

## Constitution and Bylaws of the Omaha Metro Disc Golf Association

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### **Name and Objective**

#### **Section 1**

The name of the organization shall be the Omaha Metro Disc Golf Association (OMDGA). The OMDGA will be comprised of a membership of disc sports enthusiasts and headed by a Board of Directors (as defined in Article IV, Section 1).

#### **Section 2**

A. To educate, promote, and develop disc golf and disc related sports activities in the Omaha area and the State of Nebraska via activities such as social fundraising events, community services, and park maintenance.

B. To conduct sanctioned tournaments under the rules of the Professional Disc Golf Association (PDGA).

C. To sanction tournaments, leagues, and disc related sports activities in the Omaha area.

D. To support smaller community courses outside the limits of Omaha with events, course work, and cleanups.

E. To encourage and foster sportsmanlike competition, fair play, and etiquette in the promotion of disc golf and disc sports.

#### **Section 3**

The OMDGA shall be conducted or operated as a non-profit corporation and no part of any profits or remainder from dues, donations, and sanctioned events to the OMDGA shall benefit any individual member.

#### **Section 4**

The Board of Directors (BOD) and members of the OMDGA shall adopt and may, from time to time, revise such bylaws as required to carry out these articles.

### **Section 5**

The highest amount of indebtedness or liability to which the OMDGA cash balance is on hand in the treasury shall be available at any given time.

### **Section 6**

The private property of the members of the OMDGA shall not be subject to the payment of OMDGA debts, nor shall its members be subject to assessment other than annual membership dues.

## **Article I. Membership**

**Section 1. Types of Membership.** There shall be three types of membership open to all persons interested and who subscribe to the purposes and objectives of the OMDGA. All members shall receive proof of membership, announcements, and club privileges.

- A. Single: Open to individuals, 18 years of age or over. They have a vote and may hold office.
- B. Lifetime: Does not pay dues, receive all benefits, including voting privileges. Lifetime status is received from a one-time payment decided on by the BOD
- C. Junior: Open to individuals 17 years of age and younger. Juniors may not vote or hold office. Membership offered at a discounted rate.

**Section 2. Dues.** Dues are payable during that calendar year; No member may vote nor serve on the BOD whose dues are not paid for the current membership period. Members may be notified annually of membership status.

**Section 3. Membership Information.** Each member shall fill out a form approved by the BOD. The form shall provide that the member agrees to abide by the OMDGA Constitution and Bylaws and the Rules of the PDGA. The membership form shall include but not be limited to the name, address, city, zip, phone number, E-mail, membership type, birth date (if master's status is requested), membership expiration date, and signature of member. In addition, forms will include a space for receipt of money, initials of member receiving the money, and date of receipt. All membership forms are to be filed with a member currently on the BOD.

### **Section 4. Termination of Membership.**

Membership in the OMDGA may be terminated by the following:

- A. Resignation. Any member in good standing may resign from the club upon written notice to any BOD member. No member may resign when in debt to the club.
- B. Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain after March 31st of the following year. Persons with lapsed membership status may not vote at any club meeting nor receive any club privileges.

C. Expulsion. A membership may be terminated by expulsion as provided in Article VIII, Section 4 of this Constitution and Bylaws. Paid dues are not refundable.

## Article II. Club Meetings

### **Section 1. Meeting Location, Frequency, and Voting.**

Monthly meetings of the OMDGA shall be held in the Omaha area. Notice of the monthly meetings shall be posted, and/or printed in the club newsletter, and/or website and the Facebook group at least two weeks in advance of date with a planned agenda for meeting. Topics not posted two weeks in advance shall be tabled until the next meeting. Participation is encouraged with online discussion. To enact club initiatives, a quorum of 4/5 of the BOD must be present. A hand vote will be taken with a majority necessary for passage. Should a tie vote occur with BOD, members present will be included in revote.

**Section 2. Order of Business.** At meetings of the OMDGA, the order of business, so far as the character and nature of the meeting may permit, shall be as follows: listing of those present, additions to agenda, minutes of the last monthly meeting, BOD reports (President, Treasurer, Vice President, Secretary, At Large), calendar and upcoming events, unfinished business, new business, adjournment.

**Section 3. Annual Spring Meeting (ASM).** The ASM shall be held during the month of March in the Omaha area. Notice of the ASM shall be posted and/or printed in the club newsletter, and/or website, and/or Facebook Group at least one month in advance of date. Purpose of the ASM shall include but not be limited to the election of the BOD and review of financial status.

**Section 4. Special Meetings of the Club or BOD.** Any member of the BOD upon receipt of a written request by at least three members of the OMDGA may call a Special Meeting of the Club or BOD. Special Meetings shall be held in the greater Omaha area and at such hour and place as may be designated by persons authorized to call such meeting. Written notice of the Special Meeting shall be made public online at least one week prior to the requested date of the meeting. Notice shall state the purpose of the meeting. A quorum for Special Meetings shall be a simple majority of the BOD.

