

BYLAWS
NORTH DAKOTA CURLING FOUNDATION
(A Nonprofit Corporation)

ARTICLE I. NAME

The name of this organization shall be “North Dakota Curling Foundation”, sometimes referred to herein as Foundation.

ARTICLE II. PURPOSE

The Foundation is organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The specific purpose and objectives of the Foundation include but are not limited to:

- A. Promoting the sport of curling in North Dakota, South Dakota, and Montana, and
- B. Promoting youth curling.

ARTICLE III. MEMBERSHIP

The membership shall consist of the Board of Directors, sometimes referred to herein as Board.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Number and Term of Office. The business affairs, activities, and property of the Foundation shall be managed, directed, governed, and controlled by a Board of Directors comprised of not less than three nor more than seven members. The Board of Directors may change the size of the Board by amending these bylaws. Members of the Board may serve indefinitely until they resign or are removed by a majority vote of the remaining members of the Board.

Section 2. Qualifications. All directors shall be natural persons age eighteen or older. A director must demonstrate an interest in the purposes and activities of the Foundation and must be willing to donate his or her time, advice, skill, energy, and support in furtherance of the Foundation and its purposes and activities.

Section 3. Powers and Duties. The Board of Directors shall have all the powers and duties necessary for the administration of the affairs of the Foundation and for the management and operations of Foundation activities, and may do and perform all acts and things not prohibited by law or these bylaws. These duties and power included, but are not limited to:

- A. Establishing and reviewing Board policies governing the Foundation and its operations;
- B. Ensuring adequate resources for the operation of the Foundation, including the identification, cultivation, solicitation, an acknowledgement of donors;
- C. Establishing and supervising adequate accounting and financial procedures, and

- D. Promoting the goals and purposes of the Foundation and evaluating the Foundation against such goals and purposes.

The Foundation and the Board of Directors are not empowered to perform any activity prohibited by Section 501(c)(3) of the United States Internal Revenue Code.

Section 4. Nomination and Election. At any meeting of the Board any member of the Board may nominate a person to fill a vacancy or to expand the size of the Board as provided for by these bylaws. A nominee shall be elected upon an affirmative vote of a majority of the entire Board.

Section 5. Compensation. Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 6. Non-voting Members. By majority vote the Board of Directors may invite one or more individuals to participate in Board discussions as non-voting members.

ARTICLE V. MEETINGS

Section 1. Meeting Times and Places. The Board of Directors shall meet at least once per year at a location determined by the president. Special meetings may be held as necessary as determined by the president or as requested by at least two members of the Board. Meetings may be held in person or telephonically.

Section 2. Notices. Notices of meetings must be delivered at least three days prior to the meeting and may be given personally or by U.S. mail, facsimile, or other electronic means. The purpose of the meeting shall be specified in the notice.

Section 3. Quorum and Voting. A quorum shall consist of a majority of the Board of Directors. Each director shall have one vote. Voting by proxy is not permitted.

Section 4. Conduct of Meetings. The president of the Board of Directors, or his/her designee, shall preside over meetings. The secretary shall record meeting proceedings. If the secretary is absent the president shall appoint another person to act as secretary for the meeting.

ARTICLE VI. OFFICERS AND DUTIES

Section 1. Officers. Foundation officers shall include a president, a vice president, a secretary, and a treasurer. One person may serve as a secretary/treasurer.

Section 2. Duties. The president shall be the principle executive officer of the Foundation and shall supervise and control all its business and affairs. The president shall preside at all

meetings of the Board of Directors. The president may execute any contract, agreement, or instrument necessary to conduct the business of the Foundation and in general shall perform all duties as may be prescribed by the Board of Directors.

The vice president shall assume the duties of the president during the president's absence or if the president is unable to perform related duties. The vice president shall also undertake other duties assigned by the board of directors.

The secretary shall keep the minutes of the Board of Director and keep them in one or more books provided for that purpose. The secretary shall also see that all notices are given in accordance with the provisions of these bylaws or as may be required by law, be custodian of the records of the Foundation, and in general perform all duties as may be assigned by the president or the Board of Directors.

The treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation, receive and give receipts for monies due and payable to the Foundation, and deposit all such monies in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The treasurer shall also perform all the duties incident to the office of treasurer and other such duties as may be assigned by the president or the Board of Directors. If required by the Board of Directors, the treasurer shall be bonded for the faithful discharge of his or her duties. The size of the bond shall be in an amount deemed appropriate by the Board.

Section 3. Delegation of Duties. Whenever an officer is absent or is unable to fulfill the duties of the office, the Board may delegate the duties of the office to any other director.

ARTICLE VII. COMMITTEES

The Board of Directors, by a majority vote of the entire board, may create committees to facilitate the workings of the Foundation. Committee members do not have to be directors except that all committees must include at least one director.

ARTICLE VIII. INDEMNIFICATION

The Foundation shall indemnify any director against all expenses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a part by reason of being or having been a director or officer, except in relation to matters as to which he is adjudged in such action suit, or proceeding to be liable for negligence or conduct in the performance of duty. Such indemnification shall not be exclusive of any other indemnification provide for in these bylaws, resolution, or otherwise. The Foundation shall be authorized to purchase insurance or other similar devices for the purpose of such indemnification.

ARTICLE IX. FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Foundation shall be such year as adopted by the Board of Directors.

Section 2. Books and Accounts. The Foundation shall keep correct and complete books and records of accounts and keep minutes of the proceedings of the Board of Directors and any committees created by the Board. All books and records shall be kept by the secretary or at a place otherwise designated by the Board of Directors. All books and records may be inspected by any director or his/her agent or attorney for any proper purpose at any reasonable time.

Section 3. Audits. When deemed necessary by the Board of Directors, the books and records of the Foundation shall be reviewed by a qualified person chosen by the Board to determine their accuracy and appropriate management.

Section 4. Checks and Endorsements. All checks and drafts upon the funds or credit of the Foundation in any of its depositories shall be signed by such officer(s) or agent(s) as shall from time to time be designated by action of the Board of Directors. All checks and other receivables shall be endorsed by such officer(s) or agent(s).

Section 5. Fidelity Bonds. The Board of Directors may require that officers of the Foundation having custody or control of Foundation funds furnish adequate fidelity bonds. The premium on such bonds shall be paid by the Foundation.

Section 6. Loans. The Foundation shall not make loans to any officer of the Foundation.

Section 7. Gifts. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or device for the furtherance of the general purposes of the Foundation.

ARTICLE X. INTERNAL REVENUE CODE 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitations of Activities. The Foundation shall not carry out any activities prohibited by an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Prohibition Against Private Enrichment. No part of the assets of this Foundation shall financially benefit any director, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Foundation.

ARTICLE XI. DISSOLUTION

Section 1. Procedure. The Foundation shall be dissolved as provided for by the laws of the state of North Dakota or governing federal laws.

Section 2. Distribution of Assets. After the liabilities of the Foundation have been discharged or provided for, the Foundation's remaining assets shall be disposed of to facilitate one or more of the exempt purposes of the Foundation. Assets shall be distributed for one or more exempt purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the federal government, or a state or local government, for public purposes.

ARTICLE XII. AMENDMENT OF BYLAWS

Excepts as may otherwise be specified under provisions of law, these bylaws may be amended, repealed, or replaced in whole by a vote of at least two-thirds of the entire Board of Directors.

ARTICLE XIII. CONSTRUCTION AND TERMS

Should any of the provisions or portions of these bylaws be unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding. All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of any future federal tax code.

Adopted July 18, 2019

Amended January 5, 2021 to allow Board of Directors to increase from five to seven members