

BYLAWS

Silicon Valley Curling Club

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ARTICLE I

NAME, TERRITORIAL LIMITS AND PRINCIPAL OFFICE

Section 1. Name. The name of this Corporation shall be “Silicon Valley Curling Club,” hereinafter referred to as the “Corporation.”

Section 2. Principal Office. The principal office for the Corporation is located at 101 Glen Eyrie Ave #202, San Jose, California, 95125. The Board of Directors may change the principal office from one location to another. Any change of location shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

ARTICLE II

PURPOSE

Section 1. The Corporation is organized under the California Nonprofit Public Benefit Corporation Law. The primary objectives and purposes of this corporation shall be:

- (a) to foster national, international, and Olympic amateur competition in the sport of curling.
- (b) to support and develop the capabilities of amateur athletes in order to participate in national, international, and Olympic competition.

Section 2. No part of the net earnings of the Corporation shall ever inure to the benefit of any director, officer or member, or to the benefit of any private person.

ARTICLE III

MEMBERSHIP

Section 1. Membership. The membership of the Corporation shall be made up of the following classes: Regular, Reciprocal, Junior, and Social. No member shall hold more than one membership in the Corporation. Any person dedicated to the purposes of this Corporation shall be eligible for membership without regard to race, color, religion, age, sex, sexual orientation or national origin upon completion of the membership application, approval of the Board and payment of such dues and fees as the Board may fix from time to time. Except as expressly provided in or authorized by the articles of incorporation or bylaws of this Corporation, all memberships shall have the same rights, privileges, restrictions, and conditions.

- (a) Regular Membership: Any person may be eligible for regular membership if they have paid their club dues and are twenty-one (21) years of age or older on the day of their membership application. Persons holding regular memberships may participate in leagues and playdowns, and may vote and serve as a member of the Board of Directors.
- (b) Reciprocal Membership: Any person may be eligible for a reciprocal membership if they have paid the reciprocal member dues and they are a regular or youth member in Good Standing of a curling club that is a member of the USCA and MoPac. Reciprocal members pay regular member dues less the USCA and MoPac fees and are ineligible to serve on the Board of Directors, be appointed as Officers, or act as outside representatives or agents of the Corporation. For the purposes of leagues and playdowns, if a Reciprocal Member is twenty-one (21) years of age or older on the day of their membership application, they hold the same rights and privileges as regular members; if they are younger, they hold the same rights and privileges as Junior members.
- (c) Junior Membership: Any person may be eligible for a junior membership if they are under the age of twenty-one (21), on the day of their membership application and have paid their junior member dues. Junior members may participate in leagues and

playdowns, but only those having reached the age of eighteen (18) are eligible to vote and serve as a member of the Board of Directors.

- (d) **Social membership:** Any person may be eligible for social membership if they have paid social membership dues. Persons holding social memberships may not vote or serve on the board. They may not register for leagues, they may not playdown as a registered player or spare, nor may they represent the club in competitive events. They may participate in other club-sponsored activities.

Section 2. Good Standing. Those Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and any/all Membership Agreements and whose membership has not expired or been suspended or terminated shall be Members in “Good Standing.” Only Members in Good Standing shall be permitted to participate in the Corporation.

Section 3. Term and Termination.

- (a) **Term.** In the event a term of membership is not set forth in the Membership Agreement, the term of a Member’s membership shall be indefinite and continue until suspended or terminated so long as the Member remains in Good Standing.
- (b) **Termination.** A Member’s membership in the Corporation shall automatically terminate on occurrence of any of the following events:
 - (i) Resignation of a Member on written notice to the Corporation;
 - (ii) Expiration of the period of membership set forth in the Membership Agreement, unless the membership is renewed on renewal terms fixed by the Board;
 - (iii) Failure of a Member to pay dues, fees, or assessments as set by the Board within 30 days after they become due and payable;
 - (iv) Upon a Member no longer satisfying any other membership qualification or the occurrence of any other event that renders a Member ineligible for membership;
 - (v) Upon notice to a Member that, in the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, the Member has failed to comply with such Member’s Membership Agreement or has failed to observe the rules of conduct of the Corporation, or has engaged in conduct prejudicial to the purposes and interests of the Corporation.
- (c) **No Refunds.** Any dues, fees or other assessments paid by a Member shall be non-refundable except in the event membership is terminated by the Board under Section 3(b)(vi) above without reason, in which case a pro rata portion (based on remaining

months) of the annual dues (but not assessed fees or expenses) shall be refunded to the Member within thirty days following Termination.