**Section 5. Veto of Board decision.** Members in good standing may veto a decision made by the board with 2/3 of members signing a veto request and presenting it at a special meeting.

#### Article III. Constitutional Amendments

**Section 1. Proposed Amendments.** Amendments to the Constitution and Bylaws may be proposed by the BOD or by written petition addressed to the secretary signed by 33% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the BOD and must be submitted to the members with recommendations of the BOD by the secretary for a vote within three months of the date when the petition was received.

**Section 2. Voting.** Adapted Constitution and Bylaws may be amended by a 2/3 vote of the members present. Voting will take place at a Special Meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and made known to each member at least three weeks prior to the date of the meeting. Absentee ballots may be returned by date indicated to current BOD secretary.

#### Article IV. Board of Directors

**Section 1. Definition of Board of Directors.** The BOD shall be comprised of at least five members elected by ballot at the Annual Spring Meeting. Terms of elected BOD members shall be two years. BOD members will include President, Vice President, Treasurer, Secretary and one At Large Member. (will take effect after 2019 ASM)

#### **Section 2. Individual Duties and Primary Responsibilities.**

A. *President.* The President shall be the principal executive officer of the OMDGA and, subject to the control of the BOD, shall, in general, supervise and control all of the business and affairs of the OMDGA. They shall, when present, preside at meetings of the Board. They shall sign, with the Secretary, or any other proper officer of the OMDGA thereunto authorized by the BOD, any deeds, mortgages, bonds, contracts, or other instruments which the BOD has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the BOD or by these bylaws to some other officer or agent of the OMDGA or shall be required by law to be otherwise signed or executed; and in general they shall perform all duties incident to the office of President and such other duties as they may be prescribed by the BOD from time to time.

B. *Vice President.* The Vice President will take powers of the president in the absence or inability to act by the president. Vice President will assist with events and membership drives. Provide assistance in contacting members for quorums or special meetings. Administrate and appoint a co-administrator of the online communities. The Vice President shall fill the role of Sergeant of Arms and mediate agendas and discussions as needed.

C. *Treasurer.* Collect and receive all money due or belonging to the club. The Treasurer shall deposit the same in a bank satisfactory to the BOD in the name of the OMDGA, and shall disburse payments by cash, check, or PayPal. OMDGA treasury books shall be open for inspection of the BOD at all times. The Treasurer shall report to the club at every meetingthe

condition/balance of the finances. At the ASM, the treasurer shall render an account of all money received/expended and condition of current assets during the previous fiscal year in preparation for a potential passing of duties to next elected Treasurer.

**D. Secretary.** Will keep a record of all meetings of the OMDGA, BOD, and of all matters ordered by the club. Secretary shall have charge of correspondence, notify members of meetings, keep a roll of club members with address and email, and carry out such other duties as are prescribed in this Constitution and Bylaws.

**E. At-Large Member.** Stay connected to membership and public disc golfers and bring new ideas forward. Assist in duties and add accountability for other roles.

**Section 3. Vacancies.** Any vacancy occurring on the BOD during the term year shall be appointed and filled until the next ~~annual~~ election by a majority vote of the remaining members of the BOD at its first meeting following the creation of such vacancy, or at a special BOD meeting called for that purpose.

**Section 4. Quorum.** 3/5 of BOD members must be present at a meeting to move forward with any items requiring a vote. In the event of a planned absence, the BOD may make arrangements on their vote.

#### Article V. Club Year. Nominations. Elections and Voting Procedures

**Section 1. Club Year.** The official and fiscal year of the OMDGA shall begin on the first day of May and end on the last day of April.

**Section 2. Nominations for Board of Directors.** Any member in good standing may make nominations prior to or at the March meeting. Nominees must be members in good standing. Nominations will not be accepted after the March meeting. Nominations will also be accepted if two or more board members are notified. Individuals nominated for the BOD must accept the nomination in person at the March meeting and may only run for one position.

**Section 3. Elections and Voting Procedures.** The day of the ASM, officers for the BOD shall be elected by confidential written ballot for a specific position from among those nominated. Voting shall take place from 8 am to 8 pm CST at a location to be decided by the BOD at the March Club Meeting.

The top vote receiver not elected to each specific position may run to become the At-Large member.

The At-Large member may be nominated when all titled positions are unopposed. Members shall take office immediately upon the conclusion of the election and each retiring BOD member shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election. Another vote will take place immediately after the Officer positions to fill the At Large seat.

