

Freestyle Players Association

Bylaws

Article I Name

The name of the Association shall be the Freestyle Players Association, hereafter referred to as the FPA. The FPA is incorporated as a nonprofit corporation in the State of California.

Article II Administrative Location

The principle administrative location of the FPA shall be P.O. Box 910847, San Diego, CA 92191. The FPA may have other administrative locations either within or outside the State of California as the board of directors may designate or as the business of the FPA may require. Most FPA administrative tasks conducted by the FPA will be electronic utilizing the Internet.

Article III Purpose

The purpose for which the FPA is organized is to promote the growth of freestyle disc play as a lifetime recreation and a competitive sport on a national and international basis. To achieve this purpose, the FPA shall disseminate information to the membership, media, and general public. In addition, the FPA shall further the purposes mentioned by conducting professional and amateur freestyle flying disc events. Such events shall include, but not be limited to, competitions, festivals, demonstrations, and instructional programs. In furtherance of these main purposes, the following sub-purposes are set forth:

- A) To teach the sport of freestyle flying disc.
- B) To act as the official representative for FPA members and other freestyle flying disc players to other entities seeking to patronize or gain information on the sport.
- C) To foster and conduct international, national, state, regional and area freestyle flying disc competitions. For competitive play, the following three levels of representation are offered by the FPA:
 - 1. Sponsorship: For an FPA sponsored event, the FPA will provide formats and judging systems for competition as well as funds and marketing assistance for proper administration, player's packages, awards, and promotion of such events in exchange for the tournament director's agreement to abide by all the guidelines for sponsorship set up by the FPA.
 - 2. Sanctioning: For an FPA sanctioned event, the FPA will provide formats and judging systems for competition as well as a limited amount of marketing assistance for the proper administration and promotion of such events in exchange for the tournament director's agreement to abide by all the guidelines for sanctioning set up by the FPA.
 - 3. Accreditation: For an FPA accredited event, the FPA will provide formats and judging systems for competition in exchange for the tournament director's agreement to abide by all the guidelines for accreditation set up by the FPA.

D) To foster and facilitate freestyle disc demonstrations, shows, festivals, and amateur competitions.

E) To provide information on international, national, state, and area freestyle flying disc activities.

Article IV Assets

Section 1 In order to maintain funds necessary to carry out the purposes of the FPA, the FPA shall have the power to receive and hold money or other property for any of the purposes of the FPA, from whatever source derived.

Section 2 All funds of the FPA will be deposited in a checking and/or savings account determined by the board of directors.

Section 3 All checks drawn against the FPA's account shall be signed by the treasurer or by other such person or persons as the board of directors seem appropriate as set forth in the FPA spending policies.

Section 4 Leases and contracts may be signed by the President, Vice President, treasurer or such other person or persons as the board of directors may authorize.

Section 5 No loans will be contracted on behalf of the FPA. No evidences or indebtedness shall be issued in its name unless authorized by a resolution of the board of directors and determined to be in the best interests of the FPA.

Section 6 The fiscal year conducting business shall begin of January 1st and end on December 31st.

Article V Membership

Section 1 Qualifications for membership are:

- A) A desire to join the FPA, and
- B) To agree to uphold the bylaws of the FPA.

Section 2 The annual dues for new and renewing members are set by the board of directors with input and ratification by the membership.

Section 3 Types and levels of memberships are set by the board of directors with input and ratification by the membership.

Section 4 The FPA is a 501(c)(3) nonprofit organization committed to providing an environment that is free from discrimination or harassment in all FPA-related activities - including activities focused on education, competition, and marketing. Therefore, the FPA prohibits any member of the Freestyle Players Association or within FPA-sanctioned events (including tournament staff/volunteers, competitors, and education staff) from harassing and/or discriminating against any other member of FPA/freestyle/flying disc community because of that person's race, gender (including sexual harassment), sexual orientation, ethnicity or national origin, ancestry, religion, age, or disabled status.

Article VI The Board of Directors

Section 1 The board of directors shall consist of seven elected and up to four appointed members. The board conducts the regular business of the FPA. The order of business conducted by the board will be determined by FPA policy. All members of the board will maintain up-to-date memberships.

Section 2 Regular meetings of the board will be held at least quarterly or as decided by the ~~board~~ President or the Vice President.

Section 3 A quorum for conducting the business of the board will consist of not less than half of the total board members. Quorums are necessary only for issues that require voting as dictated by FPA policy.

Section 4 The elected directors of the FPA board of directors will be President, Vice President, Treasurer, Competition Director, Marketing Director, Membership Director and Education Director. The duties of the elected directors, and order of succession, are set by FPA policy.

Section 5 The remaining board members will be appointed by the President or the Vice President and approved by a majority of the board present. Duties of these appointed directors of the FPA board members will be decided by the President/Vice President in consultation with the board of directors. The duties of the appointed directors and members at large are set by FPA policy, and/or based on the needs of conducting FPA business.

