

Bylaws of **The Cleveland Darter Club**

Approved by the Board of Directors on July 10, 2011
Approved by the General Membership on September 6, 2011

Article I. Name

Section 1.01 The name of the organization shall be "The Cleveland Darter Club" hereinafter referred to as the "CDC," a non-profit organization incorporated within the State of Ohio.

Article II. Objectives

Section 2.01 The objectives of the CDC shall be to promote the sport of competitive darts by organizing tournaments, leagues and associated events in accordance with published guidelines

Article III. Definitions

Section 3.01 Whenever the initials "B.O.D." are used, they shall mean the Board of Directors of the CDC.

Section 3.02 Whenever the term "in good standing" is used, it shall refer to an individual CDC member who has met all criteria in these Articles.

Section 3.03 Whenever term "seated" is used it shall refer to the total number of BOD members.

Section 3.04 CDC Governing Documents shall refer to the CDC Bylaws, League Rules, Summary of Job Descriptions and Responsibilities, and any other written policies governing committees, Standing Committees, Club Officers, the League Manager, and any other individual (paid or volunteer) who is entrusted with certain responsibilities affecting the CDC.

Section 3.05 Whenever the term "reasonable" is used it shall refer to being suitable under the circumstances; neither immoderate nor excessive.

Section 3.06 A "poll" is a reasonable attempt to offer all eligible individuals the opportunity to vote on a motion or issue.

Section 3.07 "Board Approval" shall be defined as approval by the majority of the BOD members in attendance at a meeting, or a majority of the seated BOD polled individually.

Section 3.08 The term "Affiliate Member" refers to a non-voting institution, and does not convey the same rights as an Individual Member.

Section 3.09 A "quorum" is the minimum number of BOD members that must be present at a BOD meeting in order to conduct business or take action.

Section 3.10 The term "General Membership" shall encompass all Members and all Affiliate Members in good standing.

Section 3.11 Whenever Membership privileges are “Restricted” they shall be limited as specified by the BOD and for a specific time. A restricted member may hold a board seat but may not seek a board seat through election or appointment.

Section 3.12 “Membership Year” shall be the period beginning September 1 and ending August 31 of the following year

Section 3.13 “Term of Appointment” shall be the period of appointment for all appointed positions and shall, unless specifically provided for otherwise in these bylaws, run from the period beginning on the date of appointment and ending upon the calling to order of the June BOD meeting.

(a) The term of appointment for the All-Star Chairperson shall end on December 31.

(b) The term of appointment for the Hall of Fame Chairperson shall end upon the calling to order of the BOD Meeting of the month following the Hall of Fame Tournament and Induction Ceremony, or if later, when a final accounting of the Hall of Fame Tournament and Induction Ceremony is presented to and approved by the Board of Directors. The term shall begin at any reasonable time following the prior year’s Hall of Fame event.

Section 3.14 Should an issue arise that is not clearly delineated by these bylaws, such issue shall be resolved through the implementation of the provisions of the Ohio Revised Code, Chapter 1702 “non-profit corporations” as a primary reference. Secondary references may also be referenced, as determined by the BOD.

Article IV. Powers of Administration

Section 4.01 The Membership is the highest authority of the CDC and shall meet at least once each year.

Section 4.02 Between the General Membership Meetings, the highest authority shall be the BOD, which shall meet at least once each month.

Section 4.03 Between BOD meetings the administrative authority of the CDC shall be vested in the President of the CDC, subject to the approval of the BOD.

Article V. Membership

Section 5.01 Membership is open to any individual who has an interest in darts as a sport.

Section 5.02 Prospective members must submit a completed CDC Annual Membership Application and pay the annual fee.

Section 5.03 All memberships are subject to approval by the BOD.

Section 5.04 A membership may be terminated or restricted by a majority vote of the BOD if such member creates disharmony or behaves in a manner which is disruptive to order and discipline. The BOD decision in such a matter may be appealed by the Member concerned to an Arbitration Committee comprised of at least five (5) CDC non-BOD members drawn by lot. Such appeals must be in writing and have been received by the Recording Secretary no later than seven (7) days after notification of the BOD’s ruling. On receiving an appeal, said Member will be granted the rights of membership until the arbitration meeting and notice shall be sent to the Arbitration Committee within twenty-

one (21) days after receipt of the appeal. The meeting must take place within thirty (30) days after receipt of the appeal. No further appeals will be accepted.

