

ARTICLES OF INCORPORATION AND BYLAWS OF THE

EMERALD COAST DISC GOLF CLUB

(RevA)

ARTICLE I – NAME AND DEFINITION

The name of this organization shall be the Emerald Coast Disc Golf Club, hereinafter referred to as ECDGC. The official address of ECDGC will be that of: Emerald Coast Disc Golf Club P.O. Box 10598 Pensacola, FL 32524.

ARTICLE II – GOVERNING AUTHORITY

ECDGC shall be governed and operated in accordance with the laws of the State of Florida, the City of Pensacola, City of Gulf Breeze, City of Milton, County of Santa Rosa and County of Escambia, these Bylaws, and the regulations, rules and instructions of ECDGC's Board issued through it's officers.

ARTICLE III – PURPOSE AND POLICY

SECTION 1. The purpose of ECDGC is to promote the sport of disc golf, foster competition, enhance fellowship and provide a medium for organized activities among its members within the geographical area of Northwest Florida and its surrounding environs.

SECTION 2. The name, funds, or influence of ECDGC may be used only in support of this purpose.

ARTICLE IV – BOARD

SECTION 1. The management and direction of ECDGC shall be delegated exclusively to its Board except as elsewhere specified in the bylaws.

SECTION 2. The Board shall consist of: president, vice-president, secretary, treasurer, and former officers.

SECTION 3. Only members of the Board are eligible to vote on ECDGC business unless otherwise specified within these bylaws.

SECTION 4. The Board shall appoint all standing committee chairmen, designate duties, provide committee oversight to include approval of committee members and structure and authorize compensation for justifiable expenses.

SECTION 5. The Board shall have no power to make ECDGC liable for debts amounting to more than one half (1/2) of the amount in the treasury, in cash, and not subject to any outstanding liabilities. Said amount shall be established by the treasurer's report at the end of the previous fiscal year.

SECTION 6. The Board shall schedule business meetings at least four (4) times a year. Special meetings shall only be held upon the call of the president or a majority of the Board upon fourteen (14) calendar days written, posted or otherwise publicized notice.

SECTION 7. A majority of the current club officers shall constitute a quorum.

SECTION 8. A Board member may be removed from the Board by unanimous vote of the Board save that of the member being removed.

SECTION 9. Should a vacancy occur in any office of ECDGC, the Board shall, by two-thirds affirmative votes of the Board's membership, fill such vacancy by appointment of an ECDGC member eligible by all other criteria for the duration of the un-expired term.

ARTICLE V – OFFICERS

SECTION 1. All officers shall attend Board meetings, attend ECDGC meetings, serve on committees at the request of the Board, and perform such other duties as may be directed by the Board.

SECTION 2. The president shall serve as chairman of the Board; preside at all ECDGC meetings; select the chairmen of temporary and special committees outside the purview of one of the standing committees; be an ex-officio member of all committees; and sign all agreements and formal instruments.

SECTION 3. The vice president shall serve in the absence of the president and perform other

duties as assigned by the Board.

SECTION 4. The treasurer shall perform such duties as assigned by the president or Board and serve in the absence of both the president and president-elect. The treasurer shall collect and receipt for monies and securities; establish and maintain in good standing account at financial institutions as directed and authorized by the Board, deposit funds and disperse and dispose of the same subject to the direction of the Board; keep accurate books of account; submit a report at Board meetings; and submit a report of office at the end of the fiscal year. The treasurer shall perform other duties as assigned by the president or Board.

SECTION 5. The secretary shall see that notices are publicized at least seven (7) calendar days in advance of all meetings of the Board and of ECDGC and keep accurate minutes thereof. The secretary shall maintain a file of all correspondence; keep a roster of members and committees; co-sign all agreements and formal instruments, except those pertaining to the office of the treasurer; and submit a report of office at the end of the fiscal year. The secretary shall perform other duties as assigned by the president or Board.

ARTICLE VI – NOMINATION AND ELECTION OF OFFICERS

SECTION 1. Members of ECDGC shall elect officers to those offices as established by ARTICLE IV.

SECTION 2. Each elected officer shall take office on February 1.

SECTION 3. All officers shall not hold the same office for more than two (2) consecutive terms.

SECTION 4. No member may simultaneously hold more than one elected office, unless approved by majority of the Board.

SECTION 5. The Board shall appoint a nomination committee not later than October 1. The nomination committee shall prepare a list of nominees, showing at least one (1) name for each elective position, and present the list to board not later than the December 1. Election will be by written ballot. The secretary shall prepare the ballot, which shall include the original list of nominees for the nomination committee. Each voting member of ECDGC present at the annual meeting shall be provided with a ballot. Eligibility to vote shall be as defined as a paid-in-full ECDGC member, for the year of officer election. Election winners shall be determined by

a simple majority of votes cast during the meeting.

