

ATLANTA CURLING CLUB, INC.

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
IN LIEU OF A SPECIAL MEETING**

July 28, 2015

The undersigned, being all the members of the Board of Directors (the "Board") of The Atlanta Curling Club, Inc., a Georgia non-profit corporation (the "Corporation"), acting by written consent in lieu of a special meeting of the Board, hereby unanimously consent to and adopt the following resolutions, which actions shall have the same force and effect as if taken by unanimous affirmative vote of the Board at a meeting thereof duly called and held; waive all requirements of notice and advance delivery of information with respect thereto; and direct that this written consent to such actions be filed with the minutes of the proceedings of the Board.

WHEREAS, the Corporation has operated under its original Bylaws since its formation in 2010, and

WHEREAS, the Corporation has grown in membership to the degree that the original Bylaws were no longer effective for the direction of the Corporation; and

WHEREAS, the Board deems it to be in the best interests of the Corporation to amend the Bylaws, and has rewritten the Bylaws to effectively govern the Corporation; and

WHEREAS, a copy of the Amended and Restated By-Laws of the Atlanta Curling Club is attached hereto as Exhibit A,

NOW THEREFORE, BE IT RESOLVED, that the Board hereby (a) authorizes, approves, adopts, ratifies and confirms the Amended and Restated Bylaws of the Corporation, and all other actions contemplated or required by their adoption, and (b) authorizes and directs the Corporation's officers, in the name and on behalf of the Corporation, to execute and deliver the same, with such changes thereto as may be approved by the officers so executing the same, such approval to be conclusively evidenced by their execution thereof;

FURTHER RESOLVED, that Secretary of the Corporation be, and hereby is, authorized, empowered and directed by the Board to take, or cause to be taken, any and all other such acts and actions and to prepare, execute and deliver, or cause to be prepared, executed and delivered, any and all such other documents or instruments as may deem necessary, desirable or appropriate to otherwise carry out the full intent and purpose of the foregoing resolutions; and

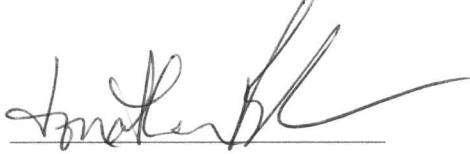
FURTHER RESOLVED, that all actions taken by any officer authorized pursuant to the foregoing resolutions that are within the authority conferred thereby, including those taken prior to the date hereof, be, and they hereby are, ratified, confirmed and approved in all respects

This consent may be executed in one or more counterparts, all of which, when taken together, will constitute one and the same instrument.

(signatures on the following page)

IN WITNESS WHEREOF, this consent is effective as of the date originally set forth above.

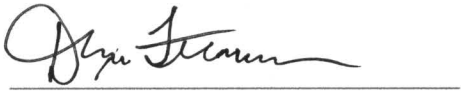
DIRECTORS AND TRUSTEES:



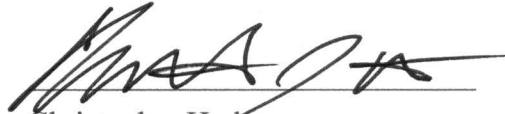
Jonathan Burba
Director



John Farrar
Trustee and Director



Dixon Freeman
Trustee



Christopher Hyde
Director, Treasurer



Hannah Hyde
Director, Secretary




Dennis Kalman
Trustee and Director



Rebecca Kalman
Trustee



Dan O'Toole
Director, President



Kael Stilp
Director



Jeff Williams
Trustee

EXHIBIT A



The Amended and Restated By-Laws of the Atlanta Curling Club, Inc.

ARTICLE I Name

Section 1

This organization shall be officially called the "Atlanta Curling Club".

ARTICLE II Purpose

Section 1

The Atlanta Curling Club is a 501(c)(3) organization, organized under tax exempt laws, for the charitable, civic, and fostering national or international sports competition purposes. The Atlanta Curling Club supports educational and health goals of the general public and amongst members by teaching, developing, promoting, and encouraging the sport of Curling; to develop youth and adult programs that lead to local, national, and international competition; to promote and support participation in the sport among all individuals, regardless of abilities or disabilities.

ARTICLE III Location

Section 1

The principal office of the organization is to be located in the Greater Atlanta, Georgia area, as further set forth by the Board of Directors from time to time.

