

**BYLAWS OF THE
TABLE SHUFFLEBOARD ASSOCIATION,Inc. (TSA)**

A Florida Non-Profit Association

The following Table Shuffleboard Association (TSA) Bylaws nullify and replaces the prior association by-laws, titled: “Bylaws of the National Shuffleboard Hall of Fame – A California Non-Profit Association” upon receipt of signatures to this TSA Bylaw document.

**ARTICLE I
OFFICES**

Section 1. Principal Office: The Association's principal office shall be fixed and located at such place as designated by the current TSA President and Board of Directors.

**ARTICLE II
PURPOSES**

Section 1. Purposes: It shall be the purpose of this Association to:

- A. Serve the Shuffleboard community with dignity, honor and prestige.
- B. Seek out and recognize "Excellence" for all deserving participants in the world of Shuffleboard.
- C. Encourage the growth of the table shuffleboard sport.
- D. Establish and maintain a table shuffleboard Hall of Fame in which to induct players who have demonstrated outstanding ability, sportsmanship, competitive spirit or otherwise contributed to the promotion and development of the game of Table Shuffleboard.
- E. Seek to establish and maintain an official table shuffleboard Hall of Fame Museum.
- F. Seek to establish and execute an Annual Table Shuffleboard Awards Tournament and/or Event for the purpose of honoring those nominees voted by the Board majority to be inducted into the Association's Table Shuffleboard Hall of Fame.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. General Powers, Responsibilities, and Duties:

The Association's affairs, property, and business shall be managed by the Association's Board of Directors [hereinafter in this document may be referred to as "Board", "Board Members" and/or "Directors"). The basic powers, responsibilities, and duties for each Director is further described in Article IV – Officers.

ARTICLE IV OFFICERS

Section 2. Number, Tenure, and Qualification:

A. The Board of Directors [Board] shall consist of at least five [5] members, but not limited to five [5] Board members. The Board of Directors may elect as many Directors as the Board deems necessary. A majority vote of all Board members is needed to change the number of Board members. The Board of Directors shall be composed of:

1. President, Vice President, Chief Financial Officer/Treasurer, Secretary, and other such Officers and Board members as named and voted by the Board.
2. All Directors (Officer and Non-Officer) shall be elected by majority vote of the Board during one of the Association's annual meetings(s).
3. A year is defined as from annual meeting to annual meeting.
4. All elected Officers will serve for a three [3] year term before re- election is required.
5. No elected Officer shall serve for more than two [2] terms [six [6] years total] in a specific office.
6. An Officer may be elected to serve in another Office or as a Director at the end of a specific Office tenure.
7. Non-Officer Directors will serve for a three [3] year term before re- election is required and will have no limits on the number of terms that they are allowed to be nominated and re-elected.
8. Any year where an office or position is assumed in mid-year shall not constitute a year.
9. The initial Officers and Board members of this Association will be composed of those officially in Office on July 1, 2000 from the prior National Shuffleboard Hall of Fame organization, being eleven (11) members: Don Valk, President; Al Salazar, Vice President; Ray Boyett, Chief Financial Officer/Treasurer; Lynda French, Secretary; and additional elected Board members: Dave Arndt, Larry Creakbaum, Louise Freer, Bob Hunt, Harvey Kidd, Frank Mako, and Hal Perry.
10. The initial tenure requirements of items 3, 4, and 5 above for those listed in items 5 above will commence on the date that all eleven [11] Board members approve/sign this TSA By-Law document. Upon approval/signature of the eleven [11] Board members to this Bylaw document, the Chief Financial Officer/Treasurer will initiate the required filings to make the Association and Bylaws a legal association with non-profit organization status. Thereafter, terms of office of all members of the Board shall commence at the close of the decided Annual Meeting of the Association and shall end at the close of the Annual Meeting that is held nearest to the end of the three [3] year term of office requirement.
11. Terms of office of all members of the Board shall commence at the close of the Annual Meeting of the Association in the election year(s) and shall end at the close of Annual Meeting held nearest to the end of the 3-year term of office requirement [initial term exception is noted above in item #6].