Section 5.05 The CDC shall maintain a permanent file of Members restricted or barred from CDC Membership, BOD, Office, or team captain positions. This file shall be for verification purposes by the League Manager, President, and other BOD members or Committee Chairs as necessary. Members wishing to review this file will have to submit to the President in writing their reasons for review. The CDC President or BOD will rule on the request.

Section 5.06 The CDC shall maintain a permanent record of those individuals who have been awarded a "Lifetime Membership" and/or have been inducted into The Cleveland Darter Hall of Fame. These individuals will have their annual membership fees waived; however, a completed Annual Membership Form will still need to be filled out and submitted each year.

Article VI. Fees

Section 6.01 All fees shall be established by the BOD. This shall include Membership fees, League Registration fees, and League Weekly fees.

Section 6.02 Membership fees will be applicable for the period of September 1 of any year, through August 31 of the following year. Memberships will not be prorated and shall expire August 31st of each year. Special promotional discounts on membership fees may be offered if approved by the BOD.

Section 6.03 Yearly Membership fees may be reimbursed for any CDC Member who actively engages his duties as a member of the BOD. Reimbursement shall be by request after completing six (6) months on the BOD. The membership period for board members shall not expire until the fulfillment of their term.

Article VII. The Board of Directors

Section 7.01 To be eligible for election to the BOD, an interested party must be a member in Good Standing, be readily available by phone and be bondable. Contracted full or part-time employees or paid consultants are not eligible to sit on the BOD, nor are their immediate family members. To retain their seat on the BOD or as Committee Chairperson, BOD members, Officers or committee chairpersons of other dart organizations may be subject to review for purposes of determining whether a conflict exists between their positions with such other dart organizations and the interests of the CDC.

Section 7.02 The BOD shall consist of up to nine (9) Members elected by vote of the CDC Membership.

Section 7.03 The hierarchy of the BOD shall be composed of the President, Vice-President, Recording Secretary, Treasurer, and up to five (5) additional Members.

Section 7.04 Each odd-numbered year up to five (5) Members will be elected to the BOD for two (2) year terms, commencing with the June BOD meeting of the year they are elected. Each even-numbered year, up to four (4) Members will be elected to the BOD for two (2) year terms, commencing with the June BOD meeting of the year they are elected.

Section 7.05 Except in case of emergency, participation in the June BOD meeting is mandatory for BOD members. The BOD members will, at the June BOD meeting, elect a CDC President from their midst for a one (1) year term. All BOD members must vote for President either in person, or in the case of an emergency, by phone or written proxy.

Section 7.06 The BOD will then elect the following officers for a one (1) year term: Vice-President, Recording Secretary, and Treasurer.

Section 7.07 If, in the election of the above named positions with the exception of the President, there is no one nominated for or volunteering for those positions, the President will choose one of the BOD members to fill the position.

Section 7.08 If a BOD vacancy occurs between elections, the President may, with the approval of the majority of the seated BOD Members, appoint a Member to fill the position until the next Board is seated.

Section 7.09 If the President fails to fill a vacancy within one month, any BOD member may submit names for consideration at that time.

Section 7.10 A BOD Member automatically resigns when, he/she fails to attend two (2) consecutive BOD Meetings without just cause as determined by secret ballot of the BOD, or has three (3) unexcused absences in one BOD year (June BOD meeting to the next BOD meeting). Except in emergencies, a BOD Member must inform the President or current BOD Chairperson, two (2) days, in advance if they are going to miss a meeting to be considered for an excused absence. A member resigning from the BOD, for any reason, shall be ineligible to hold or run for office for a period of three (3) years after such resignation. A person may appeal to the BOD, in writing, asking for permission to be eligible to run for the BOD before their three (3) year period expires. To pass, the appeal needs a two-thirds majority of the seated BOD Members.

Section 7.11 BOD Members will not be paid for performing BOD functions, except for the reimbursement of their membership fees, as detailed in Article VI, Section 3.

Section 7.12 An individual will be ineligible for election or appointment to the Board of Directors if said individual or their immediate family members (parents, children, spouses or siblings) own (or have a significant financial interest in) an establishment that is also an Affiliate Member of the CDC. Exceptions to this provision can be made if approved by 2/3 of the seated board.

