

Broomstones Inc. By-Laws

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HISTORY

In 1967, the participants of the Weston Curling Club and the Wellesley Curling Club, who had been curling on rented ice, elected to build a curling facility.

Both clubs wished to maintain their individual identities and conduct business separately within the new curling space. The founders organized Broomstones, Inc. (hereinafter known as the Corporation) to care for the physical plant located at 138 Rice Road, Wayland, Massachusetts. In 1978, the participants of the Brae Burn Curling Club joined the Corporation. Each of the curling clubs held membership in the Grand National Curling Club of America.

A new club, Broomstones Curling Club, was formed in 1992 to facilitate the unification of all curlers at the Broomstones facility and was granted membership in the Grand National Curling Club of America the same year.

In 1997, the participants of Wellesley Curling Club dissolved their organization and became members of Broomstones Curling Club. Brae Burn and Weston Curling Clubs continued to exist as independently managed, affiliated clubs, offering special events to their members, which maintained their specific heritage.

In the year 2000, all dues paying members of Broomstones Inc. automatically became members of Broomstones Curling Club. Dual Memberships with Weston Curling Club and/or Brae Burn Curling Club are freely encouraged. These affiliated clubs may use the Broomstones facility, when available, for special events at no additional charge. In an effort to product a cohesive organization which will implement long-range strategic planning for the Corporation as a whole the Broomstones, Inc. Board of Directors formally became the primary governing body.

ARTICLE I Membership

(a) There shall be two (2) classes of membership on an annual basis:

(1) Membership with voting privileges at all meetings of the Corporation and eligibility to serve as an officer or as a member of the Board of Directors.

(2) Membership without voting privileges and without eligibility to serve as an officer or as a member of the Board of Directors.

(b) The voting members of the Corporation shall be the subscribers to the Agreement of Association and such additional persons as the Board of Directors may from time to time elect to voting membership.

(c) Membership Descriptions, Dues and Fees shall be determined by the Board of Directors and reviewed on an annual basis. Failure to pay membership dues or other club charges for a period of two months after the same are payable, or conduct which the Board of Directors deems inconsistent with the best interest of the Corporation shall constitute grounds for termination of membership by vote of the Board of Directors.

(d) Any member may resign by so notifying the Secretary in writing. Such resignation shall not relieve the resigning member from obligation to pay dues

through and including the full year in which the resignation is received by the Secretary, or any other indebtedness to the Corporation, except as the Board of Directors may from time to time establish rules for allocation of obligation for dues with respect to memberships existing for a portion of a fiscal year.

ARTICLE II Officers

The principal Officers of the Corporation shall be comprised of a President, a Senior Vice President, a Treasurer, and a Secretary. The Board of Directors of the Corporation shall consist of the Officers of the Corporation and a minimum of nine (9) Directors.

The President, Senior Vice President, Treasurer and Secretary shall be elected annually, by a balloting of the members of the Corporation with voting power, and shall each hold office until the next annual meeting of the Corporation or until their respective successors are chosen.

Directors shall serve three (3) year, overlapping terms. Three Directors shall be elected each year at the annual meeting, by balloting of the members of the Corporation with voting power. Directors shall hold office through their term or until a successor has been chosen.

The President and Senior Vice President shall have served as a member of Broomstones' Board of Directors.

ARTICLE III Powers and Duties of Officers

(a) President: The President, when present, shall preside at all meetings of the Board of Directors and at the annual meeting or any special meeting of the Corporation. The President shall be the chief executive officer of the Corporation, and shall have the general active management of the affairs of the Corporation between meetings of the Board of Directors and Executive Committee, subject to any action from time to time taken by them or by vote of the members.

(b) Senior Vice President: The Senior Vice President shall

1. In the absence of the President, preside at meetings of the Board of Directors and of the Corporation;
2. In the absence of the President, perform the other powers and duties of the President; and
3. have such other power and duties as the Board of Directors shall from time to time designate.