Section 4. Suspension. The Board, or a committee authorized by the Board to make such a determination, may suspend any Member's membership upon a good faith belief that a Member (a) no longer satisfies the membership qualifications, (b) has failed to comply with such Member's Membership Agreement or observe the rules of conduct of the Corporation, or (c) has engaged in conduct prejudicial to the purposes and interests of the Corporation (a "Suspension"), pending investigation and a final determination. The Board (or such committee) shall promptly notify the Member of the Suspension. During a Suspension, the Member will not be permitted to participate in the Corporation. Participation includes, but is not limited to, meetings, social events, leagues, playdowns, and promotional events. Members on Suspension are not allowed to vote on any Corporation business.

Section 5. Leaves of Absence. The Board may, in its discretion and upon such conditions as it may impose, approve a Member's leave of absence from membership for a set or indefinite period of time in order to accommodate a short term personal issue which prevents the Member from participating in membership of the Corporation but after which the Member anticipates returning to active membership (a "Leave of Absence"). During a Leave of Absence, the Member shall not be required to pay annual membership dues, and will not be permitted to participate in the Corporation. Participation includes but is not limited to meetings, social events, leagues, playdowns and promotional events. Members on Leave of Absence are not allowed to vote on any Corporation business.

Section 6. Procedure for Termination or Suspension. If grounds appear to exist for expulsion or suspension of a Member under Article III of these Bylaws, the procedure set forth below shall be followed:

- (a) The member shall be given 15 days' prior notice of the proposed Termination or Suspension and the reasons therefor. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Corporation's records.
- (b) The member shall be given an opportunity to be heard, either orally or in writing as determined by the Board in each such instance, at least five days before the effective date of the proposed Suspension or Termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the Termination or Suspension should take place.
- (c) The Board, committee, or person shall decide whether or not the member should be terminated or suspended, or sanctioned in some other way. The good faith decision of the Board, committee, or person shall be final.

- (d) Any action challenging a Suspension or Termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the Suspension or Termination.

Section 7. Membership Not Transferable or Redeemable. Membership may not be transferred, assigned or sold or otherwise encumbered. Upon any transfer, assignment, sale or encumbrance, whether voluntary or involuntary, the membership shall automatically terminate. All rights as a Member shall cease upon the Member's death or dissolution. Memberships are not redeemable.

ARTICLE IV

MEMBERS

Section 1. Members' Meetings.

(a) **Place of Meeting.** Meetings of the Members shall be held at any place within or outside California, or by teleconferencing or virtual means, as designated by the Board or by written consent of all persons entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, Members' meetings shall be held at the Corporation's principal office.

(b) **Annual Meeting.** An annual Members' meeting shall be held on a date and time in January of each year to be designated by the Board no later than December 15 of the prior year and stated in a notice to the Members as provided in Section 1(d) of this Article IV. If the Board fails to so designate a date and time for such meeting, the meeting shall be held on the third Tuesday of January at 7:00 p.m., Pacific Time. At this meeting, directors shall be elected and any other proper business may be transacted, subject to these Bylaws.

(c) **Special Meetings.**

(i) **Persons Authorized To Call.** A special meeting of the Members for any lawful purpose may be called at any time by the Board, by the Chairman of the Board, if any, by the President, by the Secretary upon receipt of a petition for a meeting signed by any three members of the Board or by 5 percent or more of the full Membership.

(ii) **Notice.** A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chairman of the Board, if any, or the President or any Vice President or the Secretary of the Corporation. The officers shall cause notice to be given promptly to the Members entitled to vote; in accordance with Section 1(d) of this Article IV, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice

of the special meeting is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the Board.

