

## CORPORATION BYLAWS

OF

WSPA Inc.

### **ARTICLE ONE: PURPOSE AND OBJECTIVES**

WSPA, Inc. ("the Corporation") shall exist for the purpose of promoting the sport of billiards in Wisconsin by establishing uniformity of rules and league play. The Corporation will perform all of its functions under Section 501(c)(4) of the Internal Revenue Code and consistent with the highest ethical standards and fair treatment of the entire billiard community.

The objectives of the Corporation shall be as follows:

- (a) To afford due consideration and expression of opinion of the Wisconsin pool players community;
- (b) To elevate the sport of billiards to its highest level;
- (c) To unify and standardize the rules of play;
- (d) To practice sound accounting procedures and to disseminate pertinent information to Corporation members; and
- (e) To promote and provide a State billiards tournament (s).

### **ARTICLE TWO: CORPORATE MEMBERSHIP**

Section 1: Qualification and Dues. Membership shall be open to all WSPA League Operators whose principal league business is located in Wisconsin and the Upper Peninsula of Michigan, and who has one or more currently sanctioned leagues in

good standing with the WSPA. Application for membership shall be made to the Board of Directors. The Board of Directors may adopt other membership rules and regulations in its discretion, provided that such rules and regulations are consistent with the Articles of Incorporation and these Bylaws. No person shall be denied membership because of age, sex, creed, race, color, or national origin.

Section 2 – Voting Rights: League operators and the current Board of Directors will have voting rights for the election of the Board of Directors of the corporation. Members may delegate their voting right to another individual in their absence provided the proxy can provide a recent e-mail or a signed letter from the league operator to the Board of Directors indicating the assignment of a proxy. The maximum proxy votes per voting member will be 3.

Section 3: Annual Meeting. An annual meeting of the members shall be held each year at the time and place set by the Board of Directors. The Board shall make a reasonable effort to schedule this meeting in June or July of each year, but under no circumstances shall this meeting be scheduled later than September 30th of each year. The purpose of the annual meeting shall be to elect Directors of the Corporation, receive annual financial and other reports concerning the business affairs of the Corporation, and to conduct such other business as may come before the members.

Section 4: Special Meetings. Special meetings of members may be called by the President and shall be called by the President at the request of the Board of Directors or twenty-five per cent (25%) of the members. The President shall determine the time and place for holding the special meeting.

Section 5: Meeting Notice. Notice of any annual or special meeting of the members, including the time, place and agenda, shall be given not less than two (2) weeks in advance by written or electronic mail notice delivered personally, mailed or delivered electronically to each member, or in the alternative, by posting this information on the Corporation's website.

Section 6: Quorum and Manner of Acting. Except as otherwise provided by law or these Bylaws, a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. A director may participate in a meeting by means of a conference telephone or other means of communication enabling all participating directors to hear one another simultaneously and such participation shall constitute presence in person. A majority of the Board of Directors present, though less than a quorum, may adjourn the meeting to another time and place without further notice. The act of the majority of the Board of Directors present at a meeting at which a quorum is present shall bind the Corporation, unless the act of a greater number is required by law or these Bylaws.

### **ARTICLE THREE: BOARD OF DIRECTORS**

Section 1: General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. All manner of compensation shall be determined by the Board of Directors by an affirmative vote of a two-thirds (2/3) majority of the Directors then in office. The Board of Directors shall have the authority to determine which Corporation accounts, books and records shall be open to inspection by members, except such as may be otherwise required by law or these Bylaws. The

Board of Directors shall have voting rights on all matters relating to the affairs of the corporation.

Section 2: Number, Tenure and Qualifications. There shall be not less than five (5) or more than ten (10) Directors of the Corporation, serving in staggered terms of three (3) years each. Directors shall be Corporation sanctioned league operators or players, unless otherwise approved for nomination by a majority vote of the Directors then in office. Directors shall be elected by the affirmative vote of a majority of the voters present at the annual meeting of the members. There shall be no limit on the number of consecutive terms that may be served by a Director of the Corporation.

