

# **Ohlala Orlando Pentanque Association Bylaws**

## **Mission Statement**

**Ohlala Orlando Pentanque Association is a club established to promote the game of Petanque in the Greater Orlando area as well as the State of Florida.**

### **Objectives:**

- A. - Promoting the game of Petanque throughout the community**
- B. - Organizing lessons and training for the participants of all ages**
- C. - Establishing Charter groups or satellite groups**
- D. - Organizing and running tournaments**
- E. - Establishing and running recreational and competitive leagues for all ages**
- F. - Socio-cultural: to provide an environment where people of all ages and backgrounds can meet in respect for each other. We will ensure to the best of our ability that no-one is excluded or treated less favorably on the grounds of race, creed, color, nationality, sex, religion, age or any physical handicap they may have.**
- G. - Health: to provide an activity that can be enjoyed by anyone, whatever their physical abilities or natural talent, while promoting each participant's psychomotor abilities and fitness. This is an exciting time for this club and we hope we can bring to all the enjoyment of this activity. The club is fully committed to establishing and maintaining an environment in which everyone is welcome.**

## **Article I**

### **Name and Office**

Section 01. Name. The name of the organization shall be **Ohlala Orlando Pentanque Association**, hereinafter referred to as the Club.

Section 02. Principle Office. The principle office of the club shall be located at 770 Keeneland Pike Lake Mary FL 32746

## **Article II**

### **Purpose**

The purpose of the club shall be to provide people a means to play the game of Petanque in Central Florida. To carry out its purpose, the Association shall:

- A. Provide a continuing organization, which will work to fund education, materials and training opportunities for people interested in the game of Petanque.
- B. Provide playing locations for people to play the game of Petanque.
- C. The club will solicit and raise money for the foregoing purposes and will accept all donations given.

## **Article III**

### **Membership and Voting Privileges**

Section 01. Membership. The Board members of the club shall be elected and include but are not limited to President, Secretary/Treasurer, Competition & Promotions Coordinator, Assistant Competition & Promotions Coordinator, Coaching Coordinator, Association Umpire, Youth Development Officer, and A Webmaster.

Section 02. Voting privileges. Member's voting privileges will be limited to:

- Electing the Board of Directors at the annual meeting
- Voting on any proposal which the Board of Directors specifically indicates will be voted on. Unless otherwise indicated by the Board, all matters of the club will be decided by vote of the Board of Directors only.
- Member's votes will be limited to one vote per board member and are allowed by proxy if assigned.

**Article IV  
Board of Directors**

- Section 01. Number and makeup. The Board of Directors shall manage the affairs of the Association. The number Of Directors shall be no less than four (4) and no more than fifteen.
- Section 02. Election. Directors will be elected at each annual meeting. All persons must receive at least five votes In order to be on the Board. Those persons receiving the highest number of votes shall be Directors for The ensuing term. All members of the Association attending the annual meeting are eligible to vote for The Directors.
- Section 03. Term of Office. Each Director shall hold office for one year. Directors may be re-elected. All directors Shall hold office until their respective successors are elected, except in the case of resignation, death, Disability or removal.

The Nominations Committee shall select a slate of candidates based on qualifications and present those candidates for election. Candidates for the Board shall be nominated only with the consent of the nominee.