(iii) **Proper Business of Special Meeting.** No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

(d) **Notice Requirements for Members' Meetings.**

(i) **General Notice Requirements.** Whenever Members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with subsection (iii) below, to each Member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the Members, but, except as provided in Section 2 of this Article IV, any proper matter may be presented at the meeting.

(ii) **Notice of Certain Agenda Items.** Approval by the Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

(A) Removing a director without cause;

(B) Filling vacancies on the Board;

(C) Amending the Articles of Incorporation;

(D) Approving a contract or transaction between the Corporation and one or more directors, or between the Corporation and any entity in which a director has a material financial interest;

(E) Electing to wind up and dissolve the Corporation; or

(F) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes, if specified in the articles or bylaws, when the Corporation is in the process of winding up.

(iii) **Manner of Giving Notice.**

- (A) Notice of any meeting of Members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered or certified mail, that notice shall be given not less than 20 days before the meeting. The notice shall be given either personally, by electronic transmission by a Corporation, or by first class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Member entitled to vote, at the address of that Member appearing on the books of the Corporation or at the address given by the Member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that Member by first-class mail or telegraphic or other written communication to the Corporation's principal office or (2) notice is published on the Corporation's website at least 20 days before the meeting.
- (B) Notice given by electronic transmission by the Corporation shall be valid only if it complies with Section 20 of the California Corporations Code. Notice shall not be given by electronic transmission by the Corporation under this subsection after either of the following: (1) the Corporation is unable to deliver two consecutive notices to the Member by that means; or (2) the inability to so deliver the notices to the member becomes known to the Secretary, any assistant Secretary, the transfer agent, or other person responsible for the giving of the notice.
- (C) The term "electronic transmission by the Corporation" means a communication (1) delivered by (I) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation, (II) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (III) other means of electronic communication, (2) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to this code, and (3) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form. However, as provided in Section 20 of the California Corporations Code, an electronic transmission by the Corporation to an individual member is not authorized unless, in addition to satisfying the requirements of this section, the transmission satisfies the requirements applicable to consumer consent to electronic records as set forth in the Electronic Signatures in Global and National Commerce Act (15 U.S.C. Sec. 7001(c)(1)).
- (D) The term "electronic transmission to the Corporation" means a communication (1) delivered by (I) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the

Corporation has provided from time to time to members and directors for sending communications to the Corporation, (II) posting on an electronic message board or network which the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (III) other means of electronic communication, (2) as to which the Corporation has placed in effect reasonable measures to verify that the sender is the member (in person or by proxy) or director purporting to send the transmission, and (3) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Section 2. Quorum.

- (a) **Percentage Required.** One third of the voting power shall constitute a quorum for the transaction of business at any meeting of Members.
- (b) **Loss of Quorum.** The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough Members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.
- (c) **Approval.** If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the Members, unless the vote of a greater number or voting by classes is required by the California Nonprofit Public Benefit Corporation Law or by the Articles of Incorporation or these Bylaws.
- (d) **Adjournment and Notice of Adjourned Meeting.** Any Members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a Members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Section 3. Voting.

- (a) **Eligibility To Vote.** Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, only Members in Good Standing as of the record date determined under Section 5 of this Article IV shall be entitled to vote at any meeting of Members.

- (b) **Manner of Casting Votes.** Voting of Members may be by voice, raising hands, ballot or other means approved by the Board, except that any election of directors must be by ballot if demanded by any Member at the meeting before the voting begins.
- (c) **Voting.** Each Member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the Members, unless the Articles of Incorporation state otherwise.
- (d) **Waiver of Notice or Consent.**
 - (i) **Written Waiver or Consent.** The transactions of any Members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each Member entitled to vote, who is not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of Members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 1(d)(ii) of this Article IV the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes.
 - (ii) **Waiver by Attendance.** A Member's attendance at a meeting shall constitute a waiver of notice of and presence at that meeting, unless the Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 4. Action Without a Meeting.