Section 7.13 BOD Members and their immediate family members (parents, children, spouses or siblings) are ineligible to hold, bid on, or otherwise apply for any employment or contracted position with the CDC if said position offers compensation in an amount that would exceed \$600 over a 12-month period, as determined by the Board of Directors. Exceptions to this provision can be made if approved by 2/3 of the seated board.

Article VIII. Meetings

Section 8.01 Monthly BOD Meetings

- (a) The BOD shall meet on the first Sunday of each month at a time, date and location, as determined by the President, and must be published at least seven (7) days prior to the meeting to allow all Members to attend. Meetings may be scheduled on days other than the first Sunday of the month only in the cases of scheduling conflicts or other circumstances requiring an alternate date, as determined by the President. Reasonable attempts to announce changes of time, date or location must be made.**
- (b) Four (4) BOD Members in attendance will constitute a quorum.**
- (c) In the absence of the President, the meeting will be chaired by the Vice-President, Recording Secretary or Treasurer, in that order.**
- (d) BOD Members and Committee Chairpersons should submit written reports three days in advance of BOD meetings in order to have their reports reviewed for discussion. All matters to be discussed must be submitted to the Recording Secretary no less than 24 hours prior to the meeting time in order to be included on the agenda.**
- (e) All reports presented at a BOD Meeting shall be subject to discussion and be entered into the BOD Minutes. Each issue in the report which requires BOD approval shall be voted on separately.**
- (f) BOD Meetings shall be open to any current CDC Member and their guest.**

Section 8.02 Special Board of Directors Meetings

- (a) Special BOD Meetings may be called by a majority of the seated board. A reasonable attempt must be made to contact all BOD members.**
- (b) All parties expected to participate in the special BOD meeting must be informed of the agenda at least 24 hours prior to the start of the meeting.**
- (c) Only issues presented on the written agenda at that time will be discussed.**

Section 8.03 General Membership Meetings

- (a) A General Membership Meeting must occur at least once each Membership Year.**
- (b) Four (4) BOD members in attendance shall constitute a quorum.**
- (c) All unfinished business from the previous General Membership Meeting, all BOD activity subsequent to that meeting, and all proposed actions by the BOD shall be open for discussion. The Membership may, with a majority vote of those present, accept or override any business presented.**
- (d) BOD members shall not be disenfranchised from voting in matters to be determined by the General Membership.**

Section 8.04 Special General Membership Meetings

- (a) Special General Membership Meetings may be called for by any Member of the CDC for a special purpose only. The specific purpose must be in writing and**

witnessed by the signatures of at least one hundred (100) Members in good standing or ten percent (10%) of the current Membership; whichever is less. Twenty-five percent (25%) of those requesting the meeting must be in attendance. Membership numbers must accompany each signature. No other business will be discussed at such a meeting. The BOD must announce the time, date and location for such a meeting at its next regularly scheduled BOD meeting and hold the meeting within thirty (30) days of that BOD meeting.

Section 8.05 Agenda

- (a) All meetings shall follow the General Agenda given below. The priority of business may be changed by a two-thirds (2/3) majority vote of the BOD members present.**
 - (i) Roll Call of Officers**
 - (ii) Reading of the previous minutes**
 - (iii) President's Report**
 - (iv) Financial Report**
 - (v) Committee Reports**
 - (vi) Communications**
 - (vii) Unfinished Business**
 - (viii) New Business**
 - (ix) Adjournment**
- (b) Intoxicants may not be consumed by any BOD member or Committee Chair during any BOD meeting, General Membership Meeting or Special Meeting**

Article IX. Committees

Section 9.01 Standing Committees

- (a) The President shall appoint Standing Committee Chairpersons subject to approval by a majority vote of the BOD**
 - (i) Leagues. Leagues will be managed by the League Manager, which may be a paid employee or consultant.**
 - (ii) Tournament Trails. Tournament Trails will be managed by the Trails Chairperson.**
 - (iii) All-Star Committee. The All-Star Committee will be chaired by the All-Star Committee Chairperson.**
 - (iv) ADO Representative.**
- (b) All Standing Committee Chairpersons shall serve a term expiring at the June BOD meeting, except as provided for in Section 3.13 Appointment of a new All-Star Chair may occur as soon as possible following the Annual Quad City Challenge of the previous year.**

- (c) All Standing Committees shall have voting rights at the BOD meetings on matters directly related to their committees/positions.
- (d) All Standing Committees are under BOD regulation.