(c) Vice Presidents: When appointed, the Vice Presidents shall be chosen from the Board of Directors and shall be responsible for key areas of the Corporation, as designated by the Board of Directors.

(d) Treasurer: Subject to the control of the Board of Directors, the Treasurer shall have immediate charge of and keep all money, books of account, membership lists and papers of the Corporation; shall keep accounts of all business transactions of the Corporation; shall keep a list of all members of the Corporation and collect all annual dues and other moneys due the Corporation; and shall sign any Certificate of Membership which may be issued from time to time. The Treasurer shall have such other powers and perform such other duties as the Board of Directors shall from time to time designate. The books of account of the Treasurer may be audited annually by a certified public accountant or other suitable person to be designated by the Board of Directors.

(e) Secretary: The Secretary shall record all votes and proceedings at meetings of the Corporation and of the Board of Directors and Executive Committee. The Secretary shall also have such other powers and perform such other duties, as the Board of Directors shall from time to time designate.

ARTICLE IV Board of Directors

(a) The Board of Directors, subject to any action at any time taken by vote of the members, shall have the entire charge, control and management of the Corporation, its property and business and may exercise all or any of its powers.

(b) Without hereby limiting the generality of the foregoing, the Board of Directors shall have the following powers:

1. They may appoint or remove any officer, board member, agents, or employees as they from time to time think fit, and determine their powers and duties.
2. They may fill any vacancies in any of the offices of the Corporation of terms expired or unexpired.
3. They may incur such indebtedness as they deem necessary, not contrary to the laws of the Commonwealth of Massachusetts, and mortgage or pledge any or all assets of the Corporation as security therefore.
4. They may acquire by purchase or otherwise any property, or rights or interests with respect to property, real or personal, wherever situated, which they may deem necessary or beneficial in carrying out the purposes of the Corporation, and may pay for the same either in cash or the obligations of the Corporation.
5. They may delegate any of the powers of the Board of Directors to any committee, officer or agent.

6. They may establish such rules and regulations as they deem fit.

ARTICLE V Executive Committee

There shall be an Executive Committee consisting of the President, Treasurer, Senior Vice President (who shall be the chairperson of the Executive Committee, ex officio), and two additional members of the Board of Directors to be appointed by the Board of Directors, which, between meetings of the Board of Directors, shall have the management of the current and ordinary business of the Corporation and the powers of the Board of Directors, except the power to elect and remove officers and except those powers which, by law, or the Agreement of Association and Articles of Organization or By-laws of the Corporation, the Board of Directors is prohibited from delegating all subject to any action with respect to such authority from time to time taken by the Board of Directors or by vote of the members. The presiding officer may vote without restriction at meetings of the Executive Committee.

ARTICLE VI Nominations for Election

There shall be a Nominating Committee of three members to be appointed by the Board of Directors no later than the end of February in each year, which shall include at least one member of the Board of Directors and at least one member of the Corporation who is not a member of the Board of Directors. It shall be the duty of the Nominating Committee to consider candidates representing a range of members including female, male, social and competitive curlers. Candidates will be nominated for each of the offices to be filled at the next annual meeting.

The Nominating Committee shall report its nominations to the Secretary no later than the end of March, and a report of such nominations shall be sent to each voting member, with the notice of the meeting. Any proxy solicited by the management of the Corporation shall state that it will be voted in favor of the election of the persons nominated by the Nominating Committee except as otherwise specifically instructed in writing. Members with the power to vote may submit nominations for additional candidates from the floor at the annual meeting, but for such nominations from the floor to be valid a notice by not less than seven members, giving the names of such nominees, must first be filed with the Secretary not later than ten days prior to the date of the annual meeting. The Secretary shall mail or send by electronic transmission a copy of any such notice of intention to nominate from the floor to each voting member, at least five days before the annual meeting,

ARTICLE VII Meetings of the Board of Directors

- (a) Meetings of the Board of Directors may be called at any time by the President or by any two of the Board of Directors. All meetings of the Board of Directors shall be held at such place as shall be designated in the call thereof, or (in the case of an adjourned meeting) in the vote of adjournment of a prior session of such meeting.
- (b) A majority of the members of the Board of Directors shall constitute a quorum.
- (c) The presiding officer may vote without restriction at meetings of the Board of Directors, and in the event of a tie vote the President, or Senior Vice President, if acting as presiding officer, shall have an additional vote for the purposes of breaking the tie.

