



By-laws October 26, 2023

1. NAME AND LOCATION

1.1 Name

The name of this organization shall be Last Chance Curling Club (LCCC), a nonprofit public benefit corporation incorporated in the state of Montana.

1.2 Name Change

The LCCC may, at its pleasure, change its name by vote of a majority of the Board of Directors (the "Board"). Any such name change shall be done by filing notice of the use of an assumed name by the LCCC or by amendment to the By-laws of the LCCC and the Articles of Incorporation with the State.

1.3 Location

Offices of the LCCC shall be located in Helena, Montana. The address of the offices of the LCCC may from time to time be changed by a vote of the Board.

2. PURPOSES AND POWERS

2.1 Purpose

The Last Chance Curling Club's purpose is to promote the sport of curling in the Helena community through education, outreach, and by providing a safe, fun, inclusive and friendly environment to foster public participation in the sport.

2.2 Powers

The LCCC shall have those specific powers enumerated in the Articles of Incorporation and shall exercise all rights and powers conferred on non-profit public benefit organizations under Section 35-2-118 of the Act; provided, however, that the LCCC shall not engage in any activities or exercise and powers that are not in furtherance of the primary purposes of the LCCC.

3. MEMBERSHIP

3.1 Membership Classes

3.1.1 Voting Membership

The Board of Directors (Board) are voting members that have the right and duty to govern all functions of the LCCC and to guide its future operations.

3.1.2 General Membership

The General Members are private individuals that support the mission and goals of the LCCC and who have indicated a desire to be a member by participating in the current year league or bonspiel events, and are enrolled as a USA Curling member associated with the LCCC. Members shall have the right to participate in LCCC sponsored events and activities and may serve on the Board, sub-committees or work groups, provided, however, that they shall have no voting rights on any matters concerning the governance of the LCCC. General Members have the right to vote to elect Directors to the Board at the annual membership meeting.

3.2 Dues

The Board may establish categories for memberships and annual dues.

3.3 Eligibility Requirements

Any individual interested in promoting and furthering the purposes of the LCCC is eligible to become a member. LCCC will select/admit members without regard to race, color, religion, age, sex, sexual orientation, gender identification or national origin. Only individuals who have been elected to and are serving on the Board of Directors of the LCCC are eligible to be Voting Members.

3.4 Removal of Member

Members whose actions demonstrate positions contrary to the goals and purposes of the LCCC may be removed from membership by a simple majority vote of the Board. Those members who have been removed may appeal, in writing within 14 business days of the date of their removal. An appeals committee composed of two General Members and three Directors will review and make a determination on the member's appeal in a reasonable time.

3.5 Compensation of Member

Members shall not receive compensation for their services as such, although may be eligible to be compensated for expenses incurred on behalf of the LCCC. The Board shall approve this compensation prior to the expenses being incurred, and the member seeking compensation may not vote on any such decision.

3.6 Annual Membership Meeting

An annual membership meeting shall be held in the third quarter of each year for the purpose of informing the membership of the past, significant activities of the LCCC, and plans for the upcoming year. The timing of this meeting may be altered by a majority vote of the Board.

4. POWERS, AUTHORITY AND RESPONSIBILITY

4.1 Duties of the Board

The Board of Directors (Board) shall have supervision, control and direction of the affairs and finances of the LCCC, shall actively promote and pursue the LCCC's mission and objectives, and shall supervise the disbursement of the LCCC's funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable. The Board may create Committees and may, in the execution of the powers granted, delegate certain of its authority and responsibility to one or more Committees.

4.2 Terms

Directors will serve two-year terms and there shall be no limit on the number of terms. The Board may choose to stagger the terms to provide leadership continuity.

4.3 Election of the Board

The Board shall be elected at the annual membership meeting of the LCCC each year. Additional elections may be held as needed if agreed to by a majority vote of the Board.

Nominations for the Board shall be submitted to the Secretary no later than 14 days prior to the annual membership meeting. The Secretary shall notify the Board of nominations no later than 7 days before the annual membership meeting. Each General Member present at the annual membership meeting is allowed one vote for the purposes of electing nominated members to the Board.

4.4 Composition of the Board

The Board shall consist of no less than five (5) nor more than nine (9) Directors elected from the General Membership, as shall be fixed from time to time by resolution of the Board. Board members must be at least eighteen (18) years old and a member in good standing.

4.5 Votes of the Board

The presence, physical or virtual, of a simple majority of the Board members shall represent a quorum for the transaction of business at any meeting of the Board. A vote of the majority of the Board members physically or virtually in attendance at a meeting, or participating in the vote by email, at which a quorum is present shall be the act of the Board. If a quorum is not present, a special meeting may be called by the Chairperson or votes may be made via email. In the event of a tie vote, the Chairperson may elect to request an additional vote on the subject after further discussion or may elect to postpone the vote until the next Board meeting.

