

**AMENDED AND RESTATED**  
**BY- LAWS**  
**OF**  
**ARDSLEY CURLING CLUB, INC.**

**Adopted April 16th, 2023**

**ARTICLE ONE - ORGANIZATION**

The name of this organization shall be:

ARDSLEY CURLING CLUB, INC.

The organization shall have a seal that shall be in the following form:

The organization may at its pleasure by a vote of the membership body change its name.

**ARTICLE TWO - PURPOSES**

The following are the purposes for which this organization has been organized:

To teach, develop, promote and encourage the Olympic sport of Curling; to develop Youth programs, Junior programs and Senior programs that lead to national and international competition. To coordinate matches with school physical education programs and develop inter-scholastic competition. To teach the sport to other youth organizations as well as to interested adults by creating public awareness and appreciation of the sport.

**ARTICLE THREE - MEMBERSHIP**

Membership in this organization shall be open to all that wish to join, to participate in, enjoy, teach or watch the Olympic sport of Curling.

**ARTICLE FOUR - MEETINGS**

The Annual Meeting shall be held on a date designated by the Board of Directors which shall not be earlier than March 1 and not later than April 30th. The time and place of such meeting shall also be designated by the Board of Directors and notice of such meeting shall be sent by mail or e-mail to each member by the Secretary at least ten (10) days prior thereto. A quorum at a meeting shall require the presence (in person or by proxy) of ten (10%) percent of the members entitled to vote.

Special Meetings of the Membership shall be held at the discretion of the President or, in his or her absence, the Vice-President or the Board of Directors, with notice of such meeting being sent to each member at least ten (10) days prior to date thereof. Special Meetings can be called by the membership if twenty (20) signatures are obtained on a petition calling for such a Special Meeting.

Meetings may be held by telephone, video conference, or similar communications equipment by which all persons participating can hear each other.

#### **ARTICLE FIVE - VOTING**

At all meetings, all votes shall be by voice or ballot as determined by the Secretary. All members are entitled to vote. At Annual/ Special Membership Meetings, if the Member is unable to attend, a signed proxy may be submitted that indicates the vote on Board items requiring Membership confirmation. Such proxy authorization may be provided by e-mail.

At all votes by ballot, the Chairperson of such meeting shall immediately, prior to the commencement of balloting, appoint a Committee of three who shall act as "Inspector of Election" and who shall at the conclusion of such balloting, certify in writing to the Chairperson the results and the certified copy shall be physically affixed in the minutes book to the minutes of that meeting.

No "Inspector of Election" shall be a candidate for office or shall be personally interested in the question voted upon.

Whenever Members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent by no less than the minimum number of Members that would be necessary to authorize or take such action at a meeting. Such consent may be written or electronic. If electronic, the transmission of the consent must be sent by e-mail and either set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member.

#### **ARTICLE SIX - ORDER OF BUSINESS**

1. Roll call
2. Reading of the minutes of the preceding meeting
3. Reports of committees
4. Reports of officers
5. Old and unfinished business
6. New business
7. Adjournment

#### **ARTICLE SEVEN - BOARD OF DIRECTORS**

The business of this organization shall be managed by a Board of Directors consisting of eleven (11) members including the officers of this organization.

The Directors to be chosen for the ensuing year shall be chosen at the Annual Meeting of this organization and they shall serve for a term of three (3) years. The candidates are proposed for election in accordance with the terms outlined in Article Nine - Nominating Committee.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the

organization when it shall be regularly convened by its Chairperson after due notice to all the Directors for such meeting.

Six (6) of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held at the discretion of the Board. Meetings may be held by means of telephone, video conference, or similar communications equipment by which all persons participating can hear each other.

Each Director shall have one vote and such voting may not be done by proxy.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting on written consent by no less than the minimum number of Directors that would be necessary to authorize or take such action at a meeting. Such consent may be written or electronic. If electronic, the transmission of the consent must be sent by e-mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

The Board of Directors may make such rules and regulations covering its meetings as it may be necessary in its discretion.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the organization, by virtue of the Office, shall be the Chairperson of the Board of Directors. The Board of Directors shall select from any of their number a Vice President, Secretary and Treasurer.

A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. A Director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules, as it may in its discretion consider necessary for the best interests of the organization, for this hearing.

Director indemnification is as follows:

- a. Right to Indemnification. Any person who was, is, or is threatened to be made, a party to any action or proceeding, whether civil or criminal (including an action by or in the right of any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise which any Director of the organization served in any capacity at the request of this organization), by reason of the fact that he/she is, or was, a Director of the organization, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, shall be indemnified by this organization against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred in connection with the defense or appeal of any such action or proceeding; provided, that no indemnification shall be made to or on behalf of any Director if a judgment or final adjudication adverse to the Director establishes that his/her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he/she personally gained in fact a financial profit or other advantage to which he/she was not legally entitled. This organization shall indemnify any such person seeking indemnity in connection with an action or proceeding initiated by such person only if such action or proceeding was

authorized by the Board if Directors of this organization up to the limits of insurance coverage carried by the organization.

b. Non-Exclusivity of Rights. The rights conferred on any person by paragraph (a) shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, By-law, agreement or disinterested Directors or otherwise.

