

Bylaws of Southwest Florida Disc Golf Organization, Inc.

ARTICLE I PURPOSE

1.1 PURPOSE. The purpose of the corporation is to promote the game of disc golf in Southwest Florida as a family-friendly outdoor recreational activity suitable for all ages.

1.1.1 To promote the development of disc golf as a means of healthful recreation and physical fitness to everyone, young and old;

1.1.2 To educate and uphold the rules of play and high standards of professionalism and good sportsmanship;

1.1.3 To foster local professional and amateur disc golf tournaments and competitions; and

1.1.4 To assist local, state, and federal government officials in the creation, upkeep and installation of disc golf facilities.

1.2 FOREIGN OPERATIONS. The Corporation may not acquire real and personal property located beyond the territorial boundaries of the United States of America or conduct exempt activities beyond said territorial boundaries.

ARTICLE II MEMBERS

2.1 MEMBERSHIP. The Board of Directors may in its discretion establish categories of membership and may, in its discretion, issue certificates of membership to those persons.

2.2 RIGHTS OF MEMBERS. Members shall not have any proprietary interest in the Corporation, and shall not be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation except as may be otherwise provided in the Articles of Incorporation. Members may render such services on behalf of or for the Corporation as the Board of Directors may determine.

2.3 CLASSES OF MEMBERSHIP. The current classes of SWFDGO membership shall be Active and Non-Active. These classes are distinct from the classification of player divisions as established in the Rules of Play.

2.3.1 Active members may vote, hold office, receive membership benefits, and participate in SWFDGO activities, and such other privileges established by the Corporation.

2.3.2 Non-Active members can participate in SWFDGO activities and such other privileges established by the Corporation.

2.4 VOTING RIGHTS. Only Active members in good standing shall have the right to vote in elections as well as other issues the Board may choose to bring before the members. Each voting member in good standing shall have one vote at any meeting of the members.

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2.5 MEMBER QUORUM. A quorum shall consist of 51% of the total number of active members. A majority of votes cast at a meeting, including proxy and voting through other means shall constitute the action of the members.

2.6 DISCRIMINATION PROHIBITED. Membership and all rights of participation in SWFDGO activities shall be open to everyone without regard to race, age, creed, sexual orientation, color, national origin or gender, unless member is on probation or under other disciplinary action. Nonetheless, participation in divisions of tournaments or other events may be restricted on the basis of gender, age, ability, or PDGA member status as determined by the official rules and regulations of the PDGA.

2.7 CONDUCT OF MEMBERS. Members are expected to behave in a professional and sportsmanlike manner while participating in SWFDGO events, including leagues. Actions that are in violation of this conduct include but are not limited to:

1. Repeated and overt use of abusive or profane language
2. Willful and overt destruction, abuse or vandalism of property, including animal and plant life
3. Cheating: a willful attempt to circumvent the rules of play
4. Physical attacks or threatening behavior to anyone present or not present
5. Theft

Violations may result in probation, suspension, and/or expulsion from SWFDGO and all SWFDGO activities. Disciplinary action will be conducted by SWFDGO Board of Directors through a vote during a regular or special meeting. A majority vote (51% or greater) must be reached to initiate any disciplinary action.

ARTICLE III OFFICERS AND DIRECTORS

3.1 GENERAL POWERS. The business and affairs of the Corporation shall be governed by its Board of Directors.

3.1.1 President is granted the lead authority to steer, participate, debate and vote in the direction of the Corporation by the Board of Directors. The President is the primary steward of the Corporation's policies and mission, and provides oversight and leadership in the Corporation's governance and strategy.

3.1.2 Board Directors are granted the authority to participate, debate and vote in the direction of the Corporation by the Board of Directors. The Directors assist the President in forwarding the Corporation's policies and mission by providing oversight and leadership in the Corporation's current and long-term strategic plans.

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3.2 NUMBER AND TENURE. The number of Directors will be based on the number of member courses, plus one at large Director. Active members of each disc golf “home” course will elect two course co-directors as representatives to serve as members of the Board of Directors. Board members shall be elected annually for a two year term.. Directors may hold one (1) position simultaneously. Directors who have served a period of four (4) consecutive terms (eight consecutive years) are eligible for reelection after a period of one year after the conclusion of their fifth term.