4.6 Board Meetings

The Board shall normally meet on a monthly basis throughout the calendar year. The Board shall hold regular meetings on a designated day to be established by the Board. If it appears that a quorum of the Board will be unable to attend a regular meeting, the meeting may be rescheduled or canceled. Members of the public, as well as the General Membership, may attend the Board's meeting. Special meetings may be held by the Board at the discretion of the Chairperson or upon the written request of any two (2) Members of the Board.

4.7 Board Authority

Subject to the laws of this state, all corporate powers are exercised by or under the authority of the Board, and the affairs of the LCCC managed under the direction of its Board by reaching consensus at Board meetings.

4.8 Resignation and Removal

Any Director can resign at any time by giving dated written notice to the Board. The resignation is effective upon receipt by the Board. As a courtesy, whenever possible a reasonable amount of time for notice shall be given by the resigning Director when that Director provides their written notice to the Board. Any Director can be removed from the Board by the vote of a majority of the Board. Those Directors who have been removed may appeal, in writing within 14 business days of the date of their removal. An

appeals committee composed of two General Members and three Directors will review and make a determination on the Director's appeal in a reasonable time.

Directors are expected to participate in the majority of regular Board meetings. Reasonable accommodations will be made to allow for remote participation in Board meetings. Any Director who fails to attend (in person or virtually) three or more Board meetings on an annual basis will be notified of their lack of attendance by an executive of the Board and may be removed by a simple majority vote of the Board.

4.9 Vacancies

Any vacancy on the Board may be filled by a majority vote of the Board. The new Director's term is limited to the remainder of the vacated position, if the vacancy is caused by resignation or removal.

4.10 Affiliates of the Board

The Board may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the LCCC. The Board shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to an affiliate's rights, privileges, and obligations. The Board may approve affiliates to serve as advisors to the Board of Directors.

5. OFFICERS OF THE BOARD

5.1 Number of Officers

The Officers of the Board shall be a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer. Officers must be Voting Members of the Board, and shall be elected by a simple majority vote of the Board Members present and voting at the first regular Board meeting following the annual membership meeting. In the event that there is an Officer vacancy that is not able to be filled, any existing Officer may serve a dual role until the vacancy is filled, with the exception of the Chairperson serving both the Chairperson and Vice-Chairperson roles simultaneously.

5.2 Election and Terms of Office

The Board shall elect Officers of the LCCC at the first regular board meeting following the annual membership meeting. Elected Officers serve one (1) year terms with a maximum of four (4) consecutive terms. Officers will be elected by a simple majority vote of the Voting Members of the Board. Each Officer shall hold office until a successor

is duly elected and qualified or until he or she resigns, is removed, or is no longer able to serve in that capacity.

5.3 Removal of Officers

The Board may remove any Officer or agent at any time, with or without cause, by a majority vote. The removal shall be without prejudice to the contract rights, if any, of the person removed. The election or appointment of any Officer or agent by the Board shall not of itself create contract rights. Those Officers who have been removed may appeal, in writing within 14 business days of the date of their removal. An appeals committee composed of two General Members and three Directors will review and make a determination on the Officer's appeal in a reasonable time.

5.4 Duties of Officers

5.4.1 Chairperson

The Chairperson shall be the principal executive Officer of the LCCC and shall in general, supervise and control all of the business and affairs of the LCCC. The Chairperson shall preside at all meetings of the Officers of the LCCC, in which the Chairperson is present, and may sign any deed, mortgage, bond, contract or other instrument unless the Board has expressly granted the authority for such signing and execution to another Officer or agent of the LCCC. The Chairperson shall preside over the Executive Committee. The Chairperson shall perform all duties incident to the Office of Chairperson and such other duties as may be prescribed by the Board from time to time.

5.4.2 Vice-Chairperson

The Vice-Chairperson shall preside at all Board of Directors meetings in the absence of the Chairperson. The Vice-Chairperson shall also have such other duties as may be prescribed by the Board from time to time.

5.4.3 Secretary

The Secretary shall in good faith perform, or cause to be performed through an agent the following: (1) create and maintain one or more books for the minutes of the proceedings of the Board; (2) provide that all notices are served in accordance with these By-laws or as required by law; (3) be a custodian of the corporate records; (4) when requested or required, authenticate any records of the LCCC; and (5) in general perform all duties incident to the office of Secretary and any other duties that the Chairperson or the Board may assign to the Secretary.

5.4.4 Treasurer

The Treasurer shall perform or cause to be performed through an agent the following acts: (1) maintain charge and custody of and be responsible for all funds and securities of the LCCC; (2) receive and give receipts for moneys due and payable to the LCCC

from any source, and deposit all moneys in the LCCC's name in banks, trust companies, or other depositories that the Board shall select; and (3) in general perform all of the duties incident to the office of Treasurer and any other duties that the Chairperson or Board may assign to the Treasurer.

5.5 Vacancies

All vacancies in any office shall be filled promptly by the Board of Directors either at a regular meeting or at a special meeting called for that purpose.

