

Bemidji Curling Club, Inc.

Bylaws

Adoption

The following bylaws were adopted by the Board of Directors of this Corporation on the 21st of May, 2019. with the express intent that they should replace all prior bylaws, and amendments thereto.

Article I

Offices

The principal office of the corporation shall be located at: 23rd Street and Ash, Bemidji, MN 56601, City of Bemidji, County of Beltrami, State of Minnesota. The corporation may have such other offices, either within or without the State of Minnesota, as the Board of Directors may determine from time to time.

Article II

Members

Section 1 – Qualification of Membership for Corporation:

Membership is open to any individual who desires to become a member and who complies with the requirements of this article.

Section 2 – Membership:

Any person interested in becoming a member of this corporation may do so by completing an Application for Membership. An applicant shall become a member upon payment of required dues and fees.

Section 3 – Voting Rights:

Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4 – Termination of Membership:

The Board of Directors, by affirmative vote of two-thirds of the Board members, may suspend or expel a member for cause after an appropriate hearing.

Section 5 – Resignation:

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay dues, assessments, or other charges heretofore accrued and unpaid.

Section 6 – Reinstatement:

On written request signed by a former member and filed with the Secretary, the Board of Directors, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 7 – Transfer of Membership:

Membership in this corporation is not transferable or assignable.

Article III

Meetings of Members

Section 1 – Annual Meeting:

An annual meeting of the members shall be held at the principal office of the corporation or as otherwise designated by the Board of Directors, on the second Tuesday in the month of May, in each year, starting at a time specified one week prior to the meeting, for the transaction of such business as may arise from attendees.

Section 2 – Special Meetings:

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights, at a location to be designated by the Board of Directors. If no designation is made, the place of the meeting shall be the principals office of the corporation in the State of Minnesota.

Section 3 – Notice of Meetings:

Printed notice stating the place, day and hour of any meeting of members shall be published in the Bemidji Pioneer Newspaper not less than five (5), no more than fifteen (15) days before the date of such meeting, by officers or person(s) calling the meeting. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 4 – Informal Action by Members:

Any action required by law, to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by the members entitled to vote with respect to the subject matter thereof.

Section 5 – Quorum:

Members holding fifty-one (51%) percent of the member votes that may be cast at any meeting shall constitute a quorum at such meeting.

Section 6 – Proxies:

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney. Such proxy shall expire at the end of the annual membership of said voting members.

Article IV

Election of the Board of Directors

Election of the Board of Directors of this corporation shall be by secret ballot to be held at the Bemidji Curling Club prior to the end of the season. The candidates receiving the most votes will be seated on the Board of Directors.

Article V

Board of Directors

Section 1 – General Powers:

The affairs of the corporation shall be managed by its Board of Directors. Directors shall be residents of the State of Minnesota and must be members in good standing of the corporation.

Section 2 – Number, Tenure, and Qualifications:

The number of directors shall be nine. Directors shall be elected as previously provided for in these bylaws and the term of office of each director shall last for three (3) years with three (3) directors being elected in each year. Said directors shall serve until the election and qualifications of their successors, or upon their written resignation.

Section 3 – Regular Meetings:

A regular meeting of the Board of Directors shall be held monthly without any other notice than this bylaw, immediately after, and at the same place the annual meeting of members is held. The Board of Directors shall meet at such time and place as may be determined by the Board of Directors, by resolutions, or by the President of the corporation. Such meetings shall be held at the principal office of the corporation in the absence of any designations of an alternative place either by the President, or resolution by the Board of Directors.

Section 4 – Special Meetings:

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors and shall be held at the principal office of the corporation or at such other place as the Directors may determine.

Section 5 – Notice:

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or E-mail to each Director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by E-mail, such notice shall be deemed to be delivered when the recipient acknowledges receipt. Any Director may waive notice of any meeting. The attendance of a Director at any 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice, unless specifically required by law or by these bylaws.

Section 6 – Quorum:

A majority of Board of Directors shall constitute a quorum, for the transaction of business at any meeting of the Board. If there is less than a quorum of directors present at any meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 7 – Board Decision:

The action of the majority of the Directors present at a meeting, at which a quorum is present, shall be considered the action of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

Section 8 – Vacancies:

Any vacancy occurring on the Board of Directors or any Directorship filled by reason of an increase in the number of Directors required, shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 9 – Compensation:

Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the corporation, in any other capacity, from receiving compensation therefore.

