

Illinois Shuffleboard Association By-Laws

Version 2.1

[ratification/approval/acceptance]

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ARTICLE I - NAME; ORGANIZATION

This association shall be known as the Illinois Shuffleboard Association and may be abbreviated as ILSA (as used herein, the “Association”). The Association has been duly organized under the General Not For Profit Corporation Act of 1986 (the “Act”) in effect in the State of Illinois (the “State”). Any capitalized term used but not defined herein shall have the meaning ascribed to it in the Illinois Shuffleboard Association Constitution (the “Constitution”) or the Act.

ARTICLE II - OBJECTIVES

The objectives of the Association shall be to promote interest in and play of the game of shuffleboard; to encourage and assist in the formation and organization of new clubs dedicated to shuffleboard throughout the State; to promote developments in the construction of shuffleboard equipment and the improvement of the rules of play; to arrange for and to direct State Championship Tournament Contest(s). The Association shall also exercise its vested duty and authority toward securing and maintaining uniform observance of the latest approved official rules of the Illinois Shuffleboard Association among all of its affiliated clubs and members.

The Association is organized exclusively for purposes pursuant to Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III - POLICY

The policy of the Association shall be non-political, non-sectarian, and non-profit making.

ARTICLE IV - MEMBERSHIP

Any individual may join the Association by registering on the Association’s website and paying annual dues in the amount and in the manner prescribed on the

Association's website at the time of registration (an "Individual Member"). An Individual Member's membership period shall be for one (1) year from the date of payment. Any Individual Member who so duly joins the membership of the Association shall be entitled to vote on any action of the Association as set forth herein or as prescribed by the Act.

Any organized community, within the State of Illinois, controlling the operation of at least two (2) regulation shuffleboard courts shall be eligible for membership in the Association (a "Community Member"). In lieu of dues, the Community Member must be willing and able to host at least one (1) tournament per year. The Community Member's members or players are not recognized as members of the Association unless they become an Individual Member. Community Members may use whatever rules of play they deem appropriate for their business; provided, however, such entities shall use official rules adopted by the Association for official Association tournaments hosted at Community Member clubs. Any Community Member who so duly joins the membership of the Association shall be entitled to vote on any action of the Association as set forth herein or as prescribed by the Act.

ARTICLE V - MEETINGS

The annual meeting of the Association shall be held between January 1st and March 1st of each calendar year (the "Annual Meeting"). Dues for the year will be set by the Executive Board during the Annual Meeting.

The Executive Board shall notify the membership of meetings of the Association. Any member may attend any of the open meetings of the Association conducted by the Executive Board, including the Annual Meeting. The Executive Board shall provide at least two (2) weeks' notice to the membership of the Annual Meeting and any open meeting (or in the case of a meeting regarding the removal of one or more officers, or a merger, consolidation, or dissolution of the Association, no less than twenty (20) days' notice).. The Executive Board may meet at any time without the membership at the sole discretion of the Executive Board for the purposes of managing the Association.

ARTICLE VI - SPECIAL MEETINGS

A special meeting of the Association may be called at any time by the President of the Association or by the written request of a qualified voting majority of the Association. The Executive Board shall hold regular and special meetings between the dates of the Annual Meeting as often as may be deemed necessary for the efficient functioning of the Association, in accordance with the Constitution and these By-Laws, and for

orderly and expeditious transaction of routine business.

ARTICLE VII - PLACE OF MEETING

At the sole discretion of the Executive Board, meetings may be held at the Association's principal place of business or virtually via electronic means, as stated in the notice for such meeting. The Executive Board may permit any or all officers to participate in the Annual Meeting or a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all officers participating may simultaneously hear each other during this meeting. An officer participating in a meeting by this means shall be deemed to be present in person at the meeting.

ARTICLE VIII - INFORMAL ACTION

Any action required to be taken, or which may be taken, at a meeting of the Executive Board, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the Executive Board with respect to the subject matter of the vote.