Section 3. Vacancies:

A Board member [Director] may resign effective upon giving written notice to the Chairman; the President; the Secretary; or the Board of Directors unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. Vacancies, except those existing as a result of a removal of a Director, may be filled by a majority vote of the

Directors then in office, or by a sole remaining Director, and each Director so elected shall hold office until the next scheduled election or until such Director's successor has been elected and qualified. Any reduction of the authorized number of Directors does not remove any Director prior to the expiration of such Director's term of office.

Section 4. Location of Association Meetings:

Meetings of the Board of Directors shall be held at a place designated by the Board of Directors. Typically, at each scheduled meeting the majority decision of where the next meeting is to be held will be decided and set.

Section 5. Regular Meetings:

The Board shall conduct its regular meeting annually for the purpose of organization and the transaction of other Association business. Notice of a meeting need not be given to any Director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Any action required by the Board of Directors throughout the year may be taken without a meeting, if all members of the Board of Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 6. Special Meetings:

Special Meetings of the Board of Directors, may be called by, the Chairman of the Board, the President, the Vice president, the Secretary upon four [4] days notice by mail, electronic mail, telephone, fax (or any combination thereof) within forty-eight [48] hours notice of such Special Meeting.

Section 7. Chairman:

The President of the Association shall serve as - Chairman of the Board, if the Board chooses to elect a Chairman and shall preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be, from time to time, given to the Chairman by the Board of Directors.

Section 8. Quorum:

A majority of the current number of directors is a quorum for the transaction of business except to adjourn. Action taken by a majority of the directors present at a meeting held at which a quorum is present is an act of the Board of Directors unless a greater number is required by law or an Article of Incorporation. A meeting at which a quorum is initially present may continue to transact business despite the withdrawal of directors if any action taken is approved by at least a majority of the required quorum for such a meeting.

Section 9. Participation by Conference Telephone:

Members of the Board may participate in the meeting through use of a conference telephone or similar communications equipment so long as all Board members participating in such meeting can hear one another. Participation in a meeting pursuant to this subdivision constitutes presence in person at such meeting.

Section 10. Proxies:

Every person entitled to vote might authorize another person to act by proxy with respect to any matter that requires a vote. Every proxy continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto; provided, however, that no proxy should be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Such revocation may be effected by a writing delivered to the Association stating that the proxy is revoked or by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or as to any meeting by attendance at such meeting and voting in person by the person executing the proxy. The dates contained on the proxy form(s) presumptively determines the order of execution, regardless of the postmarked dates on the envelopes or electronic or faxed date/time in which they are mailed or otherwise communicated.

A proxy is not revoked by the death or incapacity of the maker, unless the Association receives such notice of death or incapacity before the vote is counted.

Section 11. Obligations & Expectations:

Any Officer, Director, or committee chairman and/or committee member appointees of the Association:

- **Shall not** incur any financial obligations for the Association without first obtaining majority “pre-approved” vote from the Board members, with exception of the “day-to-day” Association office operating expenses;
- **Shall** submit receipts/proof of any/all “pre-approved” and/or “day-to-day” office expenditures to the Chief Financial Officer/Treasurer in order to receive reimbursement for such expenditures; and
- **Shall not** receive or expect any salary or compensation for fulfilling their elected or appointed positions in this Association.

Section 12. Executive Committee:

The Board of Directors may, by resolution adopted by a majority of the authorized number of directors, designate one (1) or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the Board of Directors. The Board of Directors may designate one (1) or more directors as alternate members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the authorized number of directors. Any such committee, to the extent provided in the resolution of the Board of directors or in the Bylaws, shall have all the authority of the Board of Directors, except with respect to:

- (a) The filling of vacancies on the Board of Directors or in any committee;
- (b) The amendment or repeal of bylaws or the adoption of new Bylaws;
- (c) The amendment or repeals of any resolution of the Board of Directors which by its express

terms is not so amendable or repeal able;

(d) The appointment of other committees of the Board of Directors or the members thereof.

Section 13. Duties and Liabilities of Directors:

A director shall perform the duties of a director, including duties as a member of any committee of the Board of Directors upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data in each case prepared or presented by:

- (1) One [1] or more Officers of the Association whom the Director believes to be reliable and competent in the matters presented;
- (2) Counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (3) A committee of the Board of Director upon which the Director does not serve, as to matters within the designated authority, which committee that Director believes to merit confidence, so long as, in any such case, the Director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 14. Fees and Compensation of Directors:

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses as may be fixed or determined by resolution and majority vote of the Board of Directors. This Section shall not be construed to preclude any Director from serving the Association in any other capacity as an Officer, agent, employee or otherwise, and receiving compensation for those services.

