

Article I – General

Section 1- *Name*: This organization is incorporated under the laws of the State of Colorado and shall be known as Dart Professionals of the West.

Section 2-*Purpose*: Dart Professionals of the West is organized to advance the professionalism of the sport of darts and individual dart players within the United States, west of the Mississippi River.

Section – *Limitation of Methods*: Dart Professionals of the West shall observe all local, state and federal laws which apply to a nonprofit organization defined in Section 501(c)(6) of the Internal Revenue Code.

Article II – Membership

Section 1- *Eligibility*: Any person, association, corporation or partnership having an interest in the objectives of this organization shall be eligible for membership.

Section 2- *Application*: Applications for membership shall be in writing, on forms provided for that purpose. Any applicant shall become a member upon payment of the regularly scheduled investment.

Section 3-*Dues*: Membership dues shall be at such rates and schedules set by the Board of Directors.

Section 4- *Representation*: Any association, corporation or partnership, upon becoming a member of Dart Professionals of the West, may then designate an individual to represent the association, corporation or partnership in all matters concerning Dart Professionals of the West.

Section 5- *Termination*: (a) Any member may resign from Dart Professionals of the West upon written request to the Board of Directors. (b) Any member may be terminated by a majority vote of the Board of Directors for non-payment of dues after 30 days from the due date. (c) Any member may be terminated by a majority vote of the Board of Directors for conduct unbecoming a member or prejudicial to the aims or repute of Dart Professionals of the West.

Article III – Meeting of Members

Section 1- *Location*: Meetings shall be held at any place designated by the Board of Directors.

Section 2- *Annual Meeting*: The annual, regular membership meeting of Dart Professionals of the West shall be held during the fiscal year, the place, date and hour to be designated by the Board of Directors. The purpose of the annual meeting is to share the annual business plan with the membership and for the Board of Directors to receive feedback from the full membership of Dart Professionals of the West.

Section 3- *Special Meetings*: Special meetings of the members may be called by the Board of Directors, the President of the Board, or by fifty (50) percent or more of the members, by written request (except when called by the Board) delivered in person, emailed, or mailed by first class mail addressed to the President, or the Executive Director at the published address. The request shall specify the time described for the meeting, not less than 35 or more than 90 days after the receipt of the request, and shall also state the nature of the business proposed to be transacted at the meeting.

A special meeting called by request shall be set by the Board of Directors on a date not less than 35 or more than 90 days after the receipt of the request. Within 20 days of the receipt of the request, the officer who received the request shall cause notice to be given to all members entitled to vote at the meeting of the place, date and time of the meeting, and the nature of the business to be transacted.

Section 4- *Notices of Meetings*: Notices of meetings of members shall be emailed and posted on the Dart Professionals of the West website, not less than 20 and not more than 90 days before the date of the meeting. The notice shall specify the place, date and time of the meeting, and (a) in case of a special meeting, the nature of the business to be transacted, or (b) in the case of the regular annual meeting, those matters that the Board, at the time of giving the notice, intends to present for action of the members.

Section 5- *Quorum*: The presence of fifty (50) percent of the voting power entitled to a meeting of members constitutes a quorum for the transaction of business at the meeting.

Section 6- *Voting*: Each member shall have one vote on each matter submitted to a vote of the members.

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless a vote of a greater number is required by law.

Attendance and voting at meetings includes physical presence, conference calling, or web conferencing.

Section 7- *Action by Written Ballot*: Any action that may be taken at any annual meeting or special meeting of members may be taken without a meeting and without notice, if a written ballot is distributed to every member entitled to vote on the matter on the day that the written ballot is mailed or solicited. Such distribution of written ballots shall be in the manner provided for giving notice of a meeting of members. The written ballot shall (i) set forth the proposed action (ii) provide an opportunity to specify approval or disapproval of any proposal (iii) provide a reasonable time within which to return the ballot to Dart Professionals of the West (iv) indicate the number of responses needed to meet the quorum requirement, (v) state the percentage of approvals necessary to pass the measure submitted, and (vi) specify the time by which the ballot must be received by Dart Professionals of the West to be counted. A matter shall be approved by written ballot if the number of votes by written ballot received within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the proposed action and the number of approvals received equals or exceeds the number of votes which is required for approval at a meeting at which the total number of votes cast is the same as the number of votes cast by written ballot. The results of the written ballot shall be stated in a posting to the Dart Professionals of the West website and in an email to members. A written ballot is considered to be inclusive of an email ballot.

Article IV – Board of Directors

Section 1- *Authority*: The government of Dart Professionals of the West, direction of its work, the control of its finances and property and the control and direction of its Executive Director shall be vested in a Board of Directors consisting of not less than four (4) and not more than eighteen (18) members.

Section 2- *Term of Office*: Members of the Board of Directors shall be elected on or before January 31st each year. Board terms shall be for one year, with the option of re-election the next year.

Section 3- *Selection and Election of Directors*: The President of the Board of Directors shall appoint a Nominations Chair to collect and vet prospective candidates for the Board of Directors. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship.

Additional names of candidates for directors can be nominated by petition bearing the signatures of at least (10) current members of Dart Professionals of the West.

All nominations shall be presented to the Board of Directors for a vote.

Section 3- *Seating*: All newly-elected Directors shall be seated at the next regular board meeting following the election and shall be participating board members thereafter.

Section 4- *Board Meetings*: The Board of Directors shall meet at least four times each fiscal year. The location shall be designated by the Board of Directors. Attendance can be in-person or by video conference.

