

**By-Laws
Of the
Greater San Diego Darting Association
A California Non-Profit Corporation**

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ARTICLE I

OFFICES

Section 1. Principal Offices. The principal office of the Association for the transaction of its business is located in the county of San Diego, State of California.

ARTICLE II

MEMBERS

Section 1. Classes of Membership and Rights. The Association shall have three (3) classes of members as follows: (a) regular members, (b) associate members, and (c) honorary members. Regular members shall have the voting rights specified in Article III, Section 5, and be entitled to participate in any Greater San Diego Darting Association sponsored activity. Associate and honorary members shall be entitled to any benefit of the Greater San Diego Darting Association that participation in which is incumbent upon payment of dues or fees.

Section 2. Qualifications. Regular memberships in the Association shall be open to all darting enthusiasts who evidence an interest in the Association. Associate and honorary memberships shall be issued by the Board to such persons and at such times deemed appropriate.

Section 3. Admission. Applicants shall be admitted to membership on approval of majority of Directors present at any duly held meeting of directors at which a quorum, as defined in Article IV, Section 9 hereof, is present.

Section 4. Fees, Dues, and Assessments.

- (a) No fee shall be charged for making application for membership in the Association.
- (b) The annual regular membership dues payable to the Association shall be in such amount and payable at such times as may be determined from time to time by resolution of the Board.
- (c) Memberships are subject to assessments (sponsor and session fees). The Board shall fix the amount thereof from time to time, and make them payable at such times or intervals and on such notice and by such methods of collection as the Directors may prescribe.

Section 5. Transferability of Membership. Membership in the Association is nontransferable and nonassignable.

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Section 6. Suspension and Termination. Any member may be suspended for good cause from active participation in the affairs of the Association provided he is given notice of the proceedings against him and an opportunity to be heard in his own defense, and only after a hearing before the Board. Good cause means action or inaction detrimental to the Association.

Section 7. Membership Certificates. The Board shall provide for the issuance of certificates evidencing membership in the Association. Each such certificate shall state the calendar year for which it is valid and shall have printed on its face in clear type that the Association is non-profit. The form, size, and contents of the certificate in all other respects shall be fixed by resolution of the Board. Each certificate shall be signed by the President and by the Secretary. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore on such terms and subject to such conditions as the Board may determine.

ARTICLE III

Meetings of Members

Section 1. Annual Meetings. Meetings shall be held at least once annually at such time and place as the Board shall determine, except that said annual meeting shall not be later than December 31. At such annual meetings, Directors shall be elected, reports of the affairs of the Association shall be considered and any other business may be transacted which is within the powers of the members.

Section 2. Special Meetings. Special meetings of members shall be called by the President, or in his absence or inability to act, by the Vice President, and held at such time and place within or without the State of California as may be ordered by the Board or by not less than ten percent (10%) of the voting members of the Association.

Section 3. Notice. Written or printed notice of the time and place of meetings shall be delivered personally to each voting member or sent by United States mail or telegram at least seven (7) days prior to such meeting. If sent by mail or telegram, the notice shall be addressed to the member at his address as shown on the books of the Association and shall be deemed given at the time it is deposited in the mail or delivered to the telegraph office. The notice shall be given by the Secretary or other person designated by the President.

Section 4. Contents of Notice. Notice of meetings of members shall specify the place, the day, and the hours of the meeting, and in the case of special meetings, the general nature of the business to be transacted.

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Section 5. Voting Rights. Each regular member is entitled to one vote on each matter submitted to a vote of the members. Associate and honorary members are not entitled to vote on any matter. All voting shall be by ballot or hand count. Election of Directors shall be by ballot only.

Section 6. Cumulative and Fractional Voting. Cumulative and fractional voting shall not be authorized.

Section 7. Proxy Voting. Members entitled to vote shall not be permitted to vote by proxy.

Section 8. Voting by Mail. Any vote, excluding the election of Directors, may be conducted by mail in such a manner as the Board may determine.

Section 9. Quorum. The regular members present at any meeting of the general membership shall constitute a quorum.

Section 10. Conduct of Meetings.

- (a) Meetings of members shall be presided over by the President of the Association or, in his absence, by the Vice President or in the absence of both by the senior board member. The Secretary of the Association shall act as the Secretary of all meetings of members, provided that in this absence the presiding officer shall appoint another person to act as Secretary of the meeting.
- (b) Meetings shall be governed by “Robert’s Rules of Order” as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these By-Laws, with the Articles of incorporation of this Association or with the law.

ARTICLE IV

DIRECTORS

Section 1. Number. The Association shall have nine (9) Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of these By-Laws as provided in Article VIII, Section 1.

Section 2. Qualifications. Any regular member is eligible to be elected a Director of this Association, provided he has established residence in the County of San Diego.