- (a) **Action by Unanimous Written Consent.** Any action required, or permitted to be taken, by the Members may be taken without a meeting, if all Members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Members. The action by written consent shall have the same force and effect as the unanimous vote of the Members.
- (b) **Action by Written Ballot Without a Meeting.** Any action that may be taken at any meeting of Members may be taken without a meeting by complying with this Section 4(b) of this Article IV or such other procedure authorized in the California Corporations Code.
 - (i) **Solicitation of Written Ballots.** The Corporation shall distribute one written ballot to each Member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 1(d)(iii) of this Article IV. The ballot and any

related material may be sent by electronic transmission by the Corporation and responses may be returned to the Corporation by electronic transmission to the Corporation. All solicitations of votes by written ballot shall (A) indicate the number of responses needed to meet the quorum requirement, (B) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures, and (C) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action, (2) provide the members an opportunity to specify approval or disapproval of each proposal, and (3) provide a reasonable time in which to return the ballot to the Corporation. In any election of directors, a written ballot that a Member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

- (ii) **Number of Votes and Approvals Required.** Approval by written ballot shall be valid only when (A) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (B) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.
- (iii) **Revocation.** A written ballot may not be revoked.
- (iv) **Filing.** All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least three years.

Section 5. Record Date and Members of Record.

- (a) **Record Date for Notice, Voting, Written Ballots, and Other Actions.** For purposes of determining the Members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may fix, in advance, a record date. The record date so fixed:
 - (i) for notice of a meeting shall be at least 10 days but no more than 90 days before the date of the meeting;
 - (ii) for voting at a meeting shall be at least 10 days but no more than 90 days the date of the meeting;
 - (iii) for voting by written ballot shall not be more than 60 days before the day on which the first written ballot is mailed or solicited; and

(iv) for any other action shall not be more than 60 days before that action.

- (b) **Record Date if Not Specified.** If not otherwise fixed by the Board, the record date for determining Members entitled (i) to receive notice of a meeting of Members shall be the business day next preceding the day on which notice is given or, if notice is waived, the business day next preceding the day on which the meeting is held, and (ii) to vote at the meeting shall be the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining Members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If not otherwise fixed by the Board, the record date for determining Members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.
- (c) **Members of Record.** For purposes of this Section 5, a person holding a membership at the close of business on the record date shall be a Member of record.
- (d) **No Cumulative Voting.** Election of directors shall not be by cumulative voting.
- (e) **Proxy Voting.** No member can hold more than two proxy votes and must have written authorization of said proxy.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number. The authorized number of Directors shall be five (5). The number may be changed by amendment of this section of these Bylaws, or by repeal of this section of these Bylaws and adoption of a new section of these Bylaws, as provided in these Bylaws.

Section 2. General Activities. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and any limitations of the Corporation's Articles of Incorporation and of these Bylaws, the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (the "Board").

Section 3. Specific Powers. Without prejudice to the general powers set forth in Section 2 of these Bylaws, but subject to the same limitations, the Directors shall have the power to:

- (a) Appoint and remove at the pleasure of the Board all the Corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with the law,

with the Articles of Incorporation, and with these Bylaws; and fix their compensation (if any) and require from them security for faithful performance of their duties.

- (b) Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of Members.
- (c) Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.
- (d) Adopt a form of Membership Agreement.
- (e) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities.
- (f) The Board shall determine the policies and activities of the Corporation and approve the budget. The Board shall establish working committees as needed to accomplish the work of each activity area for which the Board is responsible.

Section 4. Qualifications. Each Director shall be a Member in Good Standing. No Member may serve simultaneously in two Board positions.

Section 5. Term and Election

- (a) **Term of Office.** Subject to Section 5(b) below, Directors shall hold office for a term of three (3) years and until a successor has been designated and qualified. At each annual meeting of Members, Directors shall be elected to replace those whose terms are expiring; however, if any such Directors are not elected at any annual meeting, they may be elected at any special Members' meeting held for that purpose. Each such Director, including a Director elected to fill a vacancy or elected at a special Members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. A Director may not be elected to more than two (2) full consecutive three-year terms in office. A Director may be re-elected to the Board after a lapse of one year.
- (b) **Directors Elected at First Meeting.** Directors elected by the Members at the first meeting of Members called for that purpose following the organizational meeting of the Corporation shall be designated into three classes pursuant to a random drawing at the meeting of the Board immediately following their election. One class of Directors shall serve for an initial term of one year, the second class shall serve for an initial term of two

years, and the third class shall serve for an initial term of three years. Thereafter, Directors will be up for re-election for the normal three-year period discussed in Section 5(a) above.

