will establish by policy those actions or expenditures that will require Board approval or Board consultation prior to an action being taken by the CEO, based on the size of a financial transaction, or the significance of policy considerations related to the proposed action, or other reason requiring Board input. The USCA recognizes that the development of a successful High Performance Program is a matter that is best carried out by professional staff, rather than by the Board of Directors or the Members. The CEO has the authority to hire a high performance director and staff to develop and implement a program to achieve success in international competition.¶



**ARTICLE 15**  
**COMPLAINT PROCEDURES**

Section 15.1. - Designation of Complaints

USA Curling shall adopt Complaint Procedures setting forth the types of complaints that USA Curling may be asked to resolve, the processes and procedures for hearing and resolving such complaints, and the remedies and sanctions available.

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Administrative Grievance. The USCA or any Member of USCA or Individual Curler who alleges there has been a violation in the administration or

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**Deleted:** Amateur Sports Act relating to the USCA's recognition as a National Governing Body, except with respect to matters set forth in ; or¶

Opportunity to Participate, a/k/a Opportunity to Compete. Any individual who is an athlete involved in the sport of curling, or any coach, trainer, manager, administrator or official active in the sport of curling, who believes that he/she has been denied by the USCA the opportunity to participate, a/k/a opportunity to compete in the Olympic Games, the Pan-American Games, the Paralympic Games, or a World Championship competition, or such other protected competition that is defined by the by-laws of the USOPC, Section 1.3, as amended from time to time, may seek to protect his or her opportunity to participate by filing a complaint.¶

Complaints filed under this Article will be administered by the Judicial Committee and its delegates.¶

Any decision concerning an anti-doping rule violation adjudicated by an independent anti-doping organization designated by the USOPC and/or USCA to conduct drug testing will not be reviewable through or the subject of the complaint

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Section 15.2. - Manner of Filing

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The complainant will file the complaint, in writing, with the Judicial Committee. The complaint will set forth in clear and concise language in numbered paragraphs:¶

the name and addresses of the parties;¶

alleged violation, grievance, denial or threat to deny,¶

the facts which support the allegations,¶

the legal basis which supports the relief requested,¶

the relief requested, and¶

**Deleted:** request is made, the Judicial Committee will determine whether or not to reduce or waive the filing fee. The determination by the Judicial Committee regarding the fee will be final.¶

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Section 15.6. - Hearing Panel¶

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**ARTICLE 16**  
**SANCTIONING EVENTS**

Section 16.1. - Prompt Review of Request

USA Curling shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request:

- a) to hold an international or national amateur athletic curling competition in the United States, or
- b) to sponsor United States curling athletes to compete in an international athletic competition held outside the United States.

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Section 16.2. - Standard for Review

If USA Curling, as a result of its review:

- a) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic curling competition would be detrimental to the best interest of United States curling, and
- b) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these bylaws, then USA Curling shall grant the sanction requested by the amateur sports organization or person.

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Section 16.3. - Requirements for Holding an International or National Amateur Athletic Curling Competition in the United States

An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic curling competition in the United States shall comply with the following requirements:

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- a) submits, in the form required by USA Curling, an application to hold such competition;
- b) pays to USA Curling the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c) submits to USA Curling an audited or notarized financial report of similar events conducted by the organization or person; and
- d) demonstrates that:
  - i) appropriate measures have been taken to protect the amateur status of athletes who shall take part in the competition and to protect their eligibility to compete in amateur competition;
  - ii) appropriate provision has been made for validation of records which may be established during the competition;
  - iii) due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
  - iv) the competition shall be conducted by qualified officials;
  - v) proper medical supervision shall be provided for athletes who shall participate in the competition; and
  - vi) proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

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Section 16.4. - Requirements for Sponsoring United States Curling Athletes to Compete in An International Athletic Competition Held Outside the United States

An amateur sports organization or person requesting a sanction to sponsor United States curling athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

- a) submits, in the form required by USA Curling, an application to hold such competition;
- b) pays to USA Curling the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c) submits a report of the most recent trip to a foreign country, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and
- d) submits a letter from the appropriate entity that shall hold the international amateur athletic competition certifying that:
  - i) appropriate measures have been taken to protect the amateur status of athletes who shall take part in the competition and to protect their eligibility to compete in amateur competition;
  - ii) appropriate provision has been made for validation of records which may be established during the competition;
  - iii) due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
  - iv) the competition shall be conducted by qualified officials;
  - v) proper medical supervision shall be provided for athletes who shall participate in the competition; and
  - vi) proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

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**ARTICLE 17**  
**RECORDS OF THE CORPORATION**

Section 17.1. Minutes.