ARTICLE IV Membership Classifications

Section 1

- (a) Membership in the Atlanta Curling Club shall be open to all that wish to join, participate in, enjoy, teach, or watch the sport of curling. Exceptions and limitations are only as defined in Article V below. No person may be excluded from membership in the organization or in a specific membership classification on the basis of race, religion, national origin, gender, gender identity, sexual orientation, or any other protected status as defined by local, state, or federal non-discrimination laws.
- (b) Membership may be divided into voting classes and non-voting classes. Classes of membership shall be set by the Board of Directors as it shall deem necessary, subject to the following restrictions:
- (i) There shall always be at least one voting class, which shall have no qualification for membership other than a lower age limit, which cannot be set higher than 22 years of age;
 - (ii) Any voting class, once established, cannot be terminated during the period of time for which its members have voting rights, except as in paragraph (b)(iii) of this section;
 - (iii) Any voting class which confers upon its members life-time membership may only be terminated if the Board confers upon any and all members of that class at the time of termination lifetime voting rights.
- (c) Classes of membership shall not be defined by exclusionary rules, other than age. Any age requirement for a class shall be determined as of June 30th of the year in which membership begins, or such other date as is consistent with the rules of the United States Curling Association.
- (d) Members of voting classes shall be entitled to vote in elections for the Board of Directors (Article IX, below) and for any other issues that the Board of Directors yields to them. The Board may establish further privileges and obligations of the membership classes.

ARTICLE V Membership

Section 1

All applications for membership shall include the appropriate membership fee and be in writing (paper or electronic form). Membership may be denied or revoked by a two-thirds (2/3) vote of the Board of Directors in the event that the individual has threatened or carried out harm, violence, or damage against organization members, attendees of organization events, or organizational property, or committed any other conduct detrimental to the organization, or if the individual has been declared of unsound mind by a final court order or has been convicted of a felony.

Section 2

Email and postal mail addresses listed on the member's current application will be used to provide required notices. Members should update their contact information within thirty (30) days if changes occur while membership is active.

Section 3

Board of Directors shall determine any limits on the number of members of the organization in each classification.

Section 4

Every right and all interests of each member shall cease upon termination of their membership or death. Memberships are non-transferable.

Section 5

Resignation shall be in writing to the Atlanta Curling Club and may be accepted by the Board of Directors provided the member resigning has discharged all their dues and obligations. Members may be considered as having submitted a resignation if dues and other fees have not been paid by the deadline established by the Board of Directors. If a member decides to terminate their membership, the membership fee may be fully reimbursed by a two-thirds (2/3) vote of the Board of Directors, provided a written request occurs in the lesser of the two following periods: within one week of becoming a member, or prior to receiving any benefit from being a member.

Section 6

In case a member shall be guilty of any violation of the constitution or rules of the Atlanta Curling Club, WCF, USCA, GNCC, or other local, regional, national, or international organization, including delinquency in payment, or in case their conduct may endanger, or tend to endanger the welfare, interest or character of the organization, the Board of Directors, at a regular or special meeting, by a 2/3 majority vote of the Directors, may censor, suspend, or expel the offending member. Before any member shall be expelled, twenty (20) days' notice in writing shall be given to the member, and the member shall be furnished with a copy of the charges and shall be given time to be heard by a committee of or the full Board of Directors. Membership may be suspended during this twenty (20) day notice period at the discretion of the Board of Directors.

Section 7

Non-members may be authorized at the discretion of the Board of Directors to participate in Atlanta Curling Club events, such as special events, training programs, and club leagues.

ARTICLE VI Dues, Fees and Charges

Section 1

The annual dues for all classifications of Membership shall be set by the Board of Directors each membership year with a majority vote.

- (a) The annual dues for all levels of membership will include, but not be limited to, the dues and fees mandated by both the Grand National Curling Club (or other regional organization) and the United States Curling Association.
- (b) The membership year starts September 1 and ends August 31.

ARTICLE VII Board of Directors and Officers

Section 1

The Board of Directors shall consist of at most nine (9) members. Four (4) officers and five (5) duly elected at-large Directors shall consist of the make-up of the Board. All directors must meet eligibility requirements as set forth in this Section. There shall be a minimum of five (5) Directors at all times, four of which must be named officers. Officers of the Club shall consist of a President, Vice President, Secretary, and Treasurer.