Section 9.02 Other Committees and Positions

- (a) The President shall appoint the following individuals to chair the following committees:
 - (i) Grievances, League Rules and Sanctioning
 - (ii) Inventory & Engineering
 - (iii) Extravaganza
 - (iv) Hall of Fame
 - (v) Public Relations and Communications
 - (vi) Information Technologies
 - (vii) Strategic Development
- (b) The Chairperson for the Public Relations and Communications Committee will appoint individuals to the following positions:
 - (i) Event Scheduling Coordinator
 - (ii) Social Events and Fundraiser Coordinator
 - (iii) Social Media Director (Website, Forum, Facebook, Twitter, Newsprint, etc.)
- (c) The Chairperson to the Information Technologies Committee will appoint individuals to the following positions:
 - (i) Database Manager
 - (ii) Web Page Administrator
- (d) All other committee chairpersons and positions identified within this section shall serve a term expiring at the June BOD meeting except as provided for in Section 3.13. Appointment of a new Hall of Fame chair may occur as soon as possible following the Annual Hall of Fame Tournament and Induction Ceremony.
- (e) All other committee chairpersons and positions identified within this section shall have voting rights at the BOD meetings on matters directly related to their committees/positions.
- (f) All other committees and positions identified within this section are under BOD regulation.

Section 9.03 Special and Temporary Committees and Positions

- (a) The President may establish temporary committees or positions at his/her discretion as needed.

- (b) Chairpersons of temporary or special committees or positions shall serve a term expiring at the June BOD meeting, or at an earlier date if specified by the President at the time of the appointment.

Section 9.04 Officers and Chairpersons

- (a) All Leagues, Standing Committees, Committees, Club Officers and full- and part-time employees and consultants shall be governed by written policies kept and maintained by the Recording Secretary.
- (b) Each committee shall determine its quorum and agenda individually, shall maintain, update and revise as necessary its governing documents and make timely reports to the BOD on each relevant issue within its scope. All members of a committee shall be given adequate advance notification of meetings and shall be informed of committee decisions prior to those decisions being presented to the BOD. These documents shall include the size, composition, and agenda of the committee and any fees, possible paybacks, or other such pertinent data needed to define and regulate said committee.
- (c) Decisions regarding the application or interpretation of sections within the CDC governing documents shall be made by the BOD member or committee chairperson responsible for that area. These decisions may be overturned by a majority vote of the seated BOD.
- (d) Chairpersons shall be prepared to answer questions relating to their committees at General Membership Meetings.
- (e) Only written minority views from within a committee shall be accepted at BOD meetings.

Section 9.05 Recall

- (a) A chairperson may be removed from that position for failure to perform their assigned duties or for non-compliance with CDC governing documents.
- (b) Removal of a Standing Committee chairperson requires a two-thirds (2/3) majority vote of the seated BOD.
- (c) Removal of other committee chairpersons or positions requires a majority vote of the BOD members in attendance.
- (d) Any chairperson or other position recalled by the BOD may appeal the recall to the General Membership. Such appeals must be in writing and be received by the Recording Secretary no later than fifteen (15) days after notification of the recall ruling. This appeal to the General Membership shall be made at the next General Membership meeting. The decision by the General Membership at this meeting is final.
- (e) A 3-signature petition of Members in good standing, or a petition signed by a majority of the CDC Members affected by a specific chairperson shall also institute recall proceedings. If the chairperson cited in a petition is not recalled by the BOD, a special General Membership Meeting shall be called. Twenty-five percent (25%) of those signing the petition or one-hundred (100) Members shall constitute a quorum. To pass, the recall needs a two-thirds (2/3) majority vote of those CDC

Members present at the recall meeting. The decision by the General Membership at this meeting is final.

