



New York Shuffleboard Association

By-Laws

Dated February 9, 2023

ARTICLE I - NAME

This association shall be known as the New York Shuffleboard Association (NYSA), referred to herein as the “NYSA” or the “Association.”

ARTICLE II - OBJECTIVES

The objectives of the Association shall be to grow the shuffleboard community in New York state, connect our players with the larger national and international shuffleboard communities, promote official NYSA competitions, and advance the interest, awareness, and play of the game. The Association shall be committed to fostering an inclusive environment devoted to community, skill improvement, and friendly competition. It shall also exercise its vested duty and authority toward securing and maintaining a uniformity of observance among all of its affiliated clubs and members, to the full extent of the latest approved Official Rules of the New York Shuffleboard Association.

The Association is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE III - POLICY

The policy of the Association shall be non-political, non-sectarian, and non-profit making.

ARTICLE IV - MEMBERSHIP

Any individual may join the Association by signing up on the Association’s website and paying their annual dues. The Membership period shall be for one year from the date of payment. As set forth in Section V *infra*, annual dues are set by the Executive Board at its Annual Meeting.

Any organized community, within the state of New York, controlling the operation of at least two (2) regulation shuffleboard courts, shall be eligible for membership in the Association. In lieu of dues, the community must be willing and able to host at least one

tournament per year. The community's members or players are not recognized as members of the association unless they obtain individual membership. Commercial entities may use whatever rules of play they deem appropriate for their business. Except for official NYSA tournaments or NSA tournaments hosted at community member clubs.

ARTICLE V - MEETINGS

The Annual Meeting of the Association shall be held between January 1st and March 1st. The Officers of the Executive Board, named in Article IX, shall be elected at the Annual Meeting by the membership base. Each officer shall serve a term of one year, or until a successor has been elected and qualified.

The Officers of the Executive Board shall comprise the membership of meetings of the Association. Any member may attend any of the open meetings conducted by the Executive Board, including the Annual Meeting. The Annual Meeting and any open meeting must have a two weeks notice to the general membership base. Dues for the year will be set by the Executive Board in the annual meeting.

ARTICLE VI - SPECIAL MEETINGS

A special meeting of the Association may be called at any time by the President of the Association or by the written request of a qualified voting majority of the Association or Executive Board. The Executive Board shall hold an Annual Meeting and regular and special meetings between the dates of the Annual Meeting as often as may be deemed to be necessary for the efficient functioning of the Association, in accordance with the By-Laws of the Association, and for orderly and expeditious transaction of routine business.

ARTICLE VII - PLACE OF MEETING

Meetings shall be held at the Association's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the Executive Board may permit any or all officers to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all officers participating may simultaneously hear each other during this meeting. An officer participating in a meeting by this means shall be deemed to be present in person at the meeting.

ARTICLE VIII - INFORMAL ACTION

Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by all members of the Executive Board entitled to vote thereon.

ARTICLE IX - OFFICERS OF THE EXECUTIVE BOARD

The Association shall be managed by the Executive Board. The officers of the Association shall consist of the President, Competitive Play Lead, Community Outreach Lead, New & Intermediate Player Engagement Lead, Project Management and Administrative Lead, Treasurer, and three (3) Members at Large. Their roles and responsibilities shall be as follows:

A. The President shall:

- i. Preside at all meetings (regular or special) of NYSA and shall conduct the meeting in accordance with the parliamentary authority adopted by NYSA.
- ii. Determine the date, time and place for meetings and make all arrangements.
- iii. Set the strategic direction of the NYSA.
- iv. Perform all duties as are deemed required of the office.
- v. Appoint Special Committees as the need arises.
- vi. Work with the Treasurer and other officers to prepare a budget for the coming year.
- vii. Serve as an ex-officio member on all committees.
- viii. Participate in National Shuffleboard Association meetings
- ix. Be a signatory on all NYSA accounts in the event that the Treasurer and Administrative Lead are disabled or otherwise not able to sign NYSA checks.
- x. Serve as the tie-breaking vote on any deadlocked decisions.

B. The Competitive Play Lead shall

- i. Create and promote opportunities for competitive play.
- ii. Develop and maintain a NYSA points system.
- iii. Oversee approval of tournaments and leagues as official NYSA competitions.
- iv. Perform such other duties as may be assigned by the President.

C. The Community Outreach Lead shall:

- i. Build relationships with other shuffleboard clubs and the larger national and international communities.

- ii. Encourage members of other clubs to visit New York and participate in events.
- iii. Encourage Brooklyn players to participate in tournaments outside of Brooklyn.
- iv. Participate in National Shuffleboard Association meetings.
- v. Perform such other duties as may be assigned by the President.