- (c) **Nomination.** Starting the month of November, the Board shall accept nominations from the Board and Members for qualified candidates for election to the Board upon any process it approves. Names of the nominated candidates who have accepted nominations or self-nominated, shall be circulated by the Board to the Members at least 10 but no more than 90 days before the date of the annual meeting, or by December 31 of each year, whichever is earlier. For a special meeting, at which directors are to be elected, the names of all candidates who have accepted a nomination or self-nominated for election to the Board shall be distributed at least 10 but no more than 90 days before the date of the special meeting.
- (d) **Voting.** The directors shall be elected from the list of all nominees to be directors according to the number of ballots or votes cast for each nominee.

Section 6. Vacancies on Board.

- (a) **Events Causing Vacancy.** A vacancy or vacancies on the Board shall exist on the occurrence of the following: (i) the death or resignation of any director, (ii) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony, or, if the Corporation holds assets in charitable trust, has been found by a final order or judgment of any court to have breached a duty arising under section 5233 of the California Corporations Code; (iii) the declaration by the Board that a director is no longer a Member in Good Standing or has failed to meet the attendance requirement of Section 7(c) over at least a one year period; (iv) the vote of the Members or, if the Corporation has fewer than 50 Members, the vote of a majority of all Members, to remove any director(s); (v) the increase of the authorized number of directors; or (vi) the failure of the Members, at any meeting of Members at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting.
- (b) **Resignations.** Any director may resign by giving written notice to the Board, or to the President or the Secretary of the Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office when the resignation becomes effective.
- (c) **Filling Vacancies.** Except for vacancies created by removal of a director by the Members, vacancies on the Board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

- (d) **No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 7. Directors' Meetings.

- (a) **Place of Meetings.** Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.
- (b) **Meetings by Telephone or other Telecommunications.** Any meeting may be held by conference telephone or other telecommunication, as long as all directors participating in the meeting can communicate with each other. All such directors shall be deemed to be present in person at such a meeting.
- (c) **Attendance.** All members of the Board are required to attend (in person or telephonically) at least two-thirds of all Board meetings each year, and may be removed from the Board for failure to attend as provided in Section 6(a)(iii) of this Article V. At the discretion of the Board, any Member of the Corporation or other guests shall be allowed to attend Board meetings.
- (d) **Regular Meetings.** Regular meetings of the Board shall be held, provided notice is given to membership, at such time and place as the Board may fix from time to time.
- (e) **Special Meetings.**
 - (i) **Authority To Call.** Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, if any, the President, or the Secretary, or any two directors.
 - (ii) **Notice.** Notice of the time and place of all special meetings of the Board shall be held upon three (3) business days' notice by first-class mail, or 24 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the Corporation. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board.
- (f) **Quorum.** A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions between the Corporation and one or more directors or between the Corporation and any entity in which a director has a material financial interest, (ii) creation of and appointments to committees of the Board, and (iii) indemnification of directors. A meeting at which a quorum is initially present

may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

- (g) **Waiver of Notice.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting in writing, whether before or after the meeting. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.
- (h) **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, subject to Section 7(e)(ii), to the directors who were not present at the time of the adjournment.
- (i) **Action Without a Meeting.** Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action, except as provided in California Corporations Code Section 5211(b). Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 8. Compensation. No director shall receive compensation for serving as a director of the Corporation; provided, however, that a director may be reimbursed for his or her reasonable expenses actually incurred on behalf of the Corporation if approved by the Board.

Section 9. Election of Chairman. The Board shall, at the annual meeting following the annual election of directors, elect a Chairman of the Board. The Chairman of the Board shall have such powers as are provided in Article VI, Section 6(a).

Section 10. Board Committees.