6. COMMITTEES OF THE BOARD

6.1 Powers of the Committees

The membership of the Committees will be constituted annually and the Committees shall meet as necessary to fulfill their responsibilities. All Committee members shall promote the LCCC's mission. Committee members may or may not be members of the Board of Directors. The Board may, from time to time, determine the number of members required to constitute each Committee and unless otherwise specified, a Chairperson will be appointed for each Committee from within the Board of Directors by the Board Chairperson. If the Committee has been granted authority to take action on behalf of the Board, then the Committee Chairperson shall provide a timely report of all resolutions adopted by the Committee to the Board of Directors.

6.2 Committee Meetings

The sections of these By-laws which govern meetings, notice and waiver of notice, quorum and voting requirements, conduct of the Board, and action without meetings apply to Committees and their members. In addition, the Committees shall keep regular minutes of their proceedings and report the same to the Board. The Committees are subject to all procedural rules governing the operation of the Board itself.

6.3 Committees

The Board has the power to create committees by majority vote of the Board. The Board may set the term limit of the committee and have the power to dissolve the committee by majority vote of the Board.

6.3.1 Executive Committee

The Executive Committee shall be composed of all elected Officers of the Board and shall be presided over by the Board Chairperson. Tasks of the Executive Committee include the content development of regular Board meeting agendas, the maintenance and updating of LCCC records and business filings, and other tasks as deemed

necessary by the committee. The Executive Committee shall not conduct business activities that require a vote of the Board of Directors for approval, and shall reserve those activities for the regular Board meetings.

7. CONTRACT, CHECKS, LOANS AND DEPOSITS

7.1 Contracts and other Writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the LCCC shall be executed on its behalf by the Chairperson, or other persons to whom the LCCC has delegated authority to execute such documents in accordance with policies approved by the Board.

7.2 Checks, Drafts, etc.

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the LCCC, shall be signed by such Officer or Officers, agent or agents, of the LCCC and in such manner as shall from time to time be determined by resolution of the Board. When a purchase exceeds five hundred dollars (\$500), it will require a simple majority vote of the Board for approval of the purchase.

7.3 Deposits

All funds of the LCCC not otherwise employed shall be deposited from time to time to the credit of the LCCC in such banks, trust companies, or other depository as the Board or a designated Committee of the Board may select.

7.4 Loans

No loans shall be contracted on behalf of the LCCC and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

8. LIABILITY AND INDEMNIFICATION

Directors, Officers, and Employees shall not be individually liable for any action or omission, debt, liability, or other obligation of the LCCC made in the course and scope of their official capacity on behalf of the nonprofit corporation and shall be indemnified by the LCCC to the fullest extent permissible under the laws of this state. The LCCC

shall have power to purchase and maintain liability insurance on behalf of any person who is or was a Director, Officer, employee or agent of the LCCC.

9. CONFLICT OF INTEREST

A Board Member shall disclose to the Board of Directors any material interest which the Board Member directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board of Directors. The interested Board Member shall abstain from voting on the transaction, provided, however, that the Board Member's presence may be counted in determining whether a quorum is present for purposes of these By-laws. The Board may issue a Conflict of Interest Policy setting specific procedures governing a Board Member's conduct in such situations.

10. MISCELLANEOUS

10.1 Books and Records

The LCCC shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Board of Directors without a meeting, and a record of all actions taken by committees of the Board.

10.2 Actions Regarding Membership and Ownership Interests

The Board shall exercise membership powers and ownership interests, if any, either by Board action in accordance with these By-laws or by delegation of authority to act for the LCCC to the Board Officers or their designees.

10.3 Fiscal Year

The fiscal year shall begin January 1 and end on December 31 each year, unless otherwise established by resolution of the Board.

10.4 Amendments

Except for those amendments reserved to the Members by law, these By-laws may be amended, altered, repealed, or restated by a vote of a simple majority of the Board of Directors. In accordance with Montana law, amendments that relate to the number of Directors, the composition of the Board, the term of office of Directors, the method or

way in which Directors are elected or selected, or termination or cancellation of members or classes of Voting Members must be voted upon by the Voting Members.

11. DISSOLUTION

Upon dissolution of the LCCC, the Board of Directors shall, after paying or providing for payment of all of the liabilities of the LCCC, distribute all of the remaining assets of the LCCC exclusively for the purposes of the LCCC and the purposes set forth in Section 501(c)(3) of the Internal Revenue Code. Any assets not so distributed shall be disposed of by the District Court of the county in which the principal office of the LCCC is then located, exclusively for the LCCC's purposes or to an organization or organizations organized and operated for the purposes as the Court shall determine.

CERTIFICATE OF ADOPTION OF RESTATED BY-LAWS

The undersigned hereby certifies that the above By-laws of The Last Chance Curling Club were duly adopted by unanimous vote of the Board of Directors on October 26, 2023 and now constitute the By-laws of the Corporation.

Dated: _____

Secretary

Chairperson