USA Curling shall keep as permanent records minutes of all meetings of the Board, a record of all actions taken by the Board without a meeting, and a record of all waivers of notices of meetings of the Board.

Section 17.2. Accounting Records.

USA Curling shall maintain appropriate accounting records.

Section 17.3. Membership List.

USA Curling shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class.

Section 17.4. Records in Written Form.

USA Curling shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 17.5. Website.

USA Curling shall maintain a website for the dissemination of information to its members. USA Curling shall publish on its website (i) its bylaws, (ii) its rules, and regulations (iii) a procedure for communicating with the Chair of the Audit and Finance Committee regarding accounting, internal accounting controls, or audit-related matters; (iv) its three (3) most recent audited financial statements; and (v) its three (3) most recent 990 Forms filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, USA Curling shall publish on its website a mailing address and an e-mail address for communications directly with USA Curling.

Section 17.6. Records Maintained at Principal Office.

USA Curling shall keep a copy of each of the following records at its principal office:

- a. the articles of incorporation;
- b. these bylaws;
- c. rules or regulations adopted by the Board of Directors pertaining to the administration of the sport of curling;
- d. rules or regulations that govern the conduct of USA Curling, USA Curling Board and Committees and USA Curling members;
- e. rules and regulations that govern the technical conduct of curling's events in the United States as USA Curling Board and Chief Executive Officer determine is appropriate in their sole discretion;
- f. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
- g. all written communications within the past three (3) years to the members generally as the members;

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- h. a list of the names and business or home addresses of the current Directors and officers of USA Curling;
- i. a copy of the most recent corporate report delivered to the State of Wisconsin Secretary of State;
- j. all financial statements prepared for periods ending during the last three (3) years;
- k. USA Curling's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- l. all other documents or records required to be maintained by USA Curling at its principal office under applicable law or regulation.

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Section 17.7. Inspection of Records by Members.

The following rights and restrictions shall apply to the inspection of records by members:

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- a. Records Maintained at Principal Office. A member shall be entitled to inspect and copy, during regular business hours at USA Curling's principal office, any of the records of USA Curling described in Section 17.6, provided that the member gives USA Curling written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.
- b. Financial Statements. Upon the written request of any member, USA Curling shall mail to such member either a hard copy or electronic copy of its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- c. Membership List.
  - 1. Preparation of Membership Voting List. After determining the members entitled to vote in an election, USA Curling shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.
  - 2. Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at USA Curling's principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least sixty (60) days immediately preceding the demand to inspect or copy; (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member; (iii) the member gives USA Curling written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list; (iv) the member describes with reasonable particularity the purpose for the inspection; and (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by USA Curling limiting the use of such list in accordance with Section 17.7.c.3.
  - 3. Limitation on Use of Membership Voting List. Without consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.
- d. Scope of Members' Inspection Rights.

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1. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
2. Right to Copy. The right to copy records under these bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic, or other means.
3. Reasonable Charge for Copies. USA Curling may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.
4. Litigation. Nothing in these bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with USA Curling, or the power of a court to compel the production of corporate records for examination.

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ARTICLE 18

POLICIES

Section 18.1. Gifts & Entertainment Policy.

USA Curling shall adopt a Gifts & Entertainment Policy applicable to all USA Curling employees, board members, officers, committee members, task force members, hearing panel members, and volunteers.

Section 18.2. Conflicts of Interest Policy.

USA Curling shall adopt a Conflicts of Interest Policy applicable to all USA Curling employees, Board Directors, committee members, task force members, and volunteers. Additionally, these individuals shall disclose any possible conflict for review by the Ethics Committee.

Section 18.3. Code of Conduct.

USA Curling shall adopt a general Code of Conduct applicable to all USA Curling members, employees, Board Directors, officers, committee members, task force members, contractors and volunteers. USA Curling shall additionally implement specific Codes of Conduct for the following constituent groups: (i) Athletes; and (ii) Coaches.

Section 18.4. Athlete Safety Policy.

USA Curling shall adopt an Athlete Safety Policy applicable to all USA Curling members, employees, Directors of the Board, committee members, task force members, and volunteers, which policy must satisfy the minimum standards mandated by the USOPC.

Section 18.5. Complaint Procedures

USA Curling shall adopt Complaint Procedures as set forth in Section 15 above.

Section 18.6. Other Policies.

USA Curling shall adopt other relevant policies to effectively run and govern the organization.