Section 2 President

The President shall be the principal executive officer and shall supervise all of the business affairs of the organization. Duties shall include:

1. Presiding at all Member Meetings and serving as Chairperson of the Board of Directors.
2. Appointing such individuals and committees as may be necessary for the operation and representation of the organization.
3. Presenting an Annual Report of the organization at the Annual Meeting.
4. Responsibility for the proper maintenance and/or filing all reports and certificates as required by law.
5. Ensuring the proper retention and availability of documents according to minimum retention schedules as defined by law, by IRS regulations, by contract, and by advice presented from the organization's legal counsel, accountant, and insurer.
6. Acting as the authorized cosignatory of checks or drafts made on behalf of the organization; such checks and drafts are subject to the consent of the Board by procedures outlined in these by-laws.
7. Acting as the authorized party to enter into contracts on behalf of the organization; such contracts are subject to the consent of the Board by procedures outlined in these by-laws.
8. Perform such other duties as will devolve upon or be assigned to the office of the President. The Board can delegate some of all of these responsibilities to non-Board members, but the President will continue to be responsible for ensuring that such responsibilities are completed in a timely manner.

Section 3 Vice-President

The Vice-President will assist the President in any manner which the President may deem necessary. Duties shall include:

1. Presiding over meetings of the organization and Board of Directors in the absence of the President.
2. Keep a roll of the members of the organization including maintaining the organization's membership roster with the Grand National Curling Club or other regional or national governing body.
3. Perform such other duties as will devolve upon or be assigned to the office of the Vice-President. The Board can delegate some or all of these responsibilities to other Board or non-Board members, but the Vice-President will continue to be responsible for ensuring that such responsibilities are completed in a timely manner.

Section 4 Secretary

The Secretary shall keep all records and proceedings of the organization and the official Atlanta Curling Club seal. Other duties of the Secretary are to issue notices of all meetings, to receive and distribute correspondence as necessary, to make a report to the members of the organization at the Annual Meeting, and to notify members of Board of Directors' election results. The Board of Directors may designate assistants to the Secretary to fill needs as they may arise.

Section 5 Treasurer

The Treasurer shall be custodian of the funds of the organization, collect the membership dues, and pay the claims against the organization on approval and order of the Board of Directors. The Treasurer shall keep a detailed account of all receipts and expenditures, and at the Annual Meeting present a report thereof and of the balance on hand and the amount of unpaid obligations of the organization. The Treasurer shall report to the Board of Directors the names of members who are in default in the payment of dues or fees. The Board of Directors may designate assistants to the Treasurer to fill needs as they may arise.

Section 6

The Board of Directors shall have charge and supervision of any buildings, equipment or other property and affairs of the organization, appoint teams and representatives where necessary for external competitions such as playdowns and championships, and may adopt such rules for playing games and the use of the club facilities and property as shall be deemed advisable, but not in conflict with curling rules of the Grand National Curling Club, the United States Curling Association, or any other association when applicable. Directors shall not be held personally responsible for the actions of the organization, except in the event that actions have been determined to be fraudulent or illegal. Directors have a fiduciary responsibility to the organization.

- (a) All Directors and Officers must be active members of the organization, in good standing, with no unpaid fees or debts to the organization.
- (b) Directors or Officers who have resigned or been removed from the Board may not return to any position on the Board for three years from the date of resignation or removal.
- (c) Actively serving Trustees (see Article XII, Section 1) may not join the Board as Officers or Directors either by election or appointment. Trustees currently serving as Officers or Directors at the time of the acceptance of these bylaws may continue to complete their currently elected term.
- (d) The organization may reimburse the reasonable expenses of members of the Board of Directors or other organization members, so long as the expenses are in service to the Corporation.

Section 7 Removal of Directors

A director will be immediately removed from office if declared ineligible for membership as described in Article V above. In addition, a director may be removed from office by an affirmative vote of two-thirds (2/3) of the directors at a duly called and held meeting, if such director has:

- (a) committed conduct detrimental to the organization;
- (b) failed to participate in Board activities for a period of three (3) months or longer;
- (c) been declared of unsound mind by a final order of court;
- (d) been convicted of a felony; or
- (e) been found by final order or judgment of any court to be in breach of any duty owed to the organization.