Section 6 A board member who does not comply with their assigned responsibilities may be relieved of office by a majority vote at the next board meeting. Appointment of a replacement due to discipline or resignation will be made by the President or the Vice President with the approval of a majority of the board present.

Article VI Elections

Section 1 Directors will be elected for a term of 3 years to serve from the time of installation at the start of the fiscal year after the election to the time of installation of the succeeding directors the following term. Directors may succeed themselves.

A) The authorized directors shall be divided into three groups as nearly equal in number as possible, designated as Group I, Group II, and Group III as follows:

1. Group I shall consist of the Competition Director and the Education Director having an initial term of office of one (1) year;
2. Group II shall consist of the Vice President, the Marketing Director and the Treasurer having an initial term of office of two (2) years; and
3. Group III shall consist of the President and the Membership Director having an initial term of office of three years.

B) The directors in each group shall hold office until their respective initial terms have expired. Thereafter, each year the membership shall elect a number of directors to the number of directors whose terms have expired, for a full term of three (3) years. Each director shall serve for a term of three (3) years from the date of expiration of the term of the director to whose office he or she succeeds or until the occurrence of one of the events specified in Article VI Section 6 of these bylaws, whichever first occurs. Any director elected to succeed a director who leaves or is removed from office for any reason prior to expiration of his or her term shall serve the

balance of that term. Directors may be elected to any regular or special meeting of the directors duly called and held. Directors may serve an unlimited number of successive terms.

Section 2 Nominations will be received in the year of an election no later than the first weekend of October. Nominations that are accepted will then be published through the FPA website and FPA membership email list. Procedures for nominations will be determined by FPA policy. If necessary, deadlines can be extended as decided by vote of the FPA Board of Directors.

Section 3 The elections will occur after November 1st and before November 30th. Ballots will be accessible through on-line voting or email voting. If necessary, deadlines can be extended as decided by vote of the FPA Board of Directors

Section 4 Election results will be posted on the FPA website or through the FPA membership email list after the election, no later than December 15th.

Section 5 After assuming office, all pertinent materials will be turned over to the new Director. The past Director may be asked to advise and provide transitional assistance at the discretion of the President or the Vice President.

Article VIII Meetings

Section 1 Regular meetings of the board of directors will be determined by the board per Article VI, Section 2.

Section 2 A full membership meeting of the FPA shall be held annually at times during the year when large numbers of the FPA members are present for either a tournament, other event or through an online meeting. Notice of such meetings will be communicated in advance via email and/or on the FPA web-site.

Emergency meetings of the full membership, if required, may be called without prior notice by a 2/3 majority vote of the full board.

Section 3 Not less than 10% of FPA members shall constitute a quorum for full membership meetings. A majority vote of the members present shall be required for the adoption of a resolution.

Section 4 Not less than one half of the Directors of the board of directors shall constitute a quorum for the transaction of FPA business. Resolutions shall be upon approval by the majority of the quorum present.

Section 5 Votes by proxy and written resolutions adopting particular positions will be accepted at all meetings and will be recorded in the minutes of those meetings.

Section 6 Rules of procedure for meetings shall be determined by the President or the Vice President or another member of the board charged by the President or Vice President with the task of governing the meeting. In the event the foregoing procedure fails at any point; the FPA shall be governed by "Robert's Rules of Order Newly Revised".

Article IX Amendments

These bylaws may be amended or revised by an affirmative vote of two thirds of all members present at a full membership meeting or through on-line voting. Proposed

REVISED: 2021 November

amendments and revisions will be provided to members at least fourteen days prior to the closing of voting.

Article X Termination and Suspension of Membership

Section 1 Causes of Termination: A membership shall terminate on occurrence of any of the following events:

- A) Resignation of a member, on reasonable notice to the FPA Board of Directors;
- B) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- C) Failure of a member to pay dues, fees, or assessments as set by the board within 2 months after they become due and payable;
- D) Expulsion of the member under Article X Section 3 of these bylaws, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the organization, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the organization.

Section 2 Suspension of Membership: A member may be suspended, under Article X Section 3 of these bylaws, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the organization's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the organization.

Section 3 Procedure for Expulsion or Suspension: If grounds appear to exist for expulsion or suspension of a member under Article X Section 1 and Section 2 of these bylaws, the procedure set forth below shall be followed:

- A) The member shall be given 15 days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Notice by email should receive a confirmation receipt of having been received and read by the recipient.
- B) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the expulsion or suspension should take place.
- C) The board, committee, or person shall decide whether or not the member should be expelled, suspended, or sanctioned in some other way. The decision of the board, committee or person shall be final.
- D) Any action challenging an expulsion, suspension, or termination of membership, including any claims alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

Article XI Dissolution

Should the FPA be dissolved, all material possessions of the organization shall be distributed to a nonprofit fund, foundation or corporation meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, (or corresponding provisions of any later federal tax laws).