- (a) **Establishment.** The Board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the authorized number of directors. The Board may appoint one or more directors as

alternate members of any such committee, who may replace any absent member at any meeting.

- (b) **Authority.** Any committee, to the extent provided in the Board resolution establishing it, shall have all the authority of the Board; provided, however, that no committee, regardless of Board resolution, may:
- (i) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the Members or approval of a majority of all Members;
 - (ii) Fill vacancies on the Board or on any committee that has the authority of the Board;
 - (iii) Fix compensation of the directors for serving on the Board or on any committee;
 - (iv) Amend or repeal Bylaws or adopt new Bylaws;
 - (v) Amend or repeal any Board resolution that by its express terms is not so amendable or repealable;
 - (vi) Create any other committees of the Board or appoint the members of committees of the Board;
 - (vii) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or
 - (viii) With respect to any assets held in charitable trust, approve any contract or transaction between the Corporation and one or more of its directors or between the Corporation and an entity in which one or more of its directors have a material financial interest, subject to the special approval provisions of Section 5233(d)(3) of the California Corporations Code.
- (c) **Meetings and Actions of Committees.** Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other Board actions except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by Board resolution, or if there is none, by resolution of the committee. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.
- (d) **Advisory Committees.** If any committee is to have any nondirector committee members, it is not a committee of the Board, and it should be clearly labeled an "advisory

committee." Unless the Bylaws provide otherwise, the Board may delegate management of the Corporation's activities to an advisory committee (California Corporations Code Sections 5210, 5212) to the same extent that those powers could be delegated to anyone under California Corporations Code Sections 5210.

Section 11. Duties and Liability Limitation. As provided in Section 5231 of the California Corporations Code:

- (a) A director shall perform the duties of a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner that the director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
- (b) In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
 - (1) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
 - (2) Counsel, independent accountants or other persons as to matters which the director believes to be within that person's professional or expert competence; and/or
 - (3) A committee upon which the director does not serve that is composed exclusively of any or any combination of directors, persons described in paragraph (1), or persons described in paragraph (2), as to matters within the committee's designated authority, which committee the director believes to merit confidence, so long as, in any case, the director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause that reliance to be unwarranted.
- (c) Except as provided in California Corporate Code Section 5233, a person who performs the duties of a director in accordance with subdivisions (a) and (b) shall have no liability based upon any alleged failure to discharge the person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

Section 12. Corporate Membership in Associations.

In direct support of the Corporation's mission to promote and support competition, the Board will establish and maintain membership in applicable regional and national sanctioning bodies.

The Board may, at its discretion, join additional organizations. Fees associated with such memberships may be included in annual Membership dues. A Regular Member may act as Liaison to one or more organizations simultaneously, at the discretion of the Board.

- (a) **Mountain Pacific Curling Association (MoPac):** While the Corporation is a member of MoPac, the Board shall appoint one Regular Member to act as the liaison to MoPac. Liaisons shall report to the Board quarterly or as requested by the Board.
- (b) **United States Curling Association (USCA):** While the Corporation is a member of USCA, the Board shall appoint one Regular Member to act as the liaison to USCA. Liaisons shall report to the Board quarterly or as requested by the Board.
- (c) **United States Women's Curling Association (USWCA):** While the Corporation is a member of USWCA, the Board shall appoint one Regular Member to act as the liaison to USWCA. Liaisons shall report to the Board quarterly or as requested by the Board.

ARTICLE VI

OFFICERS

Section 1. Officers of the Corporation. The officers of the Corporation shall be a President, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board, one or more Vice Presidents.

Section 2. Election of Officers. The officers of the Corporation shall be elected annually by the Board and shall serve at the pleasure of the Board. Subject to the restrictions of California Corporations Code Section 5213, two (2) or more offices may be held by the same person. Members of the Board may also serve as officers of the Corporation.

Section 3. Removal of Officers. An officer chosen by the Board may be removed with or without cause by the Board, and also, if the officer was chosen by an officer, by any officer on whom the Board may confer that power of removal.

Section 4. Resignation of Officers. Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these

Bylaws for regular appointments to that office, provided, however, that vacancies need not be filled, on an annual basis.