Section 15. Adjournment:

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

ARTICLE IV **OFFICERS**

Section 1. Officers:

The Officers of the Association shall be as follows: President, Vice President, Secretary and Chief Financial Officer/Treasurer and any other such officers as determined necessary by majority vote of the Board of Directors.

Section 2. Terms of Office:

Reference Article III, Board of Directors, for further detail on an Officer's term of office, commence date, and tenure:

- The Association Officers shall be elected to serve a [3] year term with a maximum tenure of two [2] elected terms as further described in **ARTICLE II - DIRECTORS**; and
- The Board of Directors may declare vacant the office of an officer who has been declared of unsound mind by an order of the court or is deceased or otherwise incapacitated before the normal elected tenure is fulfilled.

Section 3. Election of Officers:

- A. The Board of Directors shall present its recommendations for nominees to the Secretary prior to the Annual Meeting.
- B. The Secretary shall present the recommended nominees to the Board at the Annual Meeting and subsequent to open nominations; the Board shall elect a President, Vice President, Secretary and Chief Financial Officer/Treasurer and members of the Board of Directors.
- C. Officers shall be elected by a majority of the Board present and voting at the Annual Meeting.
- D. The same person may hold any number of offices.

Section 4. Chief Executive Officer and President

CHIEF EXECUTIVE OFFICER [PRESIDENT]:

Subject to such powers, if any, may be given by the Board of Directors to the Chairman of the Board, if there be one, the Chief Executive Officer shall be the President of the Association and shall have, subject to the control of the Board of Directors, general supervision, direction and control of the business and officers of the Association. The Chief Executive Officer shall preside as Chairman of all meetings. The Chief Executive Officer shall be ex officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of the Chief Executive Officer of the Association and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

PRESIDENT:

- Shall be elected by majority vote of the Board and shall preside over all meetings as the Chairman;
- Shall have the right to vote on any/all issues [this right shall apply even though the elected President may not be an elected member of the Board of Directors];
- Shall have the responsibility to guide and direct the Association in its obligations;
- Shall have the authority to establish committees for stated purposes and appoint an accepting Chairperson for such committee(s);
- Shall direct the activities of other Officers for accomplishing tasks and duties [in this respect, the President is the Office Manager]; and
- Shall have the responsibility for and/or the responsibility to delegate the responsibilities for all systems and procedures for maintaining records, communications, balloting, etc., of this Association.

Section 5. Vice President

In the absence or disability of the President, the Vice President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to, the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time-to-time may be prescribed by the Board of Directors or by the Bylaws, respectively.

VICE PRESIDENT:

- Shall act as the President in the absence of the President; and
- Shall serve as a member of the Board of Directors and shall cast his/her vote as a Board member on any/all issues; and
- Shall have the authority to assign a proxy with voting authority in the case of his/her absence at an Association meeting.

Section 6. Secretary

The Secretary shall keep, or cause to be kept, a book of minutes at the principal executive office, or such other place as the Board of Directors may order, of all actions taken at all meetings of the directors with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meeting.

The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors required by the Bylaws or by law to be given and shall have other duties as may be prescribed by the President and/or the Board of Directors or the Bylaws.

SECRETARY:

- Shall be responsible for recording the minutes of all meetings held by the Association and copies of such minutes shall be maintained for no less than a two [2] year period;
- Shall be responsible for maintaining a file copy of all correspondence received or produced by the Association; and
- Shall represent the Association in all matters related to communications in the media.

Section 6. Chief Financial Officer/Treasurer

The Chief Financial Officer/Treasurer shall keep and maintain, or cause to be kept and maintained, in accordance with sound accounting principles, applied on a basis consistent with prior years and business transactions of the Association, including accounts of its assets; liabilities; receipts; disbursements; gains; losses; capital; and surplus. The books of account shall, at all reasonable times, be open to inspection by any Director.