- (f) Recall vote shall be done by secret ballot.**

Article X. Elections

Section 10.01 General Elections

- (a) To be eligible for election to the BOD, an interested party must be a Member in good standing, be bondable, and have completed the required resume for publication to the electorate.**
- (b) Contracted full time or part time employees of the CDC are not eligible to sit on the BOD, nor are their immediate family members eligible. For purposes of this subsection, "full time or part time employees of the CDC" shall also include paid consultants doing significant work for the CDC.**
- (c) Board members, officers, or committee chairpersons of other dart organizations may be subject to review for purposes of determining whether a conflict of interest exists between their position with such other dart organizations and the interests of the CDC.**
- (d) In the event fewer nominations are received than the number of opening Board seats, all individuals properly submitting a nomination form and resume will be considered for BOD membership, without an election of the General Membership, with approval of the currently seated BOD.**
- (e) In the event the provision in Section 10.01(d) creates a conflict with Section 7.04, one or more newly-elected BOD members will be asked to voluntarily reduce their BOD term to one year. If necessary, a random draw will be conducted to determine which newly elected BOD member will serve a one-year term (instead of the normal 2-year term).**

Section 10.02 Election of Officers

- (a) A majority of votes cast, not including abstentions, shall determine the winner.**
- (b) If no nominee receives a majority, the lowest vote getter will be eliminated and another vote taken. This procedure is repeated until only two nominees are left and one finally receives a majority of the votes.**
- (c) The winner of any runoff still tied after three votes shall be determined by lot.**

Article XI. Bylaws Changes

Section 11.01 These bylaws shall be amended in conformity with the following procedure only:

- (a) An amendment to these bylaws shall be presented to the Recording Secretary and shall be reported on by the Recording Secretary at the next BOD meeting, together with the Recording Secretary's recommendations.**

- (b) This amendment may be passed by two-thirds (2/3) majority of the seated board. If passed, this change will be in effect until voted upon by the General Membership.
- (c) Changes in the bylaws will be reported to the Membership in the most convenient method and will be voted on at the next General Membership meeting.
- (d) Article XIII, Section 3 cannot be amended without prior approval of the General Membership.
- (e) A proposed amendment to the CDC Bylaws made from the floor at a General Membership meeting must be approved by a simple majority vote of approval from the Membership at the next General Membership meeting.

Article XII. Contracts & Agreements

The BOD shall have the sole authority to enter into contracts and agreements in the name of the CDC. Such contracts or agreements must bear the signature of the president, or if the presidency is vacant, that of the vice-president.

Article XIII. Expenses

Section 13.01 Any Member, under the direction of the BOD, is to be reimbursed for all legitimate expenses incurred in the name of the CDC.

Section 13.02 All expenses not within a committee's approved budget, must be approved by the BOD. Any expense not approved must be refunded to The CDC prior to the next meeting.

Section 13.03 The President or BOD will not make any purchase nor enter into any agreement whose expenditure would exceed Four-thousand dollars (\$4,000.00) or incur an additional budgeted expense in excess of six-hundred dollars (\$600.00) per month without first having the approval of a majority of the Members at a General Membership meeting or a poll of the Membership for that specific purpose. This section shall not apply to expenditures describe in, and in conformity with Section 13.05.

Section 13.04 All committees must present their budgets at the special budget meeting that will be held in September (or earlier). The only exception to this rule will be for the All-Star team, which will be required to present its budget as soon as possible following the previous all-star competition (e.g., Quad City Challenge).

Section 13.05 Standing Committees will be permitted to spend in excess of four thousand dollars (\$4,000.00) for their annually budgeted expenses as presented and accepted at two consecutive BOD meetings.

Section 13.06 All checks issued by the CDC must be co-signed by two of the authorized BOD members, and must be approved at the next BOD meeting.

Section 13.07 All signatures for the checking and savings accounts shall be bonded.

Article XIV. Recall

Section 14.01 A motion to recall a board member may be made at a monthly BOD meeting.

- (a) A board member can be recalled by two-thirds (2/3) majority vote of the seated board.

- (b) A recall may be appealed to the General Membership. Such appeals must be in writing and be received by the Recording Secretary no later than fifteen (15) days after the BOD's recall ruling. This appeal to the General Membership shall be made at the next regularly scheduled General Membership meeting. The decision by the General Membership at this meeting is final.
- (c) Any BOD member whose recall is upheld or not appealed will not be eligible for the BOD for a period of three (3) years from the date of the recall.
- (d) Recall vote shall be done by secret ballot.
- (e) Should the President be recalled and appeal his/her case, his/her duties shall be assumed by the Vice-President until a final determination is made.
- (f) For any other elected office the President shall, with the approval of the BOD, appoint an interim functionary until a final determination is made.
- (g) Officers of the BOD may be recalled as officers, but be allowed to remain on the BOD.
- (h) The BOD member cited in the recall motion shall not preside at the recall meeting nor chair that portion of a monthly meeting when the recall motion is discussed or voted on. The cited BOD member shall retain all rights as a BOD member, including the right to vote, during these proceedings.