Section 6. Duties. The duties of the officers are as follows:

- (a) **President.** The President shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers. The President shall preside at all meetings of Members and the Board and shall perform all such other duties as are incident to such office or are assigned by the Board.
- (b) **Vice President.** In the absence of the President, or in the event of such officer's death, disability or refusal to act, the Vice President shall perform the duties of President, and when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. The Vice President shall also have such other powers and discharge such other duties as may be assigned from time to time by the Board.
- (c) **Secretary.**
 - (i) **Book of Minutes.** The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of Members' meetings. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the number of Members present or represented at Members' meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.
 - (ii) **Membership Records.** The Secretary shall keep or cause to be kept, at the Corporation's principal office or at a place determined by Board resolution, a record of the Corporation's Members, showing each Member's name, address, class of membership and dates of commencement and termination of membership.
 - (iii) **Notices, Seal, and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of Members, of the Board, and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
- (d) **Treasurer.** The Treasurer shall be the chief financial officer and have responsibility for custody of all moneys and securities of the Corporation and shall keep or provide for the

keeping of regular books of account. Such officer shall be responsible for disbursement of the funds of the Corporation in payment of the just demands against the Corporation, or as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board, from time to time, as may be required of such officer, an account of all transactions as Treasurer and of the financial condition of the Corporation. Such officer shall perform all duties incident to such office or which are properly required by the Board.

(i) **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the Members and directors such financial statements and reports as are required by law, by these Bylaws, or by the Board to be given. The books of account shall be open to inspection by any director at all reasonable times.

(ii) **Deposit and Disbursement of Money and Other Duties.** The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation.

(e) **Officer at Large.** Officers at large, in the order designated at the time of their selection, or in the absence of any such designation, in the chronological order of their selection, shall, in the absence or disability of the officers to whom they are assistants, or in the event of such officers' refusal to act, perform the duties of such officers, and when so acting, shall have all the powers of, and be subject to all restrictions upon, such officers. Each officer at large shall also exercise such powers and discharge such duties as may be assigned from time to time by the Board.

ARTICLE VII

LIMITATIONS

Section 1. Political Neutrality. The Corporation shall not be used in any way for political purpose nor shall it, as a Corporation, actively participate in the political candidacy of any person.

Section 2. Dedication of Property and Assets. The property, assets, profits and net income of this Corporation are dedicated irrevocably to the purposes set forth in Article II.

Section 3. Dissolution. Upon dissolution of this Corporation, after paying or adequately

providing for the payment of debts, obligations and liabilities of the Corporation, the remaining assets of the Corporation shall be distributed to another Public Benefit organization as approved by the Board and the Members of the Corporation.

Section 4. Limitation of Individual Liability. No Member, Director or Officer of this Corporation, solely by virtue of membership in the Corporation, will incur personal liability for any debts, liabilities or obligations of the Corporation.

Section 5. Liability of Volunteer Director or Officer. To the fullest extent applicable under California Corporation Code Sections 5047.5 and 5239, there shall be no monetary liability on the part of, and no cause of action for damages shall arise against, any volunteer director or volunteer executive officer of the Corporation based upon any alleged failure to discharge the person's duties as a director or officer if the duties are performed in a manner that meets all of the following criteria: (a) the duties are performed in good faith; (b) the duties are performed in a manner such director or officer believes to be in the best interests of the Corporation; and (c) the duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 6. Insurance for Corporate Agents

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VIII

INDEMNIFICATION

Section 1. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of Members. At that meeting, the Members shall determine under Section 5238(e) whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Members present at the meeting in person or by proxy shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE IX

INSURANCE

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE X

RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its Members, Board, and committees of the Board;
and
- (c) A record of each Member's name, address, and class of membership.

Section 2. Members' Inspection Rights.

(a) Membership Records.