SECTION 6. Absentee Ballots may be used by any club member that can not be present at the annual meeting. The ballot may be printed from the clubs website or handwritten. Membership dues must be paid in full, for the election year, prior to the election or accompanying the absentee ballot. All absentee ballots must be received at the clubs official address Emerald Coast Disc Golf Club P.O. Box 10598 Pensacola, FL 32524 prior to the election. An appointed officer will collect all the mail the day of the annual meeting prior to the election. Absentee ballots will be counted as a part of the regular election tally.

ARTICLE VII – STANDING COMMITTEES

SECTION 1. There shall be four standing committees, each chaired by one of the Officers; Courses Committee, Events Committee, Communication Committee, and Club Committee. No Officer shall simultaneously chair more than one of the established standing committees, unless approved by a majority of the board.

SECTION 2. Each committee shall have at least three members. Additional committee members shall be appointed by the committee chair and approved by the board. The board shall have the ability to require the addition of Board-specified committee members. At least 1/3 of every standing committee must be comprised of non-board members. Each committee must include a recording secretary appointed by the committee chair.


SECTION 3. Each committee shall meet before the January ECDGC meeting to review the annual committee report submitted by the previous year's chairman and to set priorities for the year. Minutes of this meeting must be taken and reported at the January ECDGC meeting.

SECTION 4. Each committee shall organize internal structure, including the appointment of sub-committees. Details of internal structure and sub-committees must be available upon request by any Board member for oversight purposes.

SECTION 5. Committees shall report at each ECDGC meeting following the reports by the secretary and treasurer. Either the committee chairman or the committee-recording secretary will tender this report in writing to the Board Secretary.

SECTION 6. The duties and scope of the standing committees are as defined hereinafter.

A) Courses Committee – The purpose of this committee shall be to oversee all aspects of course maintenance, upkeep, and upgrade. To draft and review plans for any changes to holes or other course configuration and submit them to the board with recommendations. To implement Board approved changes. To plan and run periodic workdays and/or other methods of preparation for upcoming events. To identify opportunities, make recommendations, and oversee new course installations.

 Events Committee – The purpose of this committee shall be to plan and organize all levels of events within the jurisdiction of ECDGC, including but not limited to appointment and support of directors for tournaments, fun events, charity events, clinics, league and team play, World's Greatest, etc.

C) Communication Committee – The purpose of this committee is to promote ECDGC membership within the local area. To oversee all public relations and promotion efforts for ECDGC in general and for events in particular. To spearhead the ECDGC's efforts towards community relations. To maintain course bulletin boards and disseminate all information mandated by the Board. To create bulletins, flyers, or letters for upcoming events. To explore options, implement, and maintain an ECDGC website.

D) Club Committee – The purpose of this committee is to create, implement, and promote organizational structure and efficiency. To provide administrative, intelligence, operational, and logistical support for other standing committees and sub-committees. To create and maintain organizational data and files. To maintain and update member, course, and competition data and to provide organizational support to other standing committees upon request.

ARTICLE VIII – FINANCIAL

SECTION 1. The ECDGC Board will set membership dues. No Officer of ECDGC shall be paid for their volunteer work. The Board may commission members or non-members for specific and temporary jobs, as it deems necessary.

SECTION 2. The period of existence of ECDGC will be perpetual, and the fiscal year shall begin on January 1 and terminate on December 31.

SECTION 3. ECDGC shall not make a loan to an Officer or Member, nor lend its credit to or for such Officer or Member.

SECTION 4. All debts and claims shall be paid from cash on hand; any ECDGC assets shall be sold if said cash is insufficient to pay all debts and claims.

SECTION 5. In the event that ECDGC should be dissolved for any reason, its assets (physical and monetary) shall be disbursed to charity as approved by a majority of the current Board members.


ARTICLE IX – MEMBERSHIP

SECTION 1. Membership is open to all law-abiding citizens of the United States of America regardless of race, creed, ethnicity, nationality, age, religious affiliation or sexual orientation.

SECTION 2. All applications for membership shall be accompanied by remittance of an appropriate fee. Term of membership shall be for one (1) year. ECDGC dues shall be paid in full and not pro-rated, with the exception that applications for active membership and dues received after October 15, shall qualify as payment in full for active membership January 31 of the year following receipt.

SECTION 3. Membership in ECDGC shall exist in four classes: Friend, Honorary, Active and Sponsor as further defined below:

A) Friend – Any person who enjoys the sport. They will be treated as Active Members when they are actively participating in the sport (i.e. during disc golf activities sponsored, conducted or otherwise promoted by ECDGC); however, they will have no vote and will receive no benefits due to Active Members. They will receive no special notice of events except as is made generally available through course bulletin board, websites or other means of communication.

 Honorary – Any person who receives membership as a gesture of goodwill for their service to disc golf, the community, or mankind in general. Only the Board may grant Honorary Memberships. They are given without charge and grant the Honorary Member full benefits of Active Membership at no charge for life. The Board shall be limited to two such appointments per fiscal year.

