

**BY-LAWS
OF
BRAINERD LAKES CURLING ASSOCIATION**

ARTICLE I. AUTHORITY

Without limiting or enlarging the above provisions, the Brainerd Lakes Curling Association shall have such powers as are provided by the laws of Minnesota.

ARTICLE II. OFFICE

The registered office of this Corporation located in Minnesota shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.

ARTICLE III. MEMBERS, ANNUAL MEETING

SECTION 1. Membership. Permanent categories of membership include: Regular, Junior and Youth. The Board of Directors may designate additional classes of membership and the fees therefore as the need arises.

SECTION 2. Eligibility.

(A) Categories of Membership

(1) *Regular Membership*. An individual 21 years old or older as of October 1 prior to the start of the curling season, paying the prescribed membership dues as established from time to time by the Board of Directors shall be a Regular Member. All applications for regular membership will be in writing and approved by a majority vote of the board of directors. A Regular Member may compete in local, state, national, international and Olympic competition and may benefit from all amenities accorded regular membership.

(2) *Junior Membership*. An individual who is the age of 14 as of October 1 and who has not reached the age of 21 as of July 1 prior to the start of the current curling season, paying the prescribed membership dues as established from time to time by the Board of Directors shall be a Junior Member. A Junior Member may compete in local, state, national, international and Olympic competition and may benefit from all amenities accorded Regular Membership.

(3) *Youth Membership*. An individual who has not reached the age of 14 as of October 1 prior to the start of the current curling season, paying the prescribed membership dues

as established from time to time by the Board of Directors shall be a Youth Member. A Youth Member may compete in local, state, national, international and Olympic competition and may benefit from all amenities accorded Regular Membership.

SECTION 3. Annual Meeting. The Members Annual Meeting of the Corporation shall usually be held during the month of April of each year, and at such time as the Board of Directors designates. Such meetings shall be held in Brainerd, Minnesota. At such Annual Meeting the members shall elect members of the Board of Directors and Officers.

SECTION 4. Special Meetings. If at least ten percent (10%) of the Regular Members, sign, date and deliver to the President or the Treasurer one or more written demands or demands sent through an electronic communication that meets the requirements of these By-Laws for a meeting describing the purpose for which it is to be held, the Board of Directors shall cause a special meeting to be called and held on notice no later than 90 days after the receipt of the demand.

SECTION 5. Notice of Meetings. Notice of a meeting of the Regular Members shall be mailed to each Regular Member, addressed to the Regular Member at his or her residence or usual place of business, or delivered personally or by telephone, facsimile transmission, or electronic communication that meets the requirements of these By-Laws to the Regular Member, at least thirty (30) days, before the day on which the meeting is to be held. The notice shall state the time and place of the meeting, and a statement of the purposes thereof. If a special meeting is demanded by the Regular Members, the meeting must be held in the county where this Corporation's registered office is located. The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting.

SECTION 6. Waiver of Notice. A Regular Member may waive notice of a meeting of Regular Members. A waiver of notice by a Regular Member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, by electronic communication, orally, or by attendance. Attendance by a Regular Member at a meeting is a waiver of notice of that meeting, unless the Regular Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

SECTION 7. Quorum. A quorum shall consist of at least 10 percent (10%) of the membership of the Corporation.

SECTION 8. Voting. Each Regular member shall have one (1) vote. No proxies shall be allowed.

ARTICLES IV. BOARD OF DIRECTORS

SECTION 1. Number. The Board of Directors of the Corporation shall be composed of eleven (11) persons, to include the Chairman of the Board, President, Vice President, Treasurer,

Secretary and six (6) at-large members. Expansion of the number of Directors shall not be done except upon motion and majority votes.

SECTION 2. Term. The Incorporators shall serve as the Board of Directors until the first Annual Meeting of members to be held in June of 2006. At that time, an election will be held to elect the initial Board of Directors. The at-large Directors shall serve for staggered terms with half of the initial at-large Directors serving for a term of one (1) year and half of the initial at-large Directors serving for a term of two (2) years. Thereafter, the Board of Directors shall be elected annually by a majority vote of the regular members of the Corporation for the term of two (2) years and until the election or appointment and qualification of their successors, unless they sooner resign or are removed as provided by these By-Laws. At each election of directors, every Regular Member shall have the right to cast one vote for as many persons as there are directors to be elected and for whose election the Regular Member has right to vote. Cumulative voting shall not be allowed in the election of directors. Each non at-large director will serve on the board for a one (1) year term. The at-large directors will not hold more than three (3) consecutive two (2) year terms.