(c) Insurance. Subject to the laws of New York, this organization may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the organization against any expense, liability or loss of the general nature contemplated by this section, whether or not the organization would have the power to indemnify such person against such expense, liability or loss under the laws of New York.

(d) Separability. It is the intent of this organization to indemnify its Directors to the fullest extent authorized by the laws of New York as they now exist or may hereafter be amended. If any portion of these indemnification provisions shall for any reason be held invalid or unenforceable by judicial decision or legislative amendment, the valid and enforceable provisions will continue to be given effect and shall be construed so as to provide the broadest indemnification permitted by law.

#### **ARTICLE EIGHT - OFFICERS**

The Officers of the organization shall be as follows, or such other officers as may be elected by the Board of Directors:

President  
Vice President  
Secretary  
Treasurer

The Officers are to be duly elected by the Board of Directors immediately following the Annual Meeting.

The **President** shall:

1. preside at all membership meetings by virtue of the office be Chairperson of the Board of Directors.
2. present at each Annual Meeting of the organization an Annual Report of the work of the organization.
3. appoint all committees; temporary or permanent.
4. see that all books, reports and certificates as required by law are property kept or filed.
5. be one of the officers who may sign the checks or drafts of the organization.
6. have such powers as may be reasonably construed as belonging to the chief executive of any organization.
7. provide a Membership report at the Annual Meeting indicating the financial position of the Corporation.

The **Vice President** shall, in the event of the absence or inability of the President to exercise his or her office, become acting President of the organization with all the rights, privileges and powers as if he or she had been the duly elected President.

The **Secretary** shall:

1. keep the minutes and records of the organization in appropriate books.
2. file any certificate required by any statute, federal or state.
3. give and serve all notices to Members of the organization.
4. be the official custodian of the records and seal of the organization.
5. be one of the officers required to sign the checks and drafts of the organization.
6. present to the membership at any meetings any communication addressed to the Secretary of the organization
7. submit to the Board of Directors any communications which shall be addressed to the Secretary of the organization.
8. attend to all correspondence of the organization.
9. exercise all duties incident to the office of Secretary.

The **Treasurer** shall:

1. have the care and custody of all monies belonging to the organization and be solely responsible for such monies or securities of the organization.
2. be one of the officers who may sign checks or drafts of the organization.
3. render at stated periods as the Board of Directors shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
4. present a financial report at the Annual Meeting affirmed by an independent certified or public accountant selected by the Board of Directors showing financial statements for the twelve (12) month fiscal period terminating not more than seven (7) months prior to said meeting.
5. In addition, the Treasurer must submit more current non-affirmed financial statements.
6. exercise all duties incident to the office of Treasurer

No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

Officers shall by virtue of their office be members of the Board of Directors.

No Officer or Director shall, for reason of the office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Director receiving any compensation from the organization for duties performed other than as a Director or Officer.

## **ARTICLE NINE - NOMINATING COMMITTEE**

A Nominating Committee will be established within 120 days after the Annual Meeting. It is the responsibility of this Committee to propose a slate of Directors and a slate of Officers for the following year class. Such slates will be provided to the Board of Directors at the meeting at which the date of the Annual Meeting is set. The Board of Directors does not approve the slates.

The Nominating Committee will consist of the three most recent past presidents. The past president who has been out of office the longest will chair the Committee. Any individual will be excused from the Committee if he/she is a candidate for any position being considered

by the Committee. In such a case, the individual, if a past president, would be replaced by the next prior past president. In the event there are insufficient past presidents to complete the committee, then the necessary members would be selected by the President from the current Board.

Each nominated Director or Officer on the slate must be approved by the Nominating Committee with at least a two-thirds vote majority.

The Membership can propose alternate candidates for the Board of Directors by submitting a slate supported by twenty (20) Member signatures.

The Board of Directors can submit alternate candidates for Officers by submitting a slate supported by a Board majority.

#### **ARTICLE TEN - SALARIES**

The Board of Directors shall hire and fix the compensation of any and all employees that they, in their sole discretion, may determine to be necessary in the conduct of the business of the organization.

#### **ARTICLE ELEVEN - COMMITTEES**

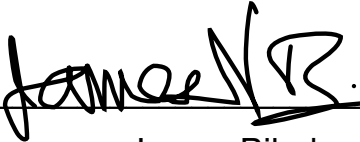
All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less or earlier if terminated by the action of the Board of Directors. The permanent committees shall be determined by the Board of Directors as required.

#### **ARTICLE TWELVE - DUES**

Dues shall be determined annually by the Board of Directors.

#### **ARTICLE THIRTEEN - AMENDMENTS**

These By-laws may be altered, amended, repealed or added to by an affirmative vote of not less than twenty (20) Members.

  
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Secretary 4/16/23 Date  
- James Bilodeau ('26)