D. The New & Intermediate Player Engagement Lead shall:

- i. Develop and execute ideas to give new and intermediate players opportunities to improve play and build skills.
- ii. Encourage players to sign up for singles leagues and tournaments.
- iii. Develop and promote strategy resources and events for players of varying skill levels.
- iv. Perform such other duties as may be assigned by the President.

E. The Project Management and Administrative Lead shall:

- i. Fully and accurately record the proceedings of all of NYSA meetings.
- ii. Update relevant project management tools with meeting follow-ups and key dates
- iii. Attend to all correspondence.
- iv. Be in charge of the files and records of NYSA.
- v. Administer elections.
- vi. Create and maintain a member list.
- vii. Coordinate the creation and updating of NYSA website.
- viii. Be a signatory on all NYSA accounts in the event that the Treasurer and President are unable, disabled or otherwise not able to sign NYSA checks.
- ix. Perform such other duties as may be assigned by the President.

F. The Treasurer shall:

- i. Be the sole custodian of the funds of NYSA.

- ii. Keep a full and accurate record of all transactions.
- iii. Prepare and present a report at each NYSA meeting.
- iv. Be in sole possession of NYSA checkbook and/or savings accounts.
- v. Prepare annual community membership assessment statements
- vi. Prepare annual individual membership statements.
- vii. Deposit all receipts of dues and other income of NYSA in a checking account or interest bearing savings account in the name of NYSA.
- viii. Issue checks for the purchase of operating supplies and other necessary expenditures within the budget upon approval by the Executive Board.
- ix. Ensure that no person shall inure a benefit from the net income of NYSA.
- x. Issue receipts for cash and request receipts for reimbursement.
- xi. Submit all records for audit before the Annual Meeting.
- xii. Be bonded, if desired, for their protection and the protection of the NYSA Executive Board. The cost of said bonding shall be paid by NYSA.
- xiii. Prepare the reports required for non-profit status that include bank balances of NYSA that maintain such accounts.
- xiv. Perform such other duties as may be assigned by the President.

G. Three (3) Members at Large shall:

- i. Assist other board members with projects as needed.
- ii. Perform such other duties as may be assigned by the President.
- iii. Vote on all matters before the Executive Board.

The President may not serve concurrently as another role. These offices shall be elected positions by duly qualified members of the Association as defined in Article IV. These officers shall be elected at the Annual Meeting. Each officer shall serve a one year term, or until a successor has been elected and qualified. The Officers are responsible for carrying out the objectives and policies of the Association.

ARTICLE X - ELECTIONS

Elections to the Executive Board shall be administered by the Project Management and Administrative Lead. The following procedure shall govern any election for the Executive Board.

- A. Any Members in good standing may nominate themselves or another Member in good standing to be on the ballot.
- B. Each Member may vote for nine people they feel best represent the Association. The top nine vote-getters will become the Executive Board for the following year.
- C. The vote for members of the Executive Board at the annual meeting must be open for no shorter than one week unless votes have been cast by every member of the general membership base. The election may be conducted virtually or in person.
- D. In the event of a tie, a run-off election will be held between the tied candidates.
- E. The nine elected officers will then decide how to best determine who will hold the position of each office of the Executive Board.
 - i. In the event that the new Board cannot self-organize, the former Executive Board selects a President from the incoming board, who can then assign the remaining positions.
 - ii. If, in the judgment of the Executive Board, the Association would be better served by conducting elections for specific roles, the Executive Board may do so by majority vote.
- F. Members of the Executive Board shall be elected on a year-to-year basis at the Annual Meeting.
- G. No one person may hold the position of President for more than five consecutive full terms. Such limitation shall not prohibit any term-limited President from seeking another position on the Executive Board. There shall be no term limits for the remaining positions on the Executive Board.

ARTICLE XI - OFFICIAL AND FISCAL YEAR

The official and fiscal year of the Association shall begin on January 1.

ARTICLE XII - QUORUMS

Quorum is five members of the Executive Board, and shall constitute a legal quorum for electing officers or for the transaction of business. In the absence of a quorum, a majority of the officers may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The officers present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some officers results in representation of less than a quorum.

ARTICLE XIII - PROCEDURES

Association meetings shall be conducted as open forums for members, moderated by the highest ranked officer present. Should the need arise, a simple majority of present executive officers may choose to change the format of the meeting to be governed by the By-Laws. Any issue not governed by the By-Laws shall be governed by Robert's Rules of Order.

ARTICLE XIV - REMOVAL OR VACANCY

The Executive Board shall have the power to remove an Officer, Member, or agent of the Association upon a majority vote of the Executive Board. Any vacancy that occurs for any reason may be filled by the Executive Board until such time as a special election may be held to fill the position (if an elected seat). Such an election shall occur no later than 90 days following the vacancy.