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**ARTICLE 19**  
**FIDUCIARY MATTERS**

Section 19.1. Indemnification.

USA Curling shall defend, indemnify, and hold harmless each Director of the Board and each officer from and against all claims, charges, and expenses which he or she incurs as a result of any action or lawsuit brought against such Director or officer arising out of the latter's performance of their duties with USA Curling, unless such claims, charges and expenses were caused by fraud, gross negligence, or willful misconduct on the part of said officer or Director.

Section 19.2. Discharge of Duties.

Each Director of the Board and officer shall discharge their duties; (i) in good faith; (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and (iii) in a manner the Director or officer reasonably believes to be in the best interests of USA Curling.

Section 19.3. Conflicts of Interest.

If any Director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving USA Curling, or has an interest adverse to USA Curling'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: (i) disclose the conflict of interest; (ii) not participate in the evaluation of the contract, transaction or business affair; and (iii) not vote on the contract, transaction or business affair, unless the procedures set forth in USA Curling's Conflict of Interest Policy are followed.

Section 19.4. Prohibited Loans.

No loans shall be made by USA Curling to the Board Chair, to any Director of the Board, to any officer of USA Curling, or to any committee or task force member or to any USA Curling employee.

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**ARTICLE 20**  
**FINANCIAL MATTERS**

Section 20.1. Fiscal Year.

The fiscal year of USA Curling shall commence July 1 and end on June 30 each year.

Section 20.2. Budget.

USA Curling shall have an annual budget, approved by the Board of Directors.

Section 20.3. Audit

USA Curling shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit and Finance Committee. The Audit and Finance Committee shall provide the auditors' report to the Board of Directors upon completion.

Section 20.4. Individual Liability.

No individual Director of the Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of USA Curling pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 20.5. Irrevocable Dedication and Dissolution.

The property of USA Curling is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USA Curling shall inure to the benefit of private persons. Upon the dissolution or winding up of USA Curling, its assets remaining after payment, or provision for payment, of all debts and liabilities of USA Curling, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended, with preference given to a curling related organization or organizations.

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Section 20.6. - Dividends¶

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No dividends will be paid and no part of the income of the corporation will be distributed to its¶  
Members, directors, officers or committee members.

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**ARTICLE 21**

**MISCELLANEOUS PROVISIONS**

Section 21.1. Severability and Headings.

The invalidity of any provision of these bylaws shall not affect the other provisions of these bylaws, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted. The headings in these bylaws are for the purpose of reference only and shall not limit or define the meaning of any provision hereof.

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Section 21.2. Saving Clause.

Failure of literal or complete compliance with any provision of these bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the Directors of the Board do not cause substantial injury to the rights of the Directors, shall not invalidate the actions or proceedings of the Directors or Members' Assembly at any meeting.

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Section 21.3 – Parliamentary Authority

Except as otherwise provided for in the Articles of Incorporation, these bylaws, applicable laws, or special rules the association may adopt, the rules contained in the current edition of Robert's Rules of Order Newly Revised governs the Association.

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**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 ( $\frac{2}{3}$ ) vote of the Board of Directors or the Members. If there is a conflict between the votes of the Board of Directors and the Members as to amendments or repeal of any of these **bylaws**, the Members vote **shall** **bylaws**.
- b) The determination of the required two-thirds ( $\frac{2}{3}$ ) vote of the Members **shall** be based upon the votes equaling or exceeding two-thirds ( $\frac{2}{3}$ ) of the total votes of all the Members **and Athletes**, as certified pursuant to **USA Curling policy**.
- c) The determination of the required two-thirds ( $\frac{2}{3}$ ) vote of the Directors **shall** be based upon the votes equaling or exceeding two-thirds ( $\frac{2}{3}$ ) of the total votes of all the Directors then qualified to vote.

Section 22.2. - Amendment to Articles of Incorporation

The Articles of Incorporation may be amended, in whole or in part, by two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors.

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Deleted: <#>At any meeting of the Members in which a vote by the Members will be taken on an amendment or repeal, in whole or in part, of any of these by-laws, 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 as certified by the USCA's Treasurer pursuant to ., 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 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.¶  
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 as set forth in .¶

¶  
**Section 22.2. - Notice procedures for Members Meetings RE: by-laws/Expenditure of Funds¶**

No proposed amendment or repeal of these by-laws or expenditures of funds as directed by the Members will be adopted unless the Members 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 ...

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Moved up [1]: <#>Athlete-Elected Representative¶

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**APPENDIX A**

**USA CURLING AAC BYLAWS**

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