

BYLAWS of the GENESEE VALLEY DARTS ASSOCIATION

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ARTICLE I: OFFICES

The principal office of the Genesee Valley Darts Association, Inc. (GVDA) shall be within the County of Monroe and State of New York. The corporation may also have offices at such other places within or without this state as the board may determine or the business of the corporation may require.

ARTICLE II: PURPOSES

To promote and encourage interest in the sport of darts; To provide an environment suitable for the association's members to participate in the sport of darts and to promote good fellowship and social relaxation among the association's members; To purchase, lease or otherwise acquire and hold, own, use and operate, and sell or otherwise dispose of real and personal property necessary for and incidental to providing and maintaining suitable premises for the association's members to participate in matches and to practice the sport of darts; To do any other acts or thing incidental to or connected with the foregoing objects or an advancement thereof, but not for profit.

ARTICLE III: MEMBERSHIP

1. QUALIFICATIONS FOR MEMBERSHIP: Members of the GVDA must be at least 21 years of age and reside within Monroe, Wayne, Orleans, Ontario, Livingston or Genesee Counties in the state of New York. Applications from persons not meeting these specifications will be evaluated by the board on a case by case basis. Application for membership must be made on the forms provided for the purpose by the GVDA

2. TYPES OF MEMBERSHIP: A GENERAL member is a person who pays the annual dues, abides by the rules and bylaws of the GVDA, but is not currently on the roster of any active team. A PLAYING member is a person who pays the annual dues, abides by the rules and bylaws of the GVDA, and is currently on the roster of an active team. A VOTING member is a person who pays the annual dues, abides by the rules and bylaws of the GVDA, and is a current director or the captain of a currently active team. A LIFETIME member is a GENERAL, PLAYING or VOTING member who has served as a director or officer of the GVDA for a period of five consecutive years (or such other outstanding service as the Board may find worthy) and who, by a majority vote of the Board, has been exempted from the payment of dues in recognition of that service. Lifetime membership carries no additional rights or privileges.

3. MEMBERSHIP DUES: Dues, in an amount the Board shall from time to time determine, are payable annually in advance. The end of the membership year shall coincide with that of the calendar year regardless of the date of payment. Any payment in increments less than annual may be made but may amount to additional fees in total.

4. MEMBERSHIP MEETINGS: The annual membership meeting of the corporation shall be held in January, on a date fixed by the board of directors. A notice stating the time and place of the meeting will be published at least thirty days in advance. The annual meeting shall be for the election of directors and for whatever other business may properly come before the meeting. Action taken at a membership meeting requires the presence of a quorum of voting members. A majority of the voting members as shown on the membership roll of the corporation shall constitute such a quorum.

5. SPECIAL MEETINGS: Special membership meetings may be called by the directors. Notice of such meeting will be published at least ten, but not more than fifty, days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

6. FIXING RECORD DATE: For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than ten days before any such meeting.

ARTICLE IV: DIRECTORS

1. MANAGEMENT OF THE CORPORATION: The corporation is managed by a board of directors.

2. QUALIFICATIONS: Candidates for the Board of Directors must be GVDA members in good standing.

3. ELECTION AND TERM OF THE DIRECTORS: At each annual meeting of the members, the membership elects directors of the Corporation to hold office for a term of two years. Directors' terms begin with their election at the annual membership meeting. Up to five director positions are elected to begin their terms in even-numbered years and up to five director positions are elected to begin their terms in odd-numbered years unless more positions are vacant. Each director holds office until the expiration of their term and/or until their successor is elected and qualified, or until their resignation or removal.

- 4. INCREASE OR DECREASE IN NUMBER OF DIRECTORS:** The number of directors may be increased or decreased by a vote of the members or by a vote of a majority of all of the directors. No decrease in number of directors shortens the term of any incumbent director. At no time will the number of directors be less than five.
- 5. NEWLY CREATED DIRECTORSHIPS AND VACANCIES:** Newly created directorships and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause must be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal, holds office for the unexpired term of their predecessor.
- 6. REMOVAL OF DIRECTORS:** Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by vote of the members.
- 7. RESIGNATIONS:** A director or officer may resign at any time by giving written notice to the board, the President, or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation takes effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.
- 8. ABSENCES:** Any director (or officer) unable to attend a meeting shall, by post, email or telephone, inform the President or Secretary, prior to the meeting, of the reason for their absence. If the reason is accepted by the board, the absence is excused. Any officer or director who is absent and unexcused from three regular meetings of the board during a single year shall be considered to have tendered their resignation from office.
- 9. QUORUM OF DIRECTORS:** A majority of the entire board constitutes a quorum for the transaction of business or of any specified item of business. At all meetings of the Board the President, or in his absence, the Vice-President, or in their absences a director selected by a majority vote of the directors present, shall preside.
- 10. ACTION OF THE BOARD:** Unless otherwise required by law, the vote of a majority of the directors present and participating at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present has one vote. No action by a director is binding upon the GVDA until approved or ratified by the Board.
- 11. PLACE AND TIME OF BOARD MEETINGS:** The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.
- 12. ORDER OF BUSINESS AT BOARD MEETINGS:** The order of business at all board meetings shall be as follows: 1. Roll call; 2. Reading of the previous minutes; 3. Reports of officers; 4. Reports of committees; 5. Old and unfinished business; 6. New business; 7. General discussion; 8. Adjournment
- 13. REGULAR ANNUAL MEETING:** A regular annual meeting of the board shall be held within ten days following the annual meeting of members.
- 14. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT:** Regular meetings of the board may be held without notice to the membership at such time and place as the board shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the President upon three day's notice to each director, either personally or by mail or telephone. Special meetings shall be called by the President or by the Secretary, in a like manner, on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the place, date and time adjourned to shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the adjourned meeting, to the other directors.
- 15. COMMITTEES:** The board, by resolution adopted by a majority of the entire board, may designate from among the membership a committee or committees, each consisting of three or more members. Each such committee shall serve at the pleasure of the board. The Board shall define the powers and duties of all such committees and shall periodically review all activities thereof. No action by any committee or committee member shall be binding on the GVDA until such action is approved or ratified by the Board.