C) Active – Any person who has completed the application for active membership and has remitted the appropriate ECDGC dues. The term of all Active Members lasts for one year, beginning on February 1 and ending on January 31. Active members in good standing are eligible for all ECDGC benefits as outlined in these bylaws and as approved by the Board.


D) Sponsor – Any individual or business who donates at least \$100 to the ECDGC General Account or who donates an equivalent amount of labor or materials. Donations may be in the form of cash; worthwhile merchandise (i.e. Pole Holes, lumber or landscaping materials for

course improvement, prizes for tournaments, etc.) or labor conducted pro bono to the ECDGC's benefit. Note that this does not apply to labor conducted by existing club members. Sponsor Members shall receive all the benefits of Active Members and their membership shall last until January 31 of the year after their donations was received.

E) Member benefits accruing to both the Active and Sponsor categories of membership may be further defined to include additional sub-categories of membership based on level of dues paid and or level of donation received. Any further definitions of these categories will be approved by the Board on or before October 1 for dues and membership categories for the following Fiscal Year.

SECTION 4. Discipline of active members and directors shall be conducted as outlined hereinafter.

A) Charges of dishonesty, working against the principles of the ECDGC, harming or defacing the courses, performing unauthorized alterations to the course, or injuring the good standing of another Active Member may be filed against any Active Member in a written petition signed by at least (20%) of the active members or by a simple majority of Board members. This petition would then be submitted to an ad hoc Oversight Committee.

 The ad hoc Oversight Committee shall review the charges and make a recommendation of action to the Board.

C) Should the Board decide to take action, a hearing date shall be established and the accused and accusers notified. The charges will be discussed with all the parties having equal opportunity to plead their case.

D) The Board may suspend the membership of any Active Member for a specified time by a unanimous vote. If, in the Board's judgment, the infraction is of such magnitude, the Board may expel the member from the ECDGC.

E) The Board may remove from the Board any Director and/or Officer by a unanimous vote of all Board members except for the Board member in question.

ARTICLE X – MEETINGS OF MEMBERS

SECTION 1. The annual meeting of ECDGC shall be held during the month of January at which time annual committee reports shall be submitted, the secretary shall submit a report on the

activities of the ECDGC during the past term of office. The treasurer shall submit an annual report of the finances of the ECDGC. A copy of these reports shall be available for member's review and shall be otherwise communicated to members through course bulletin boards, website posting and any other Board-approved method of communication. The secretary shall distribute the ballot of nominated officers. Elections shall be conducted by vote of the general membership.

SECTION 2. Regular ECDGC meetings shall be held every three months, except when otherwise decreed by the Board. Not less than four (4) regular meetings shall be held in the fiscal year.

SECTION 3. Special meetings may be called whenever the majority of the Board deems it necessary, or upon written request by not less than one-tenth of the ECDGC members. The business at special meetings shall be limited to that for which the meeting was called.

SECTION 4. Minutes of regular and special meetings shall be posted on course bulletin boards, posted on the ECDGC website or otherwise distributed to ECDGC members.

SECTION 5. All meetings, including regular, special, committee or Board, shall be open to all members.

SECTION 6. These Bylaws shall govern the conduct of all meetings.

ARTICLE XI – FISCAL ADMINISTRATION

SECTION 1. The fiscal year shall be from January 1 to December 31.

SECTION 2. The Board shall set the annual ECDGC dues, fees or other assessments for the following year no later than October 1.

SECTION 3. Annual dues are due not later than January 31 for all existing members. Membership benefits will cease on February 1 for all members who have not paid annual dues. Membership can be renewed at any time but will not be prorated.

SECTION 4. All checks used to draw on ECDGC's account shall require two signatures from among the elected officers or others specifically designated by the Board.

ARTICLE XII – AUDIT

SECTION 1. The Board shall appoint a committee to audit the books and transactions of the treasurer at the close of the fiscal year and inventory all assets of the ECDGC. This report shall be read at the annual meeting of the members of the ECDGC.

ARTICLE XIII – AMENDMENTS

SECTION 1. Proposed amendments to these Bylaws shall be initially submitted to the Board for review and administration. They shall then be publicized or posted or otherwise made available to all ECDGC members. Notification to the members must be made at least two weeks but not more than six weeks prior to the meeting established for the presentation of the amendments.

SECTION 2. Following publication, the amendments must be approved by a two-thirds vote of the ECDGC members present at a regular or special meeting. Upon approval, such amendments shall become immediately effective. The secretary shall within fourteen (14) days of the vote amend the Bylaws and present them at the next regular or special meeting for signature by the president.

ARTICLE XIV – SEVERABILITY

SECTION 1. In the event that any Article, Section, sentence, clause or provision of these Bylaws is declared by the course to be invalid, such declaration shall not affect the validity of these Bylaws, in whole or in part, other than the part declared to be invalid.

CERTIFICATION: I certify that these ECGDC Bylaws were approved and adopted by the members of the Emerald Coast Disc Golf Club, at the ECDGC meeting held on 31MAR07.

//Signed//

ECDGC President with two witnesses.