(i) Subject to Division 2, Part 3, Chapter 13, Article 3 (commencing at Section 8330) of the California Corporations Code and unless the Corporation provides a reasonable alternative as provided below, any Member may do either or both of the following for a purpose reasonably related to the Member's interest as a Member:

(A) Inspect and copy the records of Members' names, addresses and voting rights during usual business hours on five (5) days' prior written demand on the Corporation, which demand must state the purpose for which the inspection rights are requested; or

(B) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of Members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the Member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the Member on or before the later of ten days after (I) the demand is received or (II) the date specified in the demand as the date as of which the list is to be compiled.

(ii) The Corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

(iii) If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a Member, or if it provides a reasonable alternative under this Section, it may deny the Member access to the membership list.

(iv) Any inspection and copying under this Section may be made in person or by the Member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the Corporation.

(b) Accounting Records and Minutes. On written demand on the Corporation, any Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the Member's interest as a Member. Any such inspection and copying may be made in person or by the Member's

agent or attorney. Any right of inspection extends to the records of any subsidiary of the Corporation.

- (c) **Maintenance and Inspection of Articles and Bylaws.** The Corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours. If the principal office of the Corporation is outside California and the Corporation has no principal business office in this state, the Secretary shall, on the written request of any Member, furnish to that Member a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 3. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 4. Annual Report.

- (a) An annual report shall be prepared within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information in appropriate detail:
- (i) A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of an authorized officer of the Corporation that they were prepared without audit from the books and records of the Corporation.
 - (ii) A statement of the place where the names and addresses of current Members are located.
 - (iii) Any information that is required by Section 5 of this Article X.
- (b) The Corporation shall notify each Member annually of the Member's right to receive a financial report under this Section. Except as provided in subsection (3) of this Bylaw, on written request by a Member, the Board shall promptly cause the most recent annual report to be sent to the requesting Member.
- (c) This Section shall not apply if the Corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

Section 5. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all Members, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver to its Members and furnish to its directors

a statement of any transaction or indemnification of the following kinds within 120 days after the end of the Corporation's fiscal year:

- (a) Unless approved by Members under Section 5034 of the California Corporations Code, any transaction (i) to which the Corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):

- (A) Any director or officer of the Corporation, its parent, or its subsidiary; or

- (B) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

- (b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation under Article VII of these Bylaws, unless the loan, guaranty, indemnification, or advance has already been approved by the Members under Section 5034 of the California Corporations Code, or the loan or guaranty is not subject to the provisions of Section 5236 of that Code.

ARTICLE XI

AMENDMENTS

Section 1. Amendment by Board. Subject to the rights of Members under Section 2 of this Article XI, the Board may adopt, amend, or repeal any of the Bylaws.

Section 2. Members' Approval Required. Without the approval of the Members, the Board may not adopt, amend, or repeal any Bylaw if the action would:

- (a) Materially and adversely affect the Members' rights as to voting, dissolution, redemption, or transfer;
- (b) Increase or decrease the number of authorized Members;

- (c) Effect an exchange, reclassification, or cancellation of all or part of the memberships;
- (d) Authorize a new class of membership; or
- (e) Modify the maximum or minimum number of directors set forth in Article V Section 1.

Section 3. Amendment by Members. New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the Members, provided, however, that any such adoption, amendment, or repeal also requires approval by the Members of a class if that action would:

- (a) Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class;
- (b) Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class;
- (c) Increase or decrease the number of memberships authorized for that class;
- (d) Increase the number of memberships authorized for another class;
- (e) Effect an exchange, reclassification, or cancellation of all or part of the memberships of that class; or
- (f) Authorize a new class of memberships.

ARTICLE XII

CONSTRUCTION

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, and the term "person" includes both a legal entity and a natural person.

SECRETARY'S CERTIFICATE OF ADOPTION OF
THE BYLAWS OF
Silicon Valley Curling Club.

I, the undersigned, the duly elected and acting Secretary of Silicon Valley Curling Club, a California Non-Profit Public Benefit Corporation, do hereby certify that the foregoing Bylaws were adopted as the Bylaws of said Corporation by the members of said Corporation as of [25-Jan, 2021].

IN WITNESS WHEREOF, I have hereunto subscribed my name as of [25-Jan, 2021].

[Jennifer Asis], Secretary