ARTICLE VIII Meetings of the Corporation

- (a) The annual meeting of the Corporation shall be held between the First Day of April and the Last Day of May and at such place in the Commonwealth of Massachusetts as may be fixed by the Board of Directors, and shall be for the purpose of the election of officers and receiving reports and for any other business that may arise.
- (b) Special meetings of the Corporation may be called at any time by the President, by any two members of the Board of Directors, or by the Secretary upon written request of five voting members. Said meeting shall be held at such place in the Commonwealth of Massachusetts as shall be fixed by the Board of Directors
- (c) At any meeting of the Corporation, a quorum for the transaction of business shall consist of no fewer than thirty five (35) voting members of the Corporation, or a majority of the voting members of the Corporation (whichever shall be the lesser number) present in person or by proxy, provided that any number of members (whether one or more and whether or not constituting a quorum) present at any meeting shall have power to make any reasonable adjournment thereof.
- (d) Members of the Corporation with power to vote may vote either in person or in proxy, and shall each have one vote. No proxy that is dated more than six months before the meeting named therein shall be accepted, and no such proxy shall be valid after the final adjournment of such meeting.
- (e) The members of the Corporation with power to vote may at any meeting choose a successor to any officer who has vacated their office and the person so chosen shall displace any successor who may have been chosen by the Board

of Directors and shall hold office for the unexpired term of the officer who has vacated that office.

ARTICLE IX Notice of Meetings

Notice of all meetings of the Corporation, shall be given by the Secretary in writing, and sent by mail or electronic transmission to each voting member at least fourteen days prior to the meeting. Such notice shall consist of location, time and date.

Notices of meetings shall be sent to addresses or electronic addresses appearing on the records of the Corporation. A Board member may be appointed by the Board of Directors to send notices in the absence or failure of the Secretary. Except as otherwise expressly required by these By-laws, notices of meetings of the Corporation and of the Board of Directors need not specify the purposes hereof. Notices of annual meetings shall be accompanied by a report of the nominations by the Nominating Committee, as provided in Article VI hereof.

ARTICLE X Seal

The seal of the Corporation shall bear the name of the Corporation, the year of its organization and such other device, if any, as the Board of Directors may determine.

ARTICLE XI Fiscal Year

The fiscal year of the Corporation shall be the twelve month period ending with the last day of May.

ARTICLE XII Checks and Other Instruments

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the Corporation may be signed by any officer or officers or person or persons authorized by the Directors to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so.

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the Corporation, in amounts \$10,000 and greater, must be signed by the Treasurer and one other Officer as determined by the Board

of Directors. Financial transfers between Broomstones, Inc. accounts shall be excluded from the aforementioned.

ARTICLE XIII Amendments

These By-laws may be amended at any regular or special meeting of the Corporation by a two-thirds vote of the members of the Corporation with power to vote present at the meeting, in person or by proxy, provided that such amendment, or the substance thereof, is stated in the notice of such meeting.

ARTICLE XIV Indemnification

This Corporation shall defend, indemnify, and hold harmless each of its Directors and Officers from and against all claims, charges and expenses which they incur as a result of any action or lawsuit brought against such Director or Officer arising out of the latter's performance of their duties in this Corporation, unless such claims and expenses were caused by fraud, gross negligence, or willful neglect on the part of the Director or Officer.