- Section 04. Vacancy. Any vacancy or unfilled position on the Board of Directors shall be filled for the unexpired Term by appointment. The President of the club shall be responsible for recommending the appointee Who must be ratified by a majority of the Board of Directors.
- Section 05. Resignation and Forfeiture. Any director may resign at any time by giving written notice to the President. Any director may be removed from the Board of Directors for any reason whatsoever by an Affirmative vote of two-thirds (2/3) of the total number of Directors.
- Section 06. Compensation. Directors shall not receive any salary or compensation for their services.
- Section 07. Contracts. The Board of Directors may authorize any officer or officers, of the Association, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.
- Section 08. Advisory Boards. The Board of Directors shall have discretion to appoint one or more advisory boards. To assist in carrying out the purposes of the club.
- Section 09. Reporting. The Board of Directors shall be responsible for complying with all reporting requirements of the club.
- Section 10. Conflict of Interest. Each member of the Board shall be responsible for identifying and stating any Conflicts of interest when pertinent issues are discussed and voted on by the Board. The conflict of Interest shall be noted in the Board's minutes and if a vote on the matter is taken the results will note the Outcome and that the member with a conflict has not cast a vote. "Conflict of Interest" shall be defined As a member who has only a vested fiscal interest in the outcome of a board action.
- Section 11. Indemnification. The Directors shall be indemnified and held harmless to the extent and in the manner Permitted by State Law.

**Article VI  
Meetings**

- Section 01. Annual Meeting. The annual meeting of the Association shall be held at its principal office during the Month of March. Notice of the annual meeting shall be published no less than ten (10) days before the Meeting.
- Section 02. Advisory Meeting. A meeting shall be held between September 15 and November 15 of each year, at Which the Board of Directors will present the already approved budget for the current fiscal year, and

Will ask for an Advisory vote by all members present at the meeting as to whether or not they support The current budget. The Board will take the outcome of the vote into consideration. Notice of the Advisory meeting shall be published no less than ten (10) days before the meeting.

Section 03. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held on an as Needed basis during the fiscal year. The President or any two (2) Board members can call special meetings of the Board of Directors. Members can request time on the agenda by asking the President prior to the meeting.

Section 04. Notice of Meetings. Notice of a time and place for any regular meeting or special meeting of the Board Of Directors shall be delivered personally, or by telephone, facsimile, first class mail, or electronic mail To each director at least forty-eight (48) hours prior to the meeting. A reasonable effort will be made to Notify all members of meetings at least forty-eight (48) hours prior to the meeting.

Section 05. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business At any meeting of the Board. Unless otherwise specified, a majority vote of the Directors present shall Determine the outcome of issues brought before the Board.

Section 06. Action without Meeting. Any action of the Board of Directors may be taken without a meeting if  $\frac{3}{4}$  all Members of the Board individually or collectively consent to this action. The President shall determine The method of voting on the action and be responsible to provide written results of the action to the Secretary/Treasurer. Results of consent and the action shall be filed with the minutes of the proceedings Of the Board.

## **Article VII Officers**

Section 01. Officers. The officers of the club shall be a President, Secretary/Treasurer, Competition & Promotions Coordinator, Assistant Competition & Promotions Coordinator, Coaching Coordinator, Association Umpire, Youth Development Officer, and a Webmaster. Officers must be members of the Board of Directors, and may not be related by blood, or reside in the same household.

Section 02. Election and Transition. The officers of the Association's Board of Directors shall be elected yearly by The newly elected Board of Directors immediately following the annual meeting. The outgoing Secretary/Treasurer will maintain the books of the club until the end of the current fiscal year (Jan 1 - Dec 31). The incoming Secretary/Treasurer will work with the outgoing Secretary/Treasurer in An advisory capacity. The outgoing Secretary/Treasurer will not vote on matters before the new board Unless he/she is also member of the new board.

Section 03. Term of Office. Each Officer shall hold the office for one year or until his/her successor shall have Been duly elected and qualified. An Officer shall not hold the same position for more than three Consecutive terms.

Section 04. Removal. An Officer of the Board may be removed when:

- a) An officer fails to attend two (2) consecutive meetings without adequate excuse; and/or
- b) An officer is not fulfilling the responsibilities of the office as prescribed in the Bylaws; and/or
- c) An officer engages in conduct which the Board of Directors determines to be injurious to the organization or Its purposes.

The Board of Directors, at a duly noticed meeting, may by a vote of two-thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include: (1) requesting the resignation of the officer; (2) making a formal recommendation that the officer be removed from office.