Section 3: Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held each year either immediately before or after the annual meeting of the members. The Board of Directors may provide, by resolution, a date, time and place for regular meetings of the board without other notice than the resolution. Meetings of the Board of Directors shall be closed to non-Directors, except on the affirmative resolution of a majority of the Directors present at any meeting.

Section 4: Special Meetings. Special meetings of the Board of Directors may be called by the President and shall be called by the President at the request of any two Directors. The President shall fix the time and place for holding the special meeting. Notice of the special meeting, including the time, place and agenda, shall be given at least twenty-four (24) hours in advance by telephone, or by written or electronic mail notice delivered personally, mailed or delivered electronically to each Director. A meeting of the Board of Directors in which a quorum as defined in Article 2 Section 6, is

present, shall bind the Corporation, unless the act of a greater number is required by law or these Bylaws.

Section 5: Action without Meeting. Any action required or permitted by law or these Bylaws may be taken by the Board of Directors without a scheduled meeting if the action is taken and agreed upon by 2/3 for the Board of Directors.

Section 6: Removal and Vacancy. Any Director may be removed or switch a position with another Director from the Board by the affirmative vote of a two-thirds (2/3) majority of the members present at the annual or a special meeting of the members. Any Director may also be removed or switch a position with another Director from the Board by the affirmative vote of a majority of the Board of Directors then in office. Any Director may resign at any time by filing a written resignation with the Secretary of the Corporation. Any vacancy occurring on the Board of Directors because of death, resignation or removal may be filled until the next annual meeting by an affirmative vote of a majority of the Directors remaining in office, though less than a quorum.

Section 7: Nominations for Board of Directors. Not less than one (1) months prior to the annual meeting of the members, the Board of Directors shall accept written or electronic requests for Board of Directors positions that are up for election because of expired terms or a vacancy. The Board of Directors shall obtain the consent of prospective Board candidates before submitting their names for election. The nominations shall be submitted to the members at the annual meeting.

#### **ARTICLE FOUR: OFFICERS**

Section 1: Number and Qualifications. The principal Officers of the Corporation shall be members of the Board of Directors and shall include a President, Vice Presi-

dent, Secretary and Treasurer. No person shall hold more than one office at any one time. No person shall be elected as President without first having served as a Director for at least one (1) year.

Section 2: Election and Term of Office. The Officers of the Corporation shall be elected at the annual meeting of the members, and shall serve for a three (3) year term. There shall be no limit on the number of consecutive terms a Board Member may serve in any office.

Section 3: President. The President shall be the principal executive Officer of the Corporation and, subject to control by the Board of Directors, shall in general supervise and control the business affairs of the Corporation. The President shall, when present, chair all meetings of the Board of Directors and members. The President shall have authority to sign on behalf of the Corporation all deeds, mortgages, contracts, leases, reports and all other documents in the normal course of business, or which are authorized by resolution of the Board of Directors. The President may appoint such committees, standing or otherwise, as the President deems appropriate or necessary for the efficient operation of the Corporation. Each committee may elect its own chairperson, who will report directly to the President. In general, the President shall perform all duties incident to that office and such other duties as may be prescribed by the Board of Directors.

Section 4: The Vice President. In the absence of the President the Vice President shall perform the duties of the President and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President. In addition, the

Vice President shall have such authority as from time to time may be assigned by the President or by the Board of Directors.

Section 5: The Secretary. The Secretary shall perform the following duties:

- (a) Keep minutes of all meetings of the Board of Directors and the members;
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) Retain custody of the corporate records;
- (d) Maintain a current list of the members of the Corporation;
- (e) Perform all duties incident to the office of Secretary and exercise such authority as from time to time may be delegated or assigned by the President or by the Board of Directors.

Section 6: The Treasurer. The Treasurer shall perform the following duties:

- (a) Retain custody of and be responsible for all funds of the Corporation;
- (b) Receive and give receipts for monies due and payable to the Corporation from any source;
- (c) Deposit funds of the Corporation in such banks or other depositories as may be designated by the Board of Directors;
- (d) Prepare the following documentation to be provided to all Corporation members no later than the time of the annual meeting of members: a balance sheet showing in reasonable detail the financial condition of the Corporation at the close of last fiscal year, and a cash flow statement showing the results of corporate operations during the same period of time;

(e) Perform all duties incident to the office of Treasurer and exercise such authority as from time to time may be delegated or assigned by the President or by the Board of Directors.