ARTICLE IX - OFFICERS OF THE EXECUTIVE BOARD

The Association shall be managed by a board of directors as such term is defined in the Act (the "Executive Board"). The officers of the Association shall comprise the Executive Board and shall be deemed the directors of the Association as such term is used in the Act. The officers of the Association shall consist of the President, Vice President, Secretary, Treasurer, Director of Competition, Director of Community Relations, and Director of Growth and Outreach. There shall also be an optional position of the Past President, as set forth in the Constitution, to be held at the option of the outgoing President. The President may not serve concurrently as Vice President, but any other combination of officer positions may be held by one individual for a given term. Officers shall be elected to their positions by duly qualified members of the Association as defined in Article IV pursuant to the election procedures set forth in Article III of the Constitution. Officers shall be elected at the annual meeting. Each officer shall serve a two (2)-year term, or shall serve an interim term until a successor has been duly elected and qualified for the next full two (2)-year term. No one person may hold a seat on the Executive Board for more than three (3) consecutive terms. The officers are responsible for carrying out the Objectives and Policy of the Association.

ARTICLE X - OFFICIAL AND FISCAL YEAR

The official and fiscal year of the Association shall begin on January 1st.

ARTICLE XI - QUORUMS

A quorum is a simple majority of the then-serving officers of the Executive Board, and shall constitute a legal quorum for electing officers or for the transaction of business. In the absence of a quorum, a majority of the officers may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The officers present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some officers results in representation of less than a quorum.

ARTICLE XII - PROCEDURES

Association meetings shall be conducted as open forums for members, moderated by the highest ranked officer present. Should the need arise, a simple majority of present officers may choose to change the format of the meeting to be governed by the By-Laws. Any issue not governed by the By-Laws shall be governed by Robert's Rules of Order.

ARTICLE XIII - REMOVAL OR VACANCY

The Executive Board shall have the power to remove a director, officer, chairperson, committee member, commission member, agent, or member. Any vacancy that occurs for any reason may be filled by the Executive Board. In the event the Executive Board fills the vacancy of a position on the Executive Board, such replacement officer shall serve until the next Annual Meeting on the election of a new Executive Board or a special election for the remainder of the term for the office being filled.

The Executive Board shall have the power to suspend access to any or all platforms, tools, emails, or services for any director, officer, chairperson, committee member, commission member, agent, or member. Upon Executive Board approval, the suspension is effective immediately, and a motion for removal shall be presented at the next Executive Board meeting.

ARTICLE XIV - COMMITTEES

To the extent permitted by law, the Executive Board may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees ("Committee"), which shall be comprised of Individual Members, provided, however, that two (2) or more officers of the Executive Board shall serve on the Committee and shall constitute a majority of the Committee.

ARTICLE XV - COMMISSIONS

To the extent permitted by law, the Executive Board may appoint from its members a commission or commissions, temporary or permanent, and designate the duties, powers and authorities of such commissions (“Commission”), which shall be comprised of Individual Members who may or may not be officers of the Executive Board (“Commission Members”). Each Commission shall be led by a person designated by the Executive Board (“Commission Chairperson”).

ARTICLE XVI - VOLUNTEERISM

Work done for the Illinois Shuffleboard Association by a director, officer, chairperson, committee member, commission member, agent, or member is done so on a volunteer basis and does not constitute employment.

ARTICLE XVII - CORPORATE SEAL; EXECUTION OF INSTRUMENTS

The Association shall not have a corporate seal. All instruments that are executed on behalf of the Association which are acknowledged and which affect an interest in real estate shall be executed by the President or Vice President and the Secretary or Treasurer. All other instruments executed by the Association, including a release of mortgage or lien, may be executed by the President or Vice President.

Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Executive Board.

ARTICLE XVIII - AMENDMENTS

The Constitution and By-Laws of the Association may be amended, altered, or rescinded by a fourteen (14) day notice and two-thirds majority vote of the qualified voting members of the Executive Board, including written and sealed absentee ballot votes delivered to the President.

ARTICLE XIX - PROPERTY

Any materials, goods, or intellectual property created or obtained as part of work for the Association will become and remain property of the Illinois Shuffleboard Association. This work may be licensed to others by the Illinois Shuffleboard Association.

ARTICLE XX - INDEMNIFICATION

Any director, officer, committee member, or commission member who is involved in litigation by reason of his or her position as a director, officer, committee member, or commission member of this Association shall be indemnified and held harmless by the

Association to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE XXI - DISSOLUTION

The Association may be dissolved only with authorization of its Executive Board given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the general membership. In the event of the dissolution of the Association the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Executive Board.