Section 8

The Board of Directors shall hold meetings as they deem fit. Such meetings may be held in person or by electronic means. A quorum for the transaction of any business shall be the majority of Directors.

ARTICLE VIII Committees and Special Positions

Section 1

The present Board will determine the need for committees and define the committees' roles and responsibilities. Committees will ideally be chaired by members of the Board, but may be chaired by members who do not serve on the board where appropriate. Committee chairs who are not also serving on the board do not have a vote within the board.

Section 2

The representative position(s) for regional, national, or international curling associations shall be appointed by the board. This individual(s) may or may not also be a Board member, but does not have a vote within the board if not concurrently serving on the board.

Section 3

The position of Chair of the Ice Committee has been identified as requiring unique technical expertise. This individual may or may not also be a board member, but does not have a vote within the board if not concurrently serving on the board.

ARTICLE IX Elections

Section 1

The election of directors shall be held at the Annual Meeting each year. In case of failure to elect any officers at that time, such election may be held at a special meeting, and it shall be the duty of the Secretary to give at least ten (10) days' notice by mail or email to each resident member as to where and when such election shall take place. Members may vote by proxy.

Section 2

(a) Prior to the start of the 2015-2016 season, the Directors and Officers will divide themselves into three (3) groups of at most three (3) Directors each and determine which of the groups will serve for one, two, or three years.

(b) Beginning at the Annual meeting held in the second quarter of 2016, and at the Annual Meeting held in the second quarter of each year thereafter:

(i) Each member will be provided a ballot on which they may vote for up to three (3) directors. The three top vote recipients will be elected to the Board for a term of three (3) years.

(ii) Any candidate running for the Board of Directors must obtain at least five percent (5%) of the votes tallied in order to be eligible for installation.

(iii) If the election does not yield the maximum number of Board Members as specified in the current Bylaws, the Board has the discretion to operate with fewer than the maximum, provided the total number of Board Members is not below the minimum of five (5), as specified in Article VII above.

Section 3 Transition

The Board of Directors shall elect a President, Vice President, Secretary and Treasurer from amongst the directors to serve as officers of the organization.

Board Transition and Election of Officers shall be as follows:

a) The first meeting of the Board of Directors held after the Annual Meeting shall be known as the Transition Meeting.

b) The Transition Meeting shall be held no more than thirty (30) days after the Annual Meeting.

c) During the period between the Annual Meeting and the Transition Meeting, members of the Board of Directors whose terms expired and were not reelected (the outgoing members of the Board) shall continue to be members of the Board. Newly elected members of the Board shall be known as Board Members-Elect and shall hold none of the power, authority, or privileges of a Board member during that time. Board members whose terms have not expired will remain in place through this period.

d) At the Transition Meeting, the newly formed Board consisting of board members whose terms continued and the Board Members-Elect shall elect the Officers from amongst themselves. Each Officer will remain in that office until the Transition Meeting of the following year or until resignation, removal, or re-adjustment of the roles as deemed fit by the Board.

Section 4 Vacancy

(a) In the event of a vacancy on the Board, the remaining Board Members may fill the seat by either selection with a 2/3 majority of the remaining Board or by special election of votes cast by members, or may leave the seat vacant until such time as they elect to fill it, at the discretion of the remaining Board. If that seat remains vacant until the next general election at the Annual Meeting, that seat will be filled at that time. Any newly selected or elected Board Member will fill the term of the vacating member.

(b) If at any time there are five or more seats vacant, there must be a special election held within thirty (30) days to allow the membership to elect sufficient members to the Board. If enough nominees receive votes cast in that special election, all remaining seats on the Board shall be filled, but the Board must meet the minimum number of five (5) required in Article VII above. These newly elected Board Members will fill the terms of the vacated members with term duration chosen by that Board Member in order of decreasing number of votes received.

Section 5 Nominations

Nominations for directors shall be made by the Board of Directors or by any member of the organization wishing to do so.

Section 6 Record of Elections

After the results of each election are complete and officially recorded, the ballots will be immediately destroyed. The results of the election shall be maintained for a period of two (2) years by the organization's Secretary. An alternate selected by the Board of Directors shall manage the election if the current Secretary is running for re-election. If an alternate is selected to manage the election, the alternate may not be currently running for a vacant position on the Board of Directors, and may not be related to any candidate who is running, as defined in Article VII, Section 6(b).

