

**Bylaws
Of
Orlando Disc Golf, Inc.**

Last Updated: 2013-05-17

**ARTICLE I
PURPOSES**

1.1 PURPOSE. The purpose for which the Corporation is formed is the promotion of the sport of disc golf. In particular, the purposes of the Corporation include:

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, amateurism and good sportsmanship;

1.1.3 To foster national and international professional and amateur disc golf tournaments and competitions;

1.1.4 To share and communicate information beneficial to the sport via electronic and printed media; and

1.1.5 To assist county and state governments in the creation, upkeep and installation of disc golf facilities.

1.2 FOREIGN OPERATIONS. To the extent permitted by the laws of the State of Florida, the Corporation may not acquire real and personal property in the pursuit of its activities located beyond the territorial boundaries of the United States of America and 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 membership shall be Active, Non-Active, and Honorary. These classes are distinct from the classification of players as established in the Rules of Play.

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

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

2.3.3 Honorary members are individuals selected to receive membership as a gesture of goodwill by the Officers. Honorary members shall have all of the rights and privileges of Active members, with the exception of the right to hold office.

2.4 DISCRIMINATION PROHIBITED. Membership and all rights of participation in the ODGI, including all tournaments and other events conducted or sanctioned by the Corporation, shall be open to everyone without regard to race, age, creed, sexual orientation, color, national origin or gender. Nonetheless, participation in divisions of tournaments or other events may be restricted on the basis of gender, age or ability.

**ARTICLE III
DIRECTORS**

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

3.1.1 Chairman of the Board is granted the lead authority to steer, participate, debate and vote in the direction of the Corporation by the Board of Directors. The Chairman of the Board is the primary steward of the Corporation's policies and mission. The Chairman provides oversight and leadership in the Corporation's governance and strategy. The Chairman provides oversight and leadership in the Corporation's strategic plans. Specific details of this Officer's Responsibilities, Products, Interfaces, and Accountabilities are described in the Position Duties document.

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. A Director assists the Chairman of the Board in forwarding the Corporation's policies and mission by providing oversight and leadership in the Corporation's current and long-term strategic plans. Specific details of this Officer's Responsibilities, Products, Interfaces, and Accountabilities are described in the Position Duties document.

3.2 NUMBER, TENURE AND QUALIFICATIONS. The number of Directors of the Corporation shall not be less than three (3) nor more than seven (7). A Director shall hold office until the Board of Directors may determine by written resolution. A Director shall hold office until a successor is appointed and qualified with guidance of Position Duties document. There shall be one (1) Chairman of the Board. The Chairman of the Board shall hold office until the Board of Directors may determine by written resolution. The Chairman of the Board shall hold office until a successor is appointed and qualified with guidance of Position Duties document.

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3.3 APPOINTMENT OF DIRECTORS. The initial appointment of the Directors commences at the formation of the Corporation. Subsequent Director and Chairman of the Board appointments are handled in order to fulfill the needs of the Corporation for additional experience and skill sets on the Board of Directors, in accordance with procedures established from time to time by the Board of Directors.

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 thirty (30) days prior notice.

3.5 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any Director. The person or persons authorized to call special meetings of the Board of Directors may designate any place as the place for holding any special meeting of the Board of Directors called by them.

3.6 NOTICE. Notice of any special meeting shall be given at least five (5) days prior thereto by written notice delivered personally, or mailed to each Director at his/her business address, or by electronic transmission. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope, so addressed, with postage thereon prepaid. If notice be given by electronic transmission, such notice shall be deemed to be delivered when confirmation of the transmission is received by the sender. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.7 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, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.8 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 (including the Chairman of the Board) is permitted one (1) vote. If the Chairman of the Board is also a Director, he is granted one (1) vote in total.

3.9 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 signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote of the Directors.

3.10 PARTICIPATION BY ELECTRONIC MEANS. Any members of the Board of

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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.

3.11 VACANCIES. Any vacancy occurring in the Board of Directors may be filled by appointment by the Directors.

3.12 RESIGNATION AND REMOVAL. Any Director of the Corporation may resign at any time by giving written notice to the Chairman of the Board 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, effective at a future date, a majority of the Directors then in office, including those who have so resigned, 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.

3.13 COMPENSATION. Directors shall not receive any stated salary for their services as such, but by resolution of the Board a fixed reasonable sum for expenses, if any, may be allowed. 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 travel expense incurred on behalf of the Corporation.

3.14 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.

**ARTICLE IV
OFFICERS**

4.1 NUMBER. 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 in accordance with the provisions of this Article. The Board of Directors, by resolution, may create and appoint additional officer positions. Any two or more offices may be simultaneously held by the same person.

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4.1.1 President: The Board of Directors grants the President the authority over execution of the Board's plan. The President ensures the Corporation's policies and mission by providing oversight, leadership and implementation of the Board's plans. Specific details of this Officer's Responsibilities, Products, Interfaces, and Accountabilities are described in the Position Duties document.