ARTICLE V: OFFICERS

1. OFFICES, ELECTION, TERM: The board shall elect a President, Vice-President, Secretary, Treasurer, Scorekeeper, Equipment Inspector, Tournament Director, Protest Chair, and such other officers as it may find necessary. These officers have powers and responsibilities as provided for in these bylaws. All officers are elected to hold office until the meeting of the board following the next annual meeting of members. Each officer holds office for

the term to which they are elected or until a successor has been elected and qualified. No action by any officer is binding upon the GVDA until approved or ratified by the Board.

2. REMOVAL, RESIGNATION, COMPENSATION: Any officer elected by the board may be removed by the board with or without cause. In the event of the death, resignation or removal of an officer, the board in its discretion may elect a successor to fill the unexpired term. Any two or more offices may be held by the same person except the three offices of President, Secretary and Treasurer . The compensation of all officers is fixed by the board.

3. PRESIDENT: The President is the chief executive officer of the corporation, presides at all GVDA meetings, supervises the affairs of the corporation and ensures that all orders and resolutions of the board are carried into effect. The President shall be an ex officio member of all committees.

4. VICE-PRESIDENT: In the absence or disability of the President, the Vice-President assumes all the powers and functions of the President. The Vice-President maintains the ByLaws and performs such other duties as the board may prescribe.

5. SECRETARY: The Secretary records the minutes of all meetings. The Secretary has custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the Board. The Secretary maintains the Website and has charge of such books and papers as the Board may require, attends to such correspondence as may be assigned by the Board, and performs all duties incidental to this office.

6. TREASURER: The Treasurer has care and custody of all funds and securities of the corporation, depositing said funds, in the name of the corporation, in such bank or trust company as the directors elect. The Treasurer, when duly authorized by the Board, signs and executes all contracts in the name of the corporation, countersigned by the President. The Treasurer signs all checks, drafts, notes, and orders for the payment of money authorized by the Board, including payments of officers. The Treasurer, at all reasonable times, must have the books and accounts of the corporation available for the inspection of any director. At the end of each corporate year, the Treasurer shall have an audit of the accounts of the corporation made by the Board. The audit, together with an annual report setting forth the financial condition of the corporation, shall be presented at the regular annual meeting.

7. SCOREKEEPER: The scorekeeper compiles a membership roll containing the names of all persons who are members of the Corporation, their places of residence, telephone numbers, dates of playing eligibility, and such other information as the Board may direct to be maintained by the Secretary. The scorekeeper retains responsibility for the maintenance of the dates of playing eligibility. The scorekeeper gathers, compiles and publishes the results of league play in a manner prescribed by the Board. The scorekeeper assists in applications for membership in the Corporation. The scorekeeper shall perform such additional duties as the Board may prescribe.

8. EQUIPMENT INSPECTOR: The inspector examines all league playing venues for correct dimensions and adequacy of equipment. The inspector reports to the Board on the status of each venue at least once per year and after any alterations have been made to a venue. The inspector may correct any improper equipment found or report the same to the Board where correction by the inspector is not practicable.

9. TOURNAMENT DIRECTOR: The Tournament Director coordinates all functions related to GVDA-sanctioned tournament play subject to approval by the Board.

10. SURETIES AND BONDS: In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of their duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into their hands.

ARTICLE VI: SEAL

The seal of the corporation shall be as attached.

ARTICLE VII: CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these bylaws, the provisions of the certificate of incorporation shall govern.

ARTICLE VIII: AMENDMENTS

The bylaws may be adopted, amended or repealed by the voting members at the time they are entitled to vote in the election of directors. Bylaws may also be adopted, amended or repealed by the Board but any bylaw adopted, amended

or repealed by the board may be amended by the members entitled to vote thereon as herein provided. If any bylaw regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of members for the election of directors the bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE IX: DISSOLUTION

The board of directors shall adopt a plan for the dissolution of the corporation and the distribution of its assets, using the Not-for-Profit Corporation Law of the State of New York as a guideline. Upon adopting a plan of dissolution, the board shall submit it to the voting members of the corporation, as delineated in Article III above, at a meeting called solely for the purpose of considering said plan, where it must be approved by a two-thirds vote.