Section 14.02 A motion to recall a board member may also be made at a special General Membership meeting. A thirty (30) signature portion of Members in good standing will institute a recall motion. A special General Membership meeting will be called within two weeks of receipt of a validated recall petition. Two-thirds (2/3) of those signing the petition must attend the recall meeting. To pass, the recall needs a two-thirds (2/3) majority vote of those present at the recall meeting. The decision by the General Membership at this meeting is final.

Article XV. Policy

Section 15.01 Changes in policy, as approved by a majority vote of the BOD, will be announced to the General Membership in the next official communication.

Section 15.02 It is the responsibility of all CDC Members to read announcements issued by the CDC.

Section 15.03 Only numbered and dated CDC forms shall be used to conduct business. All new forms, guidelines, rules or changes thereto must be approved by the BOD.

Section 15.04 While acting in their official capacity, the CDC BOD, Officers, and Members shall not be liable to the Members of the Club for the negligence or actions of others.

Article XVI. Code of Conduct & Obligations of the Board of Directors

Section 16.01 It shall be the obligation of the CDC Board of Directors:

- (a) To conduct themselves at all times so as not to bring reproach upon the CDC BOD, or the CDC as a whole.
- (b) To respect the honor and integrity of all Members, expecting to be held to a higher standard.

- (c) To be especially aware of their actions or utterances in or around the sport of darts.
- (d) To not use the name, mailing list, or official insignia of the CDC for other than strictly Club purposes, without the authorization of the majority of the seated board.
- (e) To not use the name, mailing list or official insignia of the CDC for the purposes of endorsing candidates for public office or political issues.
- (f) To not disturb any funds, monies, items or articles in their keeping and belonging to the CDC, without the written authorization of BOD.
- (g) To answer all questions relating to the CDC in a diplomatic manner. If he or she does not know the answer, they are to direct and assist the questioner in acquiring the information.

Section 16.02 In the event that a board member makes a complaint against another CDC member or board member, the same shall first present that complaint to that Member or the CDC board.

Article XVII. Governing Documents

Section 17.01 Modification & Revision

- (a) The CDC League Rules and written policies governing Standing Committees, Committees, Club officers, employees and paid consultants, henceforth referred to as CDC Governing Documents, shall be amended in conformity with the following procedures only:
- (b) Proposed amendments to the governing documents shall be presented to the appropriate governing committee. Said committee, having had at least fifteen (15) days to consider the proposed amendment, shall report its recommendation to the BOD at its next scheduled meeting.
- (c) Proposed amendments to these governing documents shall be passed with committee approval and a majority vote of the BOD in attendance.
- (d) Any proposed amendment to governing documents not receiving appropriate committee recommendation shall be passed by a two-thirds (2/3) majority vote of the seated board.
- (e) Changes in League rules shall become effective at the beginning of the next session.
- (f) A reasonable attempt shall be made to notify all affected parties in a timely manner of amendments to written policies other than bylaws or league rules.
- (g) It is the responsibility of CDC members to read and acquaint themselves with the written policies and announcements governing participation in Club activities

Article XVIII. Dissolution.

Section 18.01 In the event of dissolution of the CDC, all assets (after payment of all liabilities and other obligations of the CDC) shall be distributed to a nonprofit, charitable organization, as defined by the Internal Revenue Code. In no event shall any of the CDC's assets be distributed to any members or private individuals.

Section 18.02 A decision to dissolve the CDC must first be approved by at least 2/3 vote of the seated Board, and then approved by a majority of the Members at a General Membership Meeting.

Section 18.03 The process of dissolution shall be determined at a special “Dissolution Meeting,” the timing and procedures of which shall be governed by the President.

Section 18.04 Notice is to be given to the General Membership at least fifteen (15) days prior to the dissolution meeting.

Approved by the Board of Directors on July 10, 2011
Approved by the General Membership on September 6, 2011