4.1.2 Vice-President: The Board of Directors grants the Vice President the authority to act in the absence or direction of the President and fulfill all directives of the President or Board of Directors. The Vice President assists the President in forwarding the Corporation's policies and mission by providing oversight, leadership and implementation of the Board's plans. Specific details of this Officer's Responsibilities, Products, Interfaces, and Accountabilities are described in the Position Duties document.

4.1.3 Treasurer: The Board of Directors grants the Treasurer has the authority over financial aspects of the corporation. The Treasurer ensures the financial integrity of the corporation by performing defined responsibilities within assigned authority, developing and maintaining treasurer-related products, interacting with relevant financial stakeholders, and being accountable for actions. Specific details of this Officer's Responsibilities, Products, Interfaces, and Accountabilities are described in the Position Duties document.

4.1.4 Secretary: The Board of Directors grants the Secretary the authority over administrative aspects of the Corporation. The Secretary ensures the administrative record keeping and legal compliance of the Corporation by performing defined responsibilities within assigned authority, developing and maintaining administrative-related products, interacting with relevant stakeholders, and being accountable for actions. Specific details of this Officer's Responsibilities, Products, Interfaces, and Accountabilities are described in the Position Duties document.

4.1.5 Communications Officer: The Board of Directors grants the Communications Officer (CO) the authority over communication aspects, including managing the website and internal and external communications which publicize activities. The Communications Officer writes, edits, and publicizes the activities of both internal and external audiences. Specific details of this Officer's Responsibilities, Products, Interfaces, and Accountabilities are described in the Position Duties document.

4.1.6 Events Coordinator: The Board of Directors grants the Events Coordinator the authority over all planned participant events. The Events Coordinator ensures that the integrity of the Corporation's events are organized, planned, and executed in a responsible manner as to promoting the sport of Disc Golf in the most positive format within the operational plan. Specific details of this Officer's Responsibilities, Products, Interfaces, and Accountabilities are described in the Position Duties document.

4.2 APPOINTMENT AND TERM OF OFFICE. The officers of the Corporation, including

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the Corporation's President, shall be appointed by the Board of Directors at a Board of Directors meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly appointed and shall have qualified or until death, resignation or removal.

4.3 REMOVAL. Any officer or agent appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.4 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors.

4.5 REGULAR MEETINGS. A regular meeting of the Officers shall be held at such date, time and place as may be established by the Officers upon not less than five (5) days prior notice.

4.6 SPECIAL MEETINGS. Special meetings of the Officers may be called by or at the request of an Officer or Director. The person or persons authorized to call special meetings of the Officers may designate any place as the place for holding any special meeting of the Officers called by them.

4.7 NOTICE. Notice of any special meeting shall be given at least two (2) days prior thereto by written notice delivered personally, or mailed to each Officer at his/her business address, or by electronic transmission. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope, so addressed, with postage thereon prepaid. If notice be given by electronic transmission, such notice shall be deemed to be delivered when confirmation of the transmission is received by the sender. Any Officer may waive notice of any meeting. The attendance of an Officer at any meeting shall constitute a waiver of notice of such meeting, except where an Officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Officers need be specified in the notice or waiver of notice of such meeting.

4.8 QUORUM. A majority (51% or greater) of Officers shall constitute a quorum for the transaction of business at any meeting of the Officers, provided that if less than a majority of the Officers are present, or in attendance electronically (via video or web conference, or teleconference), at said meeting, a majority of the Officers present may adjourn the meeting from time to time without further notice.

4.9 MANNER OF ACTING. The act of a majority of Officers present at a meeting at which a quorum is present shall be the act of the Officers.

4.10 INFORMAL ACTION BY OFFICERS. Any action required to be taken at a meeting

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of the Officers may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Officers. Such consent shall have the same force and effect as a unanimous vote of the Officers.

4.11 PARTICIPATION BY ELECTRONIC MEANS. Any Officer or any committee designated by Officers may participate in a meeting of the Officers or committee meetings 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.

4.12 COMPENSATION. The Officers shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a fixed reasonable sum for expenses, if any, may be allowed. The Board of Directors shall have power in its discretion to contract for and to pay to any Officer, rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of such services.

**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.

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 such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

5.4 DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**ARTICLE VI
COMMITTEES**

6.1 NUMBER. Officers may appoint one or more committees which shall have such powers and rights as may be designated by the Officers. All committees shall be composed solely of Active members, and shall report directly to a designated Officer or

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Committee Chairperson. Such committees shall advise with and aid the officers of the Corporation in all matters designated by the Board of Directors. 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 advisory committee shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a fixed reasonable sum for expenses, if any, may be allowed. The Board of Directors shall have power in its discretion to contract for and to pay to any member of an advisory committee, rendering unusual or exceptional services to the Corporation, special 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 such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Any and all members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively for the purposes of the Corporation or to such organization or organizations which would then qualify under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code.

**ARTICLE IX
WAIVER OF NOTICE**

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Whenever any notice whatever is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation 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 five (5) days written notice is given of intention to alter, amend or repeal or to 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 Quorum calling for such vote. In the event of a vote of the Board of Directors regarding the Bylaws, the proposed change shall be approved upon the affirmative vote of not less than seventy five percent (75%) of the entire Board of Directors.