Section 3. Elections. Directors shall be elected at an annual membership meeting. That meeting shall be at the end of the calendar year, each year. Candidates receiving the

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highest number of votes, up to the number of Directors to be elected, are elected. All Directors shall hold office until their respective successors are elected.

Section 4. Removal of Directors. The entire Board of Directors, or any individual Director, may be removed from the office at any time by the vote of a majority of the voting members of the Association. An individual member of the Board may be removed after two (2) consecutive unexcused absences on a vote of the majority of the remaining Directors (wording is “members” in my copy). If any or all Directors are so removed, new Directors may be elected at the same meeting and they shall hold office for the remainder of the term(s) of the removed Director(s) as per Article III, Sections 1 and 9.

Section 5. Vacancies. Vacancies in the Board shall exist (1) on the death, resignation, or removal of any Director; (2) whenever the number of Directors is authorized to increase; (3) on the failure of the members in any election to elect the full number of Directors.

Section 6. Filling Vacancies by Directors. Vacancies shall be filled by a majority of the remaining Directors, even if less than a quorum, as hereinafter defined, or by the sole remaining Director; for the remainder of the term of office.

Section 7. Reduction of Number. A reduction of the authorized number of Directors does not remove any Director prior to the expiration of his term of office.

Section 8. Meetings. The Board shall hold an organizational meeting once a year immediately following the annual meeting of the members. In addition, the Board shall hold regular meetings once a month of which notice is hereby waived. Article III, Sections 2, 3, and 4 provide the same for Directors. Any two (2) Directors may call special meetings.

Section 9. Quorum. Five (5) Directors shall constitute a quorum for the transaction of business.

Section 10. Non-liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

ARTICLE V

OFFICERS

Section 1. Number and Titles. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The Association may also have, at the discretion of the Board, other such officers as may be appointed by the Board. One (1) person may hold two (2) except those of President and Secretary.

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Section 2. Terms of Office. Terms of office for the appointed officers shall be the same as that for Directors, expiring not later than midnight, December 31.

Section 3. Removal. Any Officer appointed at the discretion of the Board may be removed whether with or without cause, by a majority of the Directors in office at the time.

Section 4. Vacancies. Vacancies of other than the four (4) principal officers may or may not be filled at the discretion of the Board.

Section 5. Duties of President. The President shall be the Chief Executive Officer of the Association and shall, in general, subject to the control of the Board, supervise and control all of the business and affairs of the Association. He shall perform all duties incident to his office and such other duties as may be required by law, the Articles of Incorporation, or these By-Laws, or which may be prescribed from time to time by the Board. He shall preside at all meetings of members and meetings of the Board.

Section 6. Duties of Vice President. The Vice President shall, in the absence or disability of the President, or in the event of his refusal to act, perform all of the duties of the President and when so acting shall have the powers of and be subject to the restrictions on the President. The Vice President also shall be responsible for all matters concerning **GSDDA** All-Star Teams.

Section 7. Duties of Secretary. The Secretary shall keep at the principal office of the Association or at such other place as the Board may order a book of the minutes of all meetings of the Directors and of the members, recording therein the time and place of the meetings, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, notice thereof given, the number of those present at Directors meetings, the number of members present at members meetings and the proceedings thereof. The Secretary shall also keep, where so directed, a membership book containing the name and address of each member. In general, perform all duties incident to the office of Secretary at the discretion of the Board.

Section 8. Duties of Treasurer. The Treasurer shall deposit all monies of the Association with such depositories as are designated by the Board, disburse such funds as ordered by the Board, and render to the Board and/or President on request statements of the financial condition of the Association. He shall also keep and maintain adequate and correct books of account, and shall keep such books open to inspection by any Director or member at all reasonable times. In general, perform all duties incident to the office of Treasurer, at the discretion of the Board.

ARTICLE VI

COMMITTEES

Section 1. Standing Committees. The Association shall have a standing committee of Rules and Protest, as shall be designated by the Board. The Board may appoint other committees as it deems necessary.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 2. Expenditures. All Association checks must be consigned by any two (2) of the following: President, Secretary, Treasurer, or **Administrative Director**.

Section 3. Construction. As used in these By-Laws:

- (a) The present tense includes the past and the future tenses, the future tense includes the present.
- (b) The masculine gender includes the feminine and neuter.
- (c) The singular number includes the plural and the plural includes the singular.
- (d) The word “shall” is mandatory and the word “may” is permissive.
- (e) The word “Directors” and “Board” means the Board of Directors.

ARTICLE VIII

AMENDMENTS, ADOPTIONS, REPEALS OF BY-LAWS

Section 1. These By-Laws may be amended, adopted or repealed by a majority vote of the Board of Directors, subject to the inherent right, under law, of the members to do the same.