Section 05. Vacancy. A vacancy in any office may be filled through appointment by the President and ratified by The board.

#### Section 06. Elected Officer Roles

- A. **President:** The President shall be the chief executive officer of the Association. The President shall preside over all meetings and the annual meeting of the Association, shall, in general, supervise and control all of the business and affairs of the club, and shall be responsible for reporting to the Association, as required, on the activities and operation of the Association. He/She shall be an ex-officio member of all committees except the nomination committee.
- B. **Secretary/Treasurer:** The Secretary/Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, and shall be responsible for providing the Association with all financial and accounting data required of the club. The Secretary/Treasurer shall keep the minutes of the annual meeting and meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, be custodian of the Association's records, and in general perform all duties incident to the office of Secretary/Treasurer. The Secretary/Treasurer shall also review the monthly bank statements, online from the bank.
- C. **Competition & Promotions Coordinator:** Will be responsible for setting up and coordinating all tournaments and special events for the Association. Will be responsible for contacting all other clubs for these events. Establishing with the board fees, prize money and trophies for these events. Will be responsible for advertising these events. Will look to establish sponsorships with other companies for these events.
- D. **Assistant Competition & Promotions Coordinator:** Will be responsible to the Competition & Promotions Coordinator in helping him/her reaching the goals of the Competition & Promotions Coordinator responsibilities.
- E. **Coaching Coordinator:** Will be involved with anyone who wishes to learn the game of Petanque and teach them how to play. As well as help in the promotion of the game.
- F. **Association Umpire:** Will be called upon at all tournaments and special events to umpire any disputes on the field of play for pointing between two teams.
- G. **Webmaster:** Will be required to keep the Association's web site updated at all times.

In case one of these board members resigns, this position will remain open till next member meeting for re-election.

### **Article VIII Committees**

Section 01. Committees. There shall be such committees created by the Board of Directors as may be required to Carry on the work of the Association. The quorum for a committee meeting shall be a majority of its members. At least one (1) committee member must be a member of the Board. All other committee members must be members of the Association.

Section 02. Appointment. The President, subject to the ratification of the Board of Directors, shall appoint the Chairperson and members of committees.

Section 03. Term. The chairperson and members of special committees shall serve for one year, or until their Assignments have been completed, whichever comes first.

**Article IX  
Financial Administration**

Section 1. Use of Funds:

The club will use funds:

- (a) To fund materials needed for the game of Petanque.
- (b) To fund tournaments, educational and training sessions for the promotion of the game of Petanque.
- (c) To pay normal administrative expenses involved in supporting the Association.
- (d) To contribute to facility management and expansion
- (e) To pay membership in national and international federations as applicable
- (f) In a manner that does not conflict with the Foundation's Bylaws and /or Public Policies

Section 02. Books and Record. The club shall keep correct and complete books and records of account and shall Also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Association may be inspected by any member for any proper purpose at any reasonable time, and upon reasonable notice.

Section 03. Notes of Indebtedness. All checks or drafts issued in the name of the Association will require two Signatures. The President, and the Secretary/Treasurer are the only ones authorized to sign checks.

Section 04. Fiscal Year. The fiscal year of the nonprofit shall begin on the first day of April and end on the last day Of March.

**Article X  
Dissolution**

Upon dissolution or final liquidation of the Association, any remaining assets shall be, after payment or the making of provision for payment of all the lawful debts and liabilities of the club, distributed to the active members of the club who are current on their dues.

**ARTICLE XII  
Amendment to Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds of the Board of Directors voting at a duly called meeting, providing a quorum is present. All prior and existing Bylaws are hereby repealed and rescinded effective immediately on the latter of the date of adoption of these bylaws or the date of agreement by the club.

Adopted on May 15, 2014, by the Ohlala Petanque Club Board of Directors.

Jon Claessens \_\_\_\_\_  
President

Frank Guzman \_\_\_\_\_  
Secretary/Treasurer