Section 7: Agents and Acting Officers. The Board of Directors may appoint any person to act as an agent of the Corporation, or to perform the duties of any Officer whenever it is impractical for that officer to act personally. Any agent or acting Officer of the Corporation shall have the duties and responsibilities incident to such appointment, except as otherwise limited by the Board of Directors.

#### **ARTICLE FIVE: SPONSORSHIP OF BILLIARD TOURNAMENT(S)**

The Corporation shall organize and sponsor an annual State Billiard Tournament  
(s) This Tournament (s) shall be subject to the following rules and restrictions:

Section 1: General Tournament Sponsorship. The WSPA Corporation acting through its Board of Directors shall organize and sponsor the State Billiard Tournament(s), which shall include without limitation the following responsibilities:

- (a) Providing prizes, money, awards, or premiums promised and fulfilling any financial obligations to governing bodies;
- (b) Holding Tournament(s) at the designated locations on the promoted dates;
- (c) Notifying the players to any material changes in the Tournament(s);
- (d) Providing security and safety; and
- (e) Providing general supervision of Tournament play.

Section 2: Tournament Sponsorship, Cost and Indemnification. All Tournament sponsors require preapproval by a majority vote by the Board of Directors. All Tournament and event costs shall be set and administered by the Corporation Board of

Directors. The Corporation and all Corporation members shall indemnify and hold harmless any tournament sponsor, together with their employees and agents, of any and all liabilities, responsibilities, costs, and attorney fees, or obligations attendant to such Tournament(s) and/or events sponsored by the Corporation.

Section 3: Tournament Grievances. The Corporation shall not participate in any disputes or grievances a player may have with regards to their League, League Operator or establishments. However, the Board of Directors may act as a Grievance Committee for State Billiard Tournament(s) sponsored by the Corporation. After hearing any grievance which may arise with regard to State Billiard Tournament(s), the determination of the Board of Directors shall be conclusive on all issues arising in the grievance.

## **ARTICLE SIX: CONTRACTS, LOANS, CHECKS AND DEPOSITS**

Section 1: Contracts. The Board of Directors may authorize any Officers or agents to enter into any contract or sign and deliver any documents on behalf of the Corporation. This authorization may be general or confined to specific instances.

Section 2: Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Authorization may be general or confined to specific instances.

Section 3: Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4: Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as may be designated by the Board of Directors.

#### **ARTICLE SEVEN: FISCAL YEAR**

The Corporation shall operate on a fiscal year commencing on October 1<sup>st</sup> and ending on September 30<sup>th</sup> of the following year.

#### **ARTICLE EIGHT: DISPOSITION OF FUNDS ON DISSOLUTION**

On dissolution of the Corporation and after payment of all outstanding obligations, any assets remaining in the hands of the corporation shall be distributed to organizations qualified as tax exempt organizations under § 501(c)(3) of the Internal Revenue Code for a public purpose. No part of the net earnings of the Corporation will inure to the benefit of any private shareholder or individual and no substantial of the activities carried on shall include influencing legislation or participating in any political campaign on behalf of any candidate for public office.

#### **ARTICLE NINE: AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds (2/3) of the Board of Directors of the Corporation, provided that all proposed Bylaw revisions shall be given to each Corporation member not less than thirty (30) days in advance of the proposed adoption date by written or electronic mail notice delivered personally, mailed or delivered electronically to each member. If Corporation members are in opposition to any such revision, they shall provide notice of opposition not less than five (5) days prior to the proposed adoption date, by written or electronic mail notice delivered personally, mailed

or delivered electronically to the Corporation Secretary, who shall be responsible to provide such notice of opposition to each Director not less than twenty-four (24) hours prior to the proposed adoption date. Any such notice of opposition shall be advisory only with respect to the determination of the Board of Directors with respect to the proposed Bylaw revision.