Article VI

Officers

Section 1 – Officers:

The officers of the corporation should be a President, one or more Vice President(s) (a number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may direct or appoint such other officers, including one or more assistant secretaries and one or more treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time-to-time, by the Board of Directors. No person may hold more than one office simultaneously.

Section 2 – Election and Term of Office

The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor has been duly elected and qualified.

Section 3 – Removal:

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in the Board's judgment, the best interests of the corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4 – Vacancies

Any vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5 – Powers and Duties

The officers of the corporation shall have such powers and shall perform such duties as may from time-to-time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of the officers of the same title serving in non-profit corporations having the same or similar general purposes and objectives of this corporation.

Article VII

Committees

Section 1 – Committees of Directors:

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, having at least one board member on said committee. The designation of such committees and delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or them by law.

Section 2 – Other Committees:

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by the majority of the director's present at a meeting with a quorum present. Members of such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the a majority vote of the board, whenever, in their judgement, the best interest of the corporation shall be served by such a removal.

Section 3 – Report of Committees

The chairperson of any committee organized or designated by the Directors, or the President, in accordance with the provision of these bylaws, shall report directly to the Board of Directors, at any meeting thereof, as to the status of any project or projects being undertaken by their committee.

Article VIII

Contracts, Checks, Deposits, and Gifts

Section 1 – Contracts:

The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority shall be general or may be confined to specific instances.

Section 2 – Checks, Drafts, or Orders:

All checks, drafts, or orders for the payment of money, notes, other evidence of indebtedness issued in the name of the corporation shall be signed by such officer, or officers or agent or agents of the corporation, and in such manner as shall from time-to-time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Club Manager, Treasurer or assistant Treasurer and countersigned by the President or Vice President of the Corporation. Payment approvals will occur at the monthly Board Meetings prior to payments being fulfilled. In certain instances, the Board will allow certain payments to be made at the time of delivery of merchandise or services.

Section 3 – Deposits:

All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks or other depositories as the Board of Directors may select.

Section 4 – Gifts:

The Board of Directors may accept on behalf of the corporation any contributions, gift, bequest, or devise, for any purpose of the corporation. Should anyone wish to make a 100% tax deductible donation to the club, such an account has been established, with the North West Minnesota Foundation in Bemidji. Additionally, the NWMF can assist anyone who wishes to establish a fund for a specific purpose to benefit the club. The NWMF can then monitor the account to assure the funds were used as instructed.

Article IX

Books and Records

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any authority of the Board of Directors and the membership committee shall keep at the principal office an accurate record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time. External audits may be approved and initiated by the Board.

Article X

Fiscal Year

The fiscal year of the Bemidji Curling Club, Inc. shall be July 1 to June 30.

Article XI

Dues

Section 1 – Annual Dues:

The Board of Directors shall determine, from time-to-time, the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class and shall give appropriate notice to its members.

Section 2 – Payment of Dues:

Dues shall be payable in advance prior to any member curling on any league. Dues of a new member shall be pro-rated from the first day of the month in which such new member is elected to membership.

Article XII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Minnesota Non-Profit Corporation Statutes, or under the provisions of the Articles of Incorporation or as addressed in the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the times stated therein, shall be deemed equivalent to the giving of such notice.

Article XIII

Amendment of Bylaws

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a quorum of the Directors present at any regular meeting or any special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend, or repeal, or to adopt new bylaws at such meeting; or by a vote of the members of the corporation at any regular or special meeting.

Article XIV

Prizes or Awards

Any purchases of prizes or awards to be distributed to member of participant at Club funded bonspiels, league play and league playdowns must receive prior approval of the Board of Directors.

CERTIFICATE OF ORIGINAL BYLAWS

I, Amanda Kelly, the Secretary of the Bemidji Curling Club, Inc., a Minnesota Non-Profit Organization, hereby certify:

The foregoing bylaws, comprising 7 pages, were adopted as the bylaws of the Bemidji Curling Club Inc., on May 21, 2019.

The bylaws in effect at present are the same as those adopted on such date by the Bemidji Curling Club, Inc. by Pete Harrison, President.

Amanda Kelly
Secretary Signature

9/17, 2019
Dated

Subscribed and sworn to me this 17th day of September, 2019.

Cindy Becker
Notary Public