SECTION 3. Vacancies. Vacancies on the Board shall be filled by appointment by the remaining members of the Board for the unexpired term.

SECTION 4. Management. The management of the affairs of the Corporation shall be vested in the Board of Directors who shall be responsible for pursuing the goals established by these By-Laws and the Articles of Incorporation. The Board shall have all general corporate powers as provided by the Articles, By-Laws, and law of the State of Minnesota.

The Board of Directors shall manage the property interests, business, and affairs of the corporation, including reviewing the reports of the secretary and treasurer, auditing all bills and accounts against the Corporation, fixing or delegating authority to fix the compensation of officers and employees of the Corporation and managing the assets of the Corporation. The board may direct any officer or officers of the Corporation to conduct the ordinary business and affairs of the Corporation.

A Director shall perform the duties as a director, including the duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner the director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such duties, 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 persons and groups listed in paragraphs (a), (b), and (c) below; but such director shall not be considered to be acting in good faith if such director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A director who so performs said duties shall not have any liability by reason of being or having been a director of the Corporation. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely are:

(A) One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(B) Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; and

(C) A committee of the board upon which the director does not service, duly designated in accordance with a provision of the Articles of Incorporation or the By-Laws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

SECTION 5. Meetings. The Board of Directors shall meet at least four times a year, one of which meetings may be the Annual Meeting, at such time and place as the Chairman of the Board may direct. The Annual Meeting shall follow the Members Annual Meeting as provided by these By-Laws. Reasonable notice of such meetings shall be delivered by the Secretary. A quorum shall consist of a majority of the Board of Directors. Minutes of the annual meetings will be published on the Corporation's website.

SECTION 6. Action by Directors Without a Meeting. An action required or permitted to be taken at a meeting of the Board of Directors that does not require Regular Member approval may be taken by a written action signed or consented to in an authenticated electronic communication, in one or more counterparts, by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all of the directors were present.

SECTION 7. Chairman of the Board. The Chairman of the Board shall preside at all regular and special meetings of the Board of Directors. The Chairman of the Board each year will be immediate Past President.

SECTION 8. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by all the Directors.

SECTION 9. Removal. Any Director may be removed for cause by a vote of the majority of all Directors at a meeting called for that purpose. Habitual lack of attendance at Board Meetings may constitute cause for removal.

SECTION 10. Employees. The Board is empowered to employ such personnel as are necessary for the conduct of its affairs and may pay such compensation is reasonable for the duties provided to such personnel. Members of the Board of Directors shall serve without compensation for their duties as directors or officers of the Corporation.

SECTION 11. Conflict of Interest. All Board members will be required to sign a Corporation conflict of interest policy as determined by the Board.

SECTION 12. Electronic Records and Signatures. This Corporation recognizes that authenticated electronic communication which meets the requirements of this section may legally satisfy written record and signature requirements necessary for valid records, signatures and contracts. Authenticated communications are those communications that set forth information from which the Corporation can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the Corporation, or to an

officer or agent of the Corporation who is authorized by the Corporation to receive the communication. Electronic records are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic or similar technologies. Valid electronic signatures are those that are expressed through an electronic sound, symbol or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

ARTICLE V. OFFICERS

SECTION 1. Number and Election. The Officers of this Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The officers shall be elected by the members at their annual meeting.

SECTION 2. President. The President is primarily responsible for executing the policies of the Board of Directors. The President shall preside at all regular and special meetings of the members and at the members Annual Meeting. The President shall execute all deeds, bonds, and other instruments to be executed on the behalf of the Corporation when authorized by the Board of Directors, and shall set the date for all meetings of the Corporation after consultation with the other officers and the Chairman of the Board. The President each year will be the previous year's Vice President.