ARTICLE XV - COMMITTEES

To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE XVI - AUDIT COMMITTEE

The Board shall establish an Audit Committee. The Audit Committee shall have oversight responsibility for the (i) quality and integrity of the Association's accounting and financial reporting policies and practices; (ii) adequacy of the Association's internal controls; (iii) compliance with applicable laws and regulations; and (iv) risk management policies and practices. The Audit Committee shall advise the Executive Board with respect to the above.

ARTICLE XVII - CODE OF CONDUCT

The following Code of Conduct represents the policy for the Association. It applies to all members, elected officials, committee members, instructors, players, referees, and

spectators. The Code of Conduct will be enforced. Any member violating the intent of the policy may have their membership revoked.

Play the game with a spirit of good sportsmanship and act in a responsible manner. All players should conduct themselves in a manner that will ensure a welcoming, respectful, and comfortable environment for all.

Members must acknowledge that we are all representatives of a global shuffleboard community. As such, one must respect the age, spirituality, ethnic background and race, gender, sexual orientation, and disabilities of all persons involved.

There shall be no action as an attempt to intimidate, harass or demean opponents, teammates, officials, members, and spectators. This includes; threats, hurtful language, inappropriate disruption of events, unwanted sexual attention, bullying, or stalking - in person, online, or via social media.

Be aware of one's surroundings. Be courteous, responsible, and respectful.

ARTICLE XVIII - CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The Association shall not have a corporate seal. All instruments that are executed on behalf of the Association that are acknowledged and that affect an interest in real estate shall be executed by the President. All other instruments executed by the Association, including a release of mortgage or lien, may be executed by the President or the Treasurer. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Executive Board.

ARTICLE XIX - AMENDMENTS

The By-Laws of the Association may be amended, altered, or rescinded by a 14 day notice and two-thirds majority vote of the qualified voting members of the Executive Board, including written and sealed absentee ballot votes delivered to the President.

ARTICLE XX - INDEMNIFICATION

Any director, officer, or committee member who is involved in litigation by reason of their position as a director, officer, or committee member of this Association shall be indemnified and held harmless by the Association to the fullest extent authorized by law.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

ARTICLE XXI - DISSOLUTION

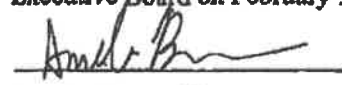
The Association may be dissolved only with authorization of its Executive Board given at a special meeting called expressly for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the general membership. In the event of the dissolution of the association the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Executive Board.

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Certification

Amelia Burger, President of New York Shuffleboard Association, Adam Fratio, Competitive Play Lead of New York Shuffleboard Association, Missy Kayko, Community Outreach Lead, Abby Manville, New & Intermediate Player Engagement Lead, Anna Balchunas, Project Management and Administrative Lead, George Brown, Treasurer, and Paul Assad, Christopher B. Greene, and Bob Sauchelli, Members at Large of New York Shuffleboard Association certify that the foregoing is a true and correct copy of the bylaws of the above-name association, duly adopted by the initial Executive Board on February 9, 2023.



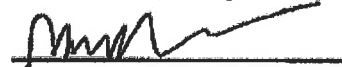
Amelia Burger, President

Date: 3/28/2023



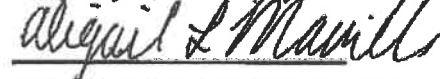
Adam Fratio, Competitive Play Lead

Date: 3/29/2023



Missy Kayko, Community Outreach Lead

Date: 03/29/2023



Abby Manville, New & Intermediate Player Engagement Lead

Date: 3/30/23



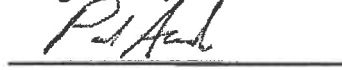
Anna Balchunas, Project Management and Administrative Lead

Date: 3/30/23



George Brown, Treasurer

Date: 3/31/23



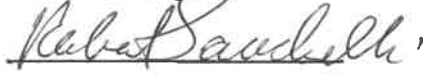
Paul Assad, Member At Large

Date: 3/31/23



Christopher B. Greene, Member At Large

Date: 3/28/2023



Bob Sauchelli, Member At Large

Date: 3/31/2023

**Attachment to
Articles of Incorporation of
The New York Shuffleboard Association**

The New York Shuffleboard Association is organized exclusively for athletic, educational, and recreational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The business activity for said organization is as follows:

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of this organization shall be the carrying on propaganda, or otherwise attempting to influence legislation, and this organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon the dissolution of this corporation, assets remaining shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.