

**BYLAWS
OF
PROFESSIONAL DISC GOLF ASSOCIATION**

ARTICLE I

PURPOSES

1.1 **PURPOSE.** The purpose for which the Corporation is formed is the promotion and governance 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;
- 1.1.2 to establish and maintain 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 communicate event results, opinions and other information beneficial to the sport via electronic and printed media; and
- 1.1.5 to achieve standardization in the Rules of Play, equipment used for play, tournament formats and all other aspects of the sport of disc golf.

1.2 **FOREIGN OPERATIONS.** To the extent permitted by the laws of the State of Colorado, the Corporation may, in the discretion of the Board of Directors, 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 elect or appoint persons to membership status. The Board may, in its discretion, issue certificates of membership to those persons elected or appointed to membership status.

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, Supporting and Honorary. These classes are distinct from the classification of players as established in the Rules of Play.

2.3.1 **Active** members shall have the right to vote and hold office, receive a membership package and official PDGA communications, earn points in PDGA sanctioned events, obtain a player rating, qualify for and participate in championship events, become Certified Officials and Tournament Directors, provide comments to PDGA committees, and such other privileges and may be established by the Board of Directors from time to time. All Active members must meet all requirements of Active membership as established in these Bylaws and by the Board of Directors from time to time.

2.3.2 **Non-Active** members are past Active members who choose not to meet the obligations of Active or Supporting membership.

2.3.3 **Supporting** members are individuals who are interested in disc golf who agree to uphold and comply with the requirements of Supporting membership as established by the Board of Directors from time to time.

2.3.4 **Honorary** members are individuals selected to receive membership as a gesture of goodwill by the PDGA Commissioner and/or Board of Directors. Honorary members shall have no dues requirements, and 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 PDGA, 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 managed by its Board of Directors.

3.2 **NUMBER, TENURE AND QUALIFICATIONS.** The number of Directors of the Corporation shall not be less than seven (7) nor more than nine (9). The term of office shall be two (2) years or for such period of time as the Board may determine by written resolutions, and may consist of staggered and successive terms for all Directors, with four Directors being elected for terms beginning in odd years and the remaining Directors being elected for terms beginning in even years. Each Director shall hold office for the term which elected or until a successor shall have been elected and qualified. .

3.3 **ELECTION OF DIRECTORS.** The Board of Directors shall be elected by the Active members only, in accordance with the 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 fix 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 ten (10) days prior thereto by written notice delivered personally, or mailed to each Director at his/her business address, or by facsimile or 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 facsimile or 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 of the members of the Board of 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.

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 a 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 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 or in a directorship to be filled by reason of an increase in the number of Directors, may be filled by the

Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

3.12 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, 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 or without cause, upon the unanimous affirmative vote of the entire Board of Directors. In addition, the Board shall cause a vote of the members to be held to recall any Director upon the written petition of not less than ten percent (10%) of the Active members calling for such vote. In the event of a vote of the members regarding the recall of a Director, the proposed change shall be approved upon the affirmative vote of not less than sixty-six percent (66%) of participating voting members.

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 registered 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 Treasurer, a Secretary and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors, by resolution, may create the offices of one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries, all of whom shall be elected by the Board of Directors. Any two or more offices may simultaneously be held by the same person.

4.2 ELECTION AND TERM OF OFFICE. The officers of the Corporation, including the Corporation's President, shall be elected by the Board of Directors at a regular annual

meeting, for a term as specified by the Board, which may include successive terms. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. 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 elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

4.3 REMOVAL. Any officer or agent elected or 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 for the unexpired portion of the term.

4.5 PRESIDENT. The President shall act as the PDGA Commissioner and shall be the principal executive officer of the Corporation. The President shall in general supervise and control all of the business and affairs of the Corporation, and shall preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments, which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time

4.6 THE VICE-PRESIDENTS. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

4.7 THE TREASURER. The Treasurer: (a) have charge and custody of and be responsible for all funds of the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and, (b) in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

4.8 THE SECRETARY. The Secretary shall: (a) keep the Minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; and, (d) in general perform all duties incident to the office of Secretary and

such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

4.9 ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors.

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

ADVISORY COMMITTEES

6.1 NUMBER. The Board of Directors may appoint one or more advisory 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 member of the Board of Directors. The members of any such committee shall serve at the pleasure of the Board of Directors. Such advisory 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) or 501(c)(6) of the U.S. Internal Revenue Code.

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 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 or the Articles of Incorporation may be altered, amended or repealed and new Bylaws may be adopted at any annual or special 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 members to be held with regard to any alteration, amendment or repeal of these Bylaws or the Articles of Incorporation upon the written petition of not less than ten percent (10%) of the Active members calling for such vote. In the event of a vote of the members regarding the Bylaws or Articles, the proposed change shall be approved upon the affirmative vote of not less than sixty-six percent (66%) of participating voting members.