#### Article VI. Committees

**Section 1. Committee Proposal.** Any member in good standing may propose standing committees to advance the work of the OMDGA. Proposed committees will be confirmed or denied at the next meeting. Proposed committees shall always be subject to the final authority of the BOD and report at meetings when requested.

**Section 2. Committee Termination.** Any committee appointment may be terminated by a majority vote of the BOD upon notice to the appointee and the BOD may appoint

successors.

**Section 3. Event Committees.** In cooperation with an event director, temporary committees may also be appointed by the BOD to assist and aid OMDGA events (e.g. leagues and tournaments). Events may include but not be limited to Ice Bowl, ACTA, Spring Fling, Leagues, Doubles, Expo, Fundraiser events.

#### Article VII. Event Sanctioning Procedures

**Section 1. Requirements.** Any event being held at a course under the jurisdiction of the OMDGA must be approved by the BOD. Each event will be handled on an individual basis. The OMDGA will have the final decision on these events.

#### Article VIII. Discipline

**Section 1. Professional Disc Golf Association Suspension.** Any member who is suspended from the privileges of the PDGA shall automatically have their membership with the OMDGA reviewed by the BOD.

**Section 2. Charges.** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the OMDGA. Written charges with specifications must be filed with the secretary. Indiscretions must have occurred within 30 days of the report. The secretary shall promptly send a copy of the charges to each member of the BOD or present them at a Special Meeting of the BOD.

The BOD shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the OMDGA. If the BOD considers that the charges do not allege conduct, which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the BOD entertains jurisdiction of the charges it shall fix a date of a hearing by the BOD not less than three weeks nor more than five weeks thereafter. The Secretary shall promptly send a copy of the charges to the accused member with a notice, date/time of the hearing, and an assurance that the defendant has the right to personally appear in his/her own defense and bring witnesses if he/she wishes. The hearing shall also appear on agenda.

**Section 3. Board of Directors Hearing.** The members of the BOD shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after the hearing, all the evidence and testimony presented by complainant and defendant, the BOD quorum may by a majority vote make recommendations for sanctioning (e.g. suspension of privileges or making appropriate restitution). The BOD may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing BOD monthly meeting which considers the BOD's recommendation. Immediately after the BOD has reached a decision, its finding shall be put in written form and filed with the Secretary, who will post in appropriate communication avenues. The Secretary, in turn, shall notify each of the parties of the BOD's decision and penalty, if any.

**Section 4. Expulsion.** Expulsion of a member from the OMDGA may be accomplished only at a meeting of the club following a BOD hearing and upon its recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the club

to be held within 30 days but not earlier than 14 days after the date of the BOD's recommendation of expulsion.

The defendant shall have the right to appear on his/her own behalf, though no evidence shall be taken at this meeting. The secretary shall read the charges, along with the BOD's findings and recommendations, and invite the defendant, if present, to speak on his/her own behalf if he/she wishes. The members at the meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the BOD's punishment shall stand.

#### Article IX. Omaha Park and Recs Agreement

**Section 1. Annual Agreement.** The annual agreement in all matters related to the OMDGA and events shall include but not be limited to proposed calendar of events, insurance coverage, park usage, equipment, maintenance, proposed course design(s), related fees, course maintenance, and concessions. Contract with the city will be shown on club message boards.

#### Article X: General Provisions

**Section 1: Seal.** The Club logo shall be considered the seal of approval of all related sponsoring. The Club Logo shall not be displayed on any item without the consent of the Board. Thusly the logo may not be used in conjunction with activities not approved by the OMDGA without express direction from the BOD, or an authorized member so appointed by the BOD.

**Section 2: Indemnification.** Any person who at any time serves or has served as a director, officer, employee or agent of the OMDGA, or in such capacity at the request of the OMDGA for any other OMDGA, partnership, joint venture, trust, other enterprise, shall have a right to be indemnified by the OMDGA to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened pending or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the OMDGA, seeking to hold him/her liable by reason of the fact that he/she is or was acting in such capacity, and (b) reasonable payments made by him/her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he/she may have become liable in any such action, suit, or proceeding.

The BOD shall take all such action as may be necessary and appropriate to authorize the OMDGA to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him/her.

Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the OMDGA shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive.

#### Article XI: Conflict of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the BOD, the BOD shall ensure that:

**Section 1.** The interest of such officer or director is fully disclosed to the BOD.

**Section 2.** Unless the BOD approves, no interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the BOD at which such matter is voted upon.

**Section 3:** Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.

**Section 4:** Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.

**Section 5:** The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

#### Article XII: Dissolution

**Section 1.** The OMDGA may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the club, other than for the purposes of reorganization, whether voluntary or involuntary or by operation of the law, after payment of club debts, its property and assets shall be sold or donated to another non-profit organization chosen by a committee organized prior to dissolution.