

April 11, 2011

Proposed Amendments to the Current Evergreen Curling Club Bylaws

The Board of Directors is proposing to alter some of the wording within the current Bylaws that govern the operation of the club. Many of these are housekeeping changes to facilitate more flexibility in operations while maintaining the fiduciary responsibility of the Board as required by both the IRS (as a 501(c)(3) non-profit) and the State of Oregon.

For the most part the wording being revised is pretty self-explanatory but for clarity;

- All wording being removed is shown in black with a "strike-through" line (~~xxxx nnnn~~) across the words affected.
- All wording revised or added is shown underlined in red

The rationale for some of the changes may not be clear. I will try to list those areas to aid your understanding;

Article II,

- Section 2.0: added "physical disability" to be sure we cover wheelchair curlers and others with physical limitations.
- Section 2.2: added verbiage to be sure we have a mechanism to re-pay any outstanding loans (from DIY supporters or others) before we distribute any assets to other organizations in the event of liquidation or dissolution

Article III

- Section 3.0: changed from purchase to "acquisition" to permit an alternate means of getting a dedicated ice facility.

Article IV

- Section 4.0 A and B: changed the club membership year from October 1 - September 30 to September 1 - August 31. Also changed the number of days notice that the club must give members when the annual membership dues are announced by reducing the number 60 days notice to 30 days. We did not change the membership dues / league fees structure while recognizing that it may change once we are begin to curl in our dedicated ice facility. We felt that this would take more detailed review once the operational costs of the facility are better known. We will have to revise the Bylaws in the future to cover "unlimited" curling for members if that is the way we're going to approach member fees in the new facility.

Article V

- Various sections: The listed duties of Officers and Directors have been minimized in the Bylaws and a new Policy & Procedure Manual insert will

be developed to cover those duties deleted here. This will allow the individual BOD member duties to be changed at the will of the BOD and not require on-going Bylaw revisions. This change doesn't affect those "statutory" and fiduciary duties required to operate the club under State or IRS regulations. These will remain in the Bylaws.

Article VI

- Section 6.0: This is a pretty subtle change but this includes the Past President as a **voting** member of the BOD. Currently the Past President has only an advisory role and has no vote on the BOD.
- Section 6.3: We added wording to emphasize that the Conflict of Interest Policy is an IRS requirement. We have **no choice** but to follow this, and must do so diligently for club committee members (in addition to BOD members).

Article VII

- Section 7.0: Clarified the meaning of "special meeting" to indicate it is a "Special General Meeting" (SGM) meaning that it is a meeting (other than the AGM) where all club full members can vote on matters brought forth, without waiting for the AGM.
- Section 7.1: Clarified how elections will be handled where there are more than 2 candidates for a position.
- Section 7.2: Changed board members' terms to begin at the Board meeting following their election and end at the Board meeting following the AGM in the year of the end of their term. This allows the "new" Board to participate in the creation of the next year's operating budget, etc. before the beginning of the new fiscal year.

Respectfully Submitted,
Wayne Brock,
Vice President