3.3 ELECTION OF OFFICERS/DIRECTORS. The initial election of the Officers and Directors occurred in January of 2018 at the SWFDGO Club Championship following a nomination period. Subsequent annual elections will be held between September 1 and October 31 of each year for those director positions up for reelection. Each club member will vote for one new Board member per year from within the candidate pool for their home course, and one at-large Board member every two years. The Board will review open Officer positions as required by the State of Florida for incorporation purposes annually and fill those positions from within the Board. The Board may update the election procedures as needed.

3.4 REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held at such date, time and place as may be established by the Board of Directors upon not less than fourteen (14) days prior notice.

3.5 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by any Director upon not less than fourteen (14) days prior notice. The person or persons authorized to call special meetings of the Board of Directors may designate the location of the special meeting.

3.6 QUORUM. A majority (51% or greater) of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the Directors are present at a meeting requiring a vote, Directors present may adjourn the meeting and reschedule matters for a future date. If a Director not in attendance has a designated proxy authorized to vote on his or her behalf, that proxy will be included in the determination of a quorum.

3.7 MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Each individual person on the Board of Directors is permitted one (1) vote.

3.8 INFORMAL ACTION BY DIRECTORS. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be approved by all of the Directors. Such consent shall have the same force and effect as a unanimous vote of the Directors.

3.9 PARTICIPATION BY ELECTRONIC MEANS. Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone or email conference or similar communications equipment by which all persons participating in the meeting can hear/read, and respond to, all discussion. Such participation shall constitute presence in person at the meeting.

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3.10 VACANCIES. Any vacancy occurring in the Board of Directors may be filled by appointment by the Board with a quorum.

3.11 RESIGNATION AND REMOVAL. Any Director of the Corporation may resign at any time by giving written notice to the President or the Secretary of the Corporation. The resignation of any Director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. When one or more Directors shall resign from the Board, a majority of the Directors then in office shall have power to fill such vacancy or vacancies, the results of the vote thereon to take effect when such resignation or resignations shall become effective. Any Board member may be removed, with cause, upon the affirmative vote of the entire Board of Directors.

3.12 COMPENSATION. Directors shall not receive any stated salary for their services. The Board of Directors shall have powers in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services and to reimburse Directors for reasonable expenses provided they have met the approved procurement process.

3.13 PRESUMPTION OF ASSENT. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless s/he shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by electronic mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

3.14 OFFICERS. The officers of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary, a Communications Officer, an Event Coordinator, and such other officers as may be appointed or elected in accordance with the provisions of this Article. The Board of Directors, by resolution, may create and appoint additional officer positions. The Communications Officer, the Event Coordinator, and any additional officers elected or appointed by the Board will be given voting rights on all matters which fall under their scope of responsibility.

ARTICLE V CONTRACTS, LOANS, CHECKS AND DEPOSITS

5.1 CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

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5.2 LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

5.3 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by either the President or the Treasurer

5.4 DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such bank as the Board of Directors may select.

ARTICLE VI COMMITTEES

6.1 NUMBER. The Board may create one or more committees which shall have such powers and rights as may be designated by the Board. All committees shall be composed solely of Active members, and shall report directly to a designated Director or Committee Chairperson. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

6.2 COMPENSATION. The members of any committee shall not receive any stated salary for their services. The Board of Directors shall have power in its discretion to contract for and to pay to any member of a committee, rendering unusual or exceptional services to the Corporation, compensation appropriate to the value of such services.

ARTICLE VII FISCAL YEAR

Unless otherwise determined by the Board of Directors, the fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

ARTICLE VIII PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, director, officer, employee, committee member, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no

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such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. In the event of dissolution of the Corporation, assets will be handled according to regulations current for the State of Florida at the time of dissolution.

ARTICLE IX WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these Bylaws or under the provisions of the law under which this Corporation is organized, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board of Directors at which a quorum is present, if at least fourteen (14) days written notice is given of intention to alter, amend, repeal or adopt new bylaws at such meeting. In addition, the Board shall cause a vote of the Board of Directors to be held with regard to any alteration, amendment or repeal of these Bylaws upon the written petition of not less than a majority of the Board calling for such vote. The Board of Directors shall, for any amendment to the approved Bylaws, accept changes based upon the affirmative vote of not less than fifty one percent (51%) of the entire Corporation membership (Active members).