Section 5- *Absences*: A member of the Board of Directors who shall be absent from two (2) consecutive regular meetings of the Board of Directors shall automatically be dropped from the membership on the Board, unless confined by illness or other absence approved by the majority vote of those voting at any meeting of the Board.

Section 6- *Quorum*: A majority of the authorized number of Directors is a quorum for the transaction of business. Every act or decision done by a majority of Directors present at a meeting at which a quorum is present is the act of the Board, except as a greater or lesser number required by law.

Section 7- *Action Without Meeting*: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing, or via email, to that action. Such action by written/email consent shall have the same force and effect as a vote of the Board. Such written/email consent or consents shall be filed with the minutes of the Board.

Section 8- *Resignation*: Any Director may resign, effective immediately or at a later time specified by the Director, by a written notice to the President, or the Board of Directors.

Section 9- *Vacancies*: Persons to fill vacancies on the Board of Directors, or among the officers, shall be nominated by the President of the Board and confirmed by a majority vote of the Board of Directors.

Article V – Officers

Section 1- *Determination of Officers*: Within ten (10) days of the beginning of the fiscal year, the Nominating Chair shall nominate a slate of officers for the next year. Officers to be nominated will include President, Vice-President, Treasurer and Secretary. Within twenty (20) days thereafter, the Directors for the current year shall meet and elect the above officers. All officers must be members of

the Board of Directors. All officers shall serve a term of one (1) year or until a successor assumes the duties of office and they shall be voting members of the Board.

Section 2- Duties of the Officers:

President – The President shall serve as the chief elected officer of Dart Professionals of the West and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The President shall determine all committees and select all committee chairpersons, subject to the approval of the Board of Directors. The President shall ex-officio be a member of such committees.

Vice President – The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President of the Board. Other duties may be assigned by the President of the Board.

Vice-President of a Program– A Vice-President may be elected to represent any or all of the programs of Dart Professionals of the West. The duties of the Vice-Presidents shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Board of Directors.

Treasurer – The Treasurer shall be responsible for the safeguarding of all funds received by Dart Professionals of the West and for their proper disbursement. Such funds shall be kept on deposit in financial institutions in a manner approved by the Board of Directors. The Treasurer is responsible for assisting in preparing the budget for the year with the Executive Director and the Executive Committee.

Secretary – The Secretary will record and distribute the minutes of all meetings of the membership, Board of Directors and Executive Committee. The Secretary will assist the President in setting the agenda for all meetings of the membership, Board of Directors and Executive Committee.

Executive Director– The Board of Directors shall employ an Executive Director who shall be the chief administrative and executive officer of Dart Professionals of the West. The Executive Director shall be responsible for the business plan in accordance with the policies and direction of the Board of Directors.

The Executive Director shall be responsible for all hiring, discharging, directing and supervising all employment activities.

The Executive Director shall be responsible for the preparation of an operating budget, in conjunction with the Treasurer, covering all activities of Dart Professionals of the West. The Executive Director shall be responsible for all expenditures with approved budget allocation.

The Executive Director shall be a non-voting member of the Board of Director, the Executive Committee and all organizational committees.

Section 3- Executive Committee: The Executive Committee shall be comprised of the President, Vice-President, Secretary, Treasurer, all program Vice-Presidents and the Executive Director. The Executive Committee may act for the Board of Directors when the Board is not in session, but it shall be accountable to the Board for any action taken. A majority of the voting members of the Executive Committee shall constitute a quorum.

Article VI – Committees

Section 1- Appointment and Authority: The President of the Board, with approval of the Board of Directors, shall appoint all committees and committee chairpersons. The President may appoint such committees and chairpersons as deemed necessary to conduct the business of Dart Professionals of the West. Committee appointments shall be at the will and pleasure of the term of the appointing President and shall serve concurrently with the term of the appointing President, unless a different term is approved by the Board of Directors.

Section 2- Limitation of Authority: No action by any member, committee, Director or Officer shall be binding upon, or constitute an expression of policy of Dart Professionals of the West until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the President of the Board when their work has been completed, or when in the opinion of the Board of Directors, it is wise to discontinue the committee.

Section 3- Committee Funds: Money raised or self-funding events planned during the year by committees must have prior approval of the Board of Directors. All funds collected and expended for such events must be deposited/paid by Dart Professionals of the West. Committee fund balances are treated as assets of Dart Professionals of the West and are not property of the individual committees.

Article VII – Finances

Section 1- Funds: All money paid to Dart Professionals of the West shall be placed in a general operating fund except any money subscribed or contributed for a special purpose shall be placed in a separate account for such purpose.

Section 2- Disbursements: Upon approval of the budget, the Executive Director is authorized to make disbursements on expenses provided for in the budget without further approval of the Board of Directors. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval.

Section 3- Fiscal Year: The fiscal year of Dart Professionals of the West shall end December 31.

Section 4- Budget: An annual budget will be presented to the Board of Directors for approval at the final Board meeting of the fiscal year.

Article VIII – Dissolution

Dart Professionals of the West shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. On dissolution of Dart Professionals of the West, any funds remaining shall be distributed to one or more regularly organized or qualified organizations registered with the Internal Revenue Service under Section 501 (c).

Article IX – Indemnification Clause

No member, officer or director of Dart Professionals of the West shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this corporation.

Article X – Amendments

These Bylaws maybe amended or altered by a two-thirds (2/3) vote of the Board or Directors at any regular or special meeting, providing the notice of the meeting includes the proposals for amendments or alterations and they shall be submitted to the Board in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.

Approved by Board of Directors 4/21/2019