Section 7 Reporting of Elections

When a change to the Officers of the organization takes place, the list of Officers should be reported to the Grand National Curling Club, the United States Curling Association, and/or any other relevant governing bodies soon thereafter.

ARTICLE X Annual Meeting

Section 1

The annual meeting of the organization shall be held on a date, time and at a place designated by the Board of Directors and shall occur during the second quarter of each calendar year. The meeting shall be held in a publicly accessible location within the area defined in Article III.

Section 2

The Secretary shall give notice by postal mail or electronic means to each member of the organization at least ten (10) days before the elections. The notice shall include the date, time, and location of the meeting, and a proxy for those not able to attend.

ARTICLE XI Amendments

Section 1

The Bylaws of the Atlanta Curling Club may be amended only in one of the following two methods:

(a) A copy of the proposed amendment, signed by the lesser of either ten (10) members or 10% of the current membership, shall be served upon the Secretary. The Secretary will assign the proposal to the agenda of the next Annual meeting of the organization to be held in the second quarter of the calendar year. The Secretary shall then give notice by postal mail or electronic means to each active member of the organization that is in good standing at least ten (10) days before action is to be taken thereon that an amendment to the Bylaws has been proposed, and that action thereon will be taken at the next Annual meeting. The notice shall include a proxy for

those not able to attend. Such amendment shall be adopted only by at least two-thirds (2/3) vote in the affirmative by the members present in person or by proxy.

(b) A copy of the proposed amendment, signed by the lesser of either twenty-five (25) members or 25% of the current membership, shall be served upon the Secretary. The Secretary will assign the proposal to the agenda of the next Board of Directors meeting of the organization. Such amendment shall be adopted only by at least two-thirds (2/3) vote in the affirmative by the Board of Directors. All members of the organization will be notified of the results of the vote within fifteen (15) days following the meeting.

ARTICLE XII Trustees

Section 1

The original bylaws of the organization (2010) refer to Directors with lifetime appointments. These directors have been colloquially referred to as the "trustees" and have been the final authority in the prior management of the organization. The Trustees of the organization are John Farrar, Dixon Freeman, Dennis Kalman, Rebecca Kalman, and Jeff Williams. The adoption of these bylaws signifies a shift in the management of the club from the "trustees" to a board of directors elected by the members, as described previously in Article VII.

Section 2

The Trustees serve in an advisory role to the Board of Directors. The existence of an organized group of Trustees will discontinue no later than March 20, 2018, which is eight years (two Olympic cycles) after the founding of the organization. However, the Trustees may elect to dissolve the group earlier as they feel appropriate.

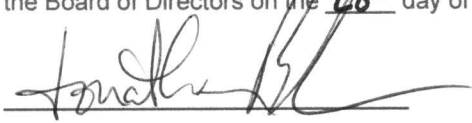
ARTICLE XIII Dissolution

Section 1

Upon the dissolution of the Atlanta Curling Club, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, or to any appropriate regional organization, as an exempt organization under section 501(c)(3) of the Code in such a manner as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the Court shall determine, which are organized and operated exclusively for such purposes, or to the federal government and/or a state or local government, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and/or for one or more public purposes. Such distribution(s) shall be made in accordance with all applicable provisions of the laws of the United States and the State of Georgia.

ARTICLE XIV Adoption

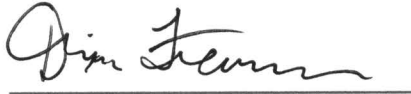
These Amended and Restated By-Laws of the Atlanta Curling Club, Inc. were adopted by unanimous written consent of the Board of Directors on the 28th day of July, 2015.



Jonathan Burba
Director



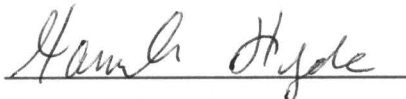
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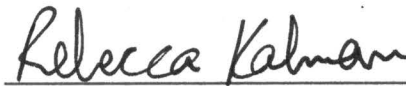
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Director, Treasurer



Hannah Hyde
Director, Secretary



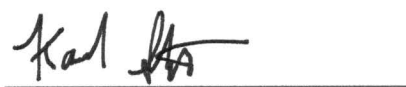
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