SECTION 3. Vice President. The Vice President shall perform any and all duties of the President in the President's absence or inability to act. In the absence or inability to act of both the President and Vice President, the Board of Directors shall elect one of its number as President pro-tem who shall be vested with all powers of the President during the absence or inability to act of the President and Vice President.

SECTION 4. Secretary. The Secretary shall keep a record of the affairs of the Corporation, including minutes of all meetings of the Directors and all votes taken. The Secretary shall give notice as required by these By-Laws of all meetings of the Corporation, and shall be the custodian of all books, records and papers of the Corporation, excepting such as are held by the Treasurer or by another designee of the Board.

SECTION 5. Treasurer. The Treasurer shall keep an accurate account of all monies of the Corporation received and disbursed, and shall deposit all monies and valuables in the name of and to the credit of the Corporation in such bank and depositories as the Directors shall designate, and shall perform the usual duties pertaining to the office of the Treasurer. The Treasurer shall be bonded in such amount as the Board of Directors shall designate.

ARTICLE VI. RECORDS, AUDITING AND DEPOSITORIES

SECTION 1. Records. The Board of Directors shall prescribe and adopt such systems and forms for carrying on the business, keeping books and accounts, and such other matters of business regulation as may be necessary for the proper conduct of the business of the Corporation.

SECTION 2. Financial Review. The Directors shall provide for an annual review of the books and records of the Corporation and a report to the members at the Annual Meeting.

ARTICLE VII. GIFTS, DONATIONS AND BEQUESTS

Gifts, donations and bequests maybe given directly to the Brainerd Lakes Curling Association with direction that the principal or the income therefrom shall be used for certain specified purposes, providing those purposes are within those set forth in the Articles of Incorporation and By-Laws. Unless some special purpose accompanies such gift, donation, or bequest, the Board of Directors may disburse the principal and income of such gift, donation or bequest for the purposes specified in the Articles of Incorporation and By-Laws.

ARTICLE VIII. COMMITTEES

There shall be such standing or interim committees as the Board of Directors may, from time to time, provide. All Committees shall be appointed by the President, and all such committee appointments shall terminate at the time of the Annual Meeting. Nothing herein shall prohibit the reappointment of any committee member.

ARTICLE IX. FINANCES, DUES AND FEES

All routine bills signed by the disburser of less then \$200.00 shall be approved for payment by the President or the President's designee. Non-routine expenditures shall have prior review and approval of the Board.

All checks must be signed by the Treasurer or another officer who has been authorized by the board of directors.

ARTICLE X. PROPERTY

The property of the Corporation shall be held in the corporate name and disposed of according to Minnesota law.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of June, and end on the 31th day of May, in each year.

ARTICLE XII. AMENDMENTS

Amendments to the By-Laws may be made at the Annual Meeting of Corporation, or at a special meeting called for that purpose and providing that at such special meeting notice of the proposed change shall have been given in writing to all regular members with the notice of such meeting. Providing a quorum is present at such meeting, a vote of two-thirds of the regular members present shall be required for passage.

ARTICLE XIII. DISSOLUTION

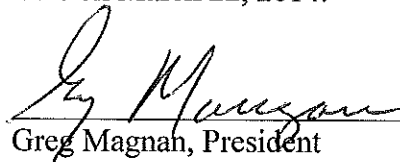
The Corporation is organized and intended for perpetual existence; however, in the event of dissolution, the same shall be done in accordance with the laws of the State of Minnesota, and any remaining assets shall be distributed to societies, corporations, or organizations engage in activities substantially similar to those of this Corporation.

ARTICLE XIV. INDEMNIFICATION

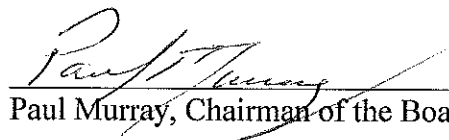
The Corporation shall indemnify (after any applicable insurance coverage) to the fullest extent allowed under state law any person who is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, of whatever kind or nature by reason of the fact that such person is or was a Director, officer, employee, of the Corporation, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement. The Corporation may purchase and maintain insurance on behalf of any person who may be indemnified pursuant to this Article.

CERTIFICATION

We certify these By-Laws were adopted by the members on March 22, 2014.



Greg Magnah, President



Paul Murray, Chairman of the Board