The Chief Financial Officer shall deposit monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. The Chief Financial Officer shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all transactions and the financial condition of the Association and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

CHIEF FINANCIAL OFFICER/TREASURER:

- Shall provide the Association's Officers and Directors with a quarterly statement of the financial activities of the association. This reporting shall be made in printed form and distributed by U.S. mail. Reporting will be the 15th of the months of January, April, July, and October to reflect the activity of the prior three months with a year-to-date accrual;
- Shall be responsible for filing any/all tax reports for city, state, and federal governments;

- Shall be responsible to file and maintain the Association in proper status for a “non-profit” organization/association in the state where the Association is registered;
- Shall be responsible to file and maintain the Association in proper “registered” status; and
- Shall maintain a bank account for the purpose of disbursing funds – such account will have the ability for the President to make emergency withdrawals in the absence of the Chief Financial Officer/Treasurer.

ARTICLE V **TSA MEMBERSHIP**

A membership into the Table Shuffleboard Association is established by submitter’s presentation of a completed TSA Membership application form and the required accompanying payment of the annual membership donation fee that will set by the Board of Directors. The Board of Directors will set the Members rights and privileges.

ARTICLE VI **ASSOCIATION RECORDS AND REPORTS**

Section 1. Records:

The Association shall keep adequate and correct books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees of the Board of Directors. Such other books and records shall be kept either in written form or in any other form capable of being converted into written form.

The original, or a copy of these Bylaws, as amended to date, shall be kept at the Association's principal executive office and shall be open to inspection by Directors at all reasonable times during office hours.

Section 2. Inspection by Directors:

Each director shall have the absolute right, at any reasonable time, to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association of which such person is a Director and also of its subsidiary associations.

Section 3. Annual Statement of General Information:

The Association shall, during the period ending with the last day of the anniversary month of the formation of the Association in each year, file with whatever is required or mandated by Secretary of State and/or the nation.

ARTICLE VII
Table Shuffleboard Hall of Fame - OPERATING PROCEDURES

NOTE: Template Documents and Instructions for submitting an Inductee nomination may be acquired from the TSA Website; www.tablesuffleboard.org.

The Table Shuffleboard Membership at large shall initially nominate inductee into the Table Shuffleboard Association (TSA) "Hall of Fame". The selection process guidelines shall be done as follows:

1. There are four categories for which an individual might be considered for induction into the Table Shuffleboard Association Hall of Fame: PLAYER, PROMOTER, SPONSOR, HONORARY
An individual may be considered for induction based upon one or more of these categories.
2. Each candidate must have a completed application and a petition signed by at least twenty (20) individuals from that state or larger area.
 - a. Exception: Sponsor category. Recognition for continued monetary support of the organization. President shall have the authority to add inductees with a minimum of 8-years of sponsorship.
 - b. Exception: Honorary category. Each candidate must have page 5 (titled-Note to Nominators) of the application completed by the Petitioner. Candidates for this category are players or contributors to the sport that may be from a prior generation. Acquiring twenty (20) individual supporting signatures that personally knew the prior generation may/will not be possible.
 - c. Petitioner must be a TSA member in good standing, the actual candidate does not have to be a member.
3. The signed petition and completed application shall be delivered to the office of the acting President. News clippings, photos, list of major accomplishments, etc. are encouraged.
4. The acting President will send a copy of the candidate's nomination to each member of the Board of Directors.
5. The Board of Directors shall vote on candidates by a majority vote. Votes will be collected via mail (preferred) or email.
6. In the event of a tie vote that cannot be resolved, the candidate will not be selected (any/all unselected candidates will be kept on file for at least three (3) years and may be reconsidered by the Board of Directors at a later date).
7. No more than two (2) candidates shall be inducted in any calendar year. Exception is Sponsor (up to 10 business sponsors) or Honorary Candidates (up to 10 individuals) will be inducted together once a year.
8. Induction by this process into the Table Shuffleboard Association (TSA) "Hall of Fame" shall be final and forever with Honor and without prejudice.

ARTICLE VIII
AMENDMENTS TO THE BYLAWS

Section 1. Bylaws.

Bylaws may be adopted, amended, or repealed either by affirmative vote of a majority of the Board of Directors. Each adopted, amended and repealed Bylaw shall be inserted at the appropriate place in the original or certified copy of the Bylaws kept at the principal executive office of the Association and the date of such adoption, amendment and repeal shall be entered therein.