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By-laws brain freeze? Separating myth from fact

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In September 2010, the U.S. Curling Association (USCA) Board of Directors unanimously passed the following resolution: "The USCA will take this opportunity to review its governance structure and to implement governance best practices, with regard to a strong operational role for the COO and a clear policy setting role for the board and its committees. We call on the president to promptly establish a governance task force to make proposals to the board for implementing this policy."

In the ensuing year, the Governance Task Force met numerous times, in person and by phone, and also held several open Town Hall meetings across the nation. Town Hall meetings were also staged by teleconference and webinar for those members interested in learning more who were not able to attend the in-person sessions.

On Sept. 10, at the fall 2011 USCA Board of Directors meeting, a new set of by-laws was approved for the organization by an almost three-fourths vote in favor. Based upon the organizational structure currently in existence, those by-law changes must now be voted on by the USCA members. The current members of the USCA are the 10 State/Regional Curling Associations and the at-large curling clubs.

The Annual Members Meeting is held in the spring. In an effort to help the USCA association members and individual curlers better understand what the proposed by-law changes mean, the *U.S. Curling News* will run a "Frequently Asked Questions" section throughout the coming season. This is the first installment, which is being sent to all State/Region and Club leaders in advance as a special preview.

If you have questions you would like to see answered in future issues of the *Curling News*, or that you would like answered immediately by members of the Governance Task Force, please submit them to comment@usacurl.org. Be sure to include your contact information, including a phone number.

Will the organizational change reduce the voting power of the curling community for the Board of Director positions? – Currently, states/regions are limited to a vote to select up to three directors onto the national board. With a nationwide election of positions on the board and the three standing committees, members will vote on seven Board of Director positions and five standing committee positions. Also, floor nominations to the Board are currently limited to those made by Directors at the board meeting. With a national election at the Members Assembly, floor nominations for member-elected directors and standing committee positions may come directly from the members.



Will the organizational change increase USCA member dues? – With a Board of Directors elected on a national basis, and responsible to set policies and goals and manage and evaluate the CEO’s performance, Directors are freed to focus more effectively and consistently on fundraising. A Board of Directors position will also be more attractive to persons outside the “politics” of curling who may be of influence and wealth. With the opportunity to strengthen the Board’s focus on fundraising, this will lessen the dependence over time on individual curler dues which are currently the second highest percent funding source (22%), as well as upon the U.S. Olympic Committee (USOC), which has the highest percent of funding to the USCA (50%). Individual curler dues are actually more likely to face pressure to increase if USOC support goes away or is greatly diminished. This is more likely than not to happen if these organizational changes do not occur. (USOC funding supports many USCA programs beyond those limited to high performance programs, and those expenses would still occur even if high performance programs were cut.)

Will USCA members lose the privilege of initiating or amending the organization’s by-laws? – Members would retain the right to veto future by-law changes adopted by the Board of Directors. The power to initiate future by-law changes would be limited to electing different persons as Directors. Elections would occur every year. With a two-thirds vote of the Board required to change by-laws, a swing of up to three or four Director positions in one year is significant on a 15-member Board.

Will USCA States/Regions become insignificant? – Although the States/Regions would no longer be the recognized Members of the USCA (the individual clubs would be), States/Regions would retain the vote for all clubs in their state/region, unless individual clubs opt out and choose to vote on their own.

Will the organizational change create a Board of Directors that is “incestuous?” – Directors will serve two-year terms with eight-year term limits. There will be a nationwide election for seven member-elected Directors. The five-person Nominating/Governance Committee (no members of which will be Board Directors, and two of whom are elected by the members), will develop a slate of candidates, soliciting nominations from all members nationwide, and will be charged per the by-laws to seek diversity and representation of the various constituencies of curling. Nominations of member-elected Directors and standing committee positions, including the Nominating Committee, may also come directly from the Members via “floor nominations.”

Will the five “independent” positions on the Board of Directors mean the organization will have five decision makers who know nothing about curling? – To clarify, the definition of an “independent” director does not preclude someone from within curling to qualify. To be considered “independent,” a candidate cannot have held a governance position within the USCA in the preceding 12 months, which includes serving on a Standing Committee or Board position with the USCA; having been a board member of any State/Region; a board member or board-elected member of a committee of either the USOC or World Curling Federation, or a member of the USCA Athletes Advisory Committee (AAC). Being a president or board member of a curling club or serving on a members’ assembly committee does not disqualify an individual from being a candidate as an “independent” Director. The “independent” Directors may come from outside of curling, but the slate of candidates will be presented by the Nominating Committee. The Nominating Committee consists of two member-elected persons, two board-elected persons, and one person elected by the AAC.