

## BY LAWS OF TREASURE COAST DISC GOLF CORP

Revised June 2023

### ARTICLE I NAME

#### 1.01 Name

The name of this corporation shall be Treasure Coast Disc Golf Corp (henceforth to be referred to as Treasure Coast Disc Golf).

### ARTICLE II PURPOSES AND POWERS

#### 2.01 Purpose

The Treasure Coast Disc Golfers are a group of disc golfers who aim to share the love of the sport with the Treasure Coast community. The main goal of this organization is to grow the sport through community awareness and overall expansion throughout the Treasure Coast (Indian River, Okeechobee, St. Lucie and Martin counties).

#### 2.02 Mission

Provide club members an organization:

- To promote disc golf membership and participation locally and regionally;
- To voice their opinions and participate in a disc golf organization;
- To provide credibility with parks departments, potential sponsors, community organizations, and the Professional Disc Golf Association (PDGA) in order to raise public awareness of disc golf;
- To expand disc golf in the area;
- To run league rounds at area courses. The time, place, and director of these rounds will be approved by the Board of Directors;
- To run and participate in at least one PDGA-sanctioned tournament during the year at a local disc golf course;
- To raise money in order to help, maintain and improve the local disc golf courses in addition to community charities and other non-profit organizations;
- To assist in the design and implementation of new and existing courses with local municipalities.
- To be involved in setting up at least two local disc golf demonstrations or clinics to promote community involvement and awareness of disc golf.

#### 2.03 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other

organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

#### 2.04 Nonprofit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status. Treasure Coast Disc Golf is a Florida non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation 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 Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Treasure Coast Disc Golf, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Treasure Coast Disc Golf hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Treasure Coast Disc Golf, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Treasure Coast Disc Golf, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

## ARTICLE III MEMBERSHIP

### 3.01 Memberships

Members of Treasure Coast Disc Golf shall be those people who have paid the annual membership dues, which will be set by the Board of Directors annually. Membership is valid from January 1 through December 31. Individuals who renew their membership before the end of January will receive a discount from the New Member rate. Those that do not renew before the deadline will be charged the New Member rate. The Board of Directors will set and announce the membership fees by the December meeting. Membership dues will be placed in the general club fund and funds will be used for course improvements, expansion, and general club needs as determined by the Board of Directors with input from the members.

### 3.04 Incentives

Members will also have a vote in elections and matters that require votes at monthly club meetings. Members will have access to the minutes from the monthly club meetings. The bylaws of Treasure Coast Disc Golf will also be available electronically. Members also received advanced notification about club events and tournaments. During weekly handicaps, only members are eligible to receive the full payout when hitting an Ace.

### 3.05 Meetings of Membership

The Meeting of the Members of Treasure Coast Disc Golf shall be held at the registered office of the Corporation or at any other place in the United States as may be determined by the Board, at such time and on such date as determined by the Board, for the purpose of directing and transacting such other Treasure Disc Golf business. The time and place of these Meetings shall be communicated at least 48 hours in advance via the club website, forums, emails or at League rounds. At least half of the Board members should be present in order to constitute a club meeting. Treasure Coast Disc Golf shall have a minimum of six (6) regular meetings each calendar year at times and places fixed by the board.

## ARTICLE IV BOARD OF DIRECTORS

### 4.01 Number of Directors

Treasure Coast Disc Golf shall have a board of directors consisting of at least 3 and no more than 11 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

### 4.02 Terms

(a) All directors shall be elected to serve a two-year term; however, the term may be extended until a successor has been elected.

(b) There is no limit to the number of times a member may be elected as an Officer or on the Board.

(c) The term of office shall be considered to begin January 1 and end December 31 of the following year of the two-year office, unless the term is extended until such time as a successor has been elected.

#### 4.03 Qualifications and Election of Directors

Directors must be 18 years or older and must maintain active membership status. Elections for directors will be held at the end of the year before the current term ends and will last until the end of the second year.

#### 4.04 Vacancies

If a Board Member is unable to fulfill his/her duties, a Special Meeting will be called to appoint a new Member. The new Board Member will be appointed by the remaining Board to finish the term of office by a two-thirds vote of the Board. All Members of the Board shall be present.

#### 4.05 Resignation and Removal of Directors

Any of the Officers of the Board can decide to resign at any time. Resigning officers shall notify other members of the Board in writing at least one month prior to resigning. A director may be removed by two-thirds vote of the board of directors then in office (all Board members must be present), if:

(a) the director is absent and unexcused from three or more meetings of the board of directors in a 12-month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

#### 4.06 Board of Directors Meetings

(a) Regular Meetings. The Regular Meeting of the Officers/Board of Directors shall be held at the registered office of the corporation or at any other place in the United States as may be determined by the Board, at such time and on such date as determined by the Board, for the purpose of directing and transacting such other Treasure Disc Golf business. The majority of the Board members should be present in order to constitute as a Board Meeting. The officers/board of directors shall have a minimum of six (6) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered

personally or by telephone. If sent by mail or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. Meetings can also be held virtually, but the date/time must be announced prior.

(b) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2-days notice to each director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Florida law.

#### 4.07 Manner of Acting

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

#### 4.08 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors.

#### 4.09 Non Liability of Directors

The Directors shall not be responsible for the debts, liabilities or other obligations of Treasure Coast Disc Golf.

### ARTICLE V OFFICERS

#### 5.01 Board Officers

The officers of the Treasure Coast Disc Golf shall be a board president, vice-president, secretary, and treasurer in addition to 3-7 appointed board members as deemed necessary by Treasure Coast Disc Golf officers. Board titles may include positions such as club professional, players representative, league tournament director and course liaisons (number of liaisons will be determined by the number of courses in the Treasure Coast area) all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

#### 5.02 Term of Office

(a) All officers shall be elected to serve a two-year term; however, the term may be extended until a successor has been elected.

(b) There is no limit to the number of times a member may be elected as an Officer or on the Board.

(c) The term of office shall be considered to begin January 1 and end December 31 of the following year of the two year office, unless the term is extended until such time as a successor has been elected.

#### 5.03 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation giving at least one-month prior notice to resigning without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

A Board Member may be removed by a two-thirds vote of the Board of Directors at a Special Meeting. All Members of the Board shall be present.

#### 5.04 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

#### 5.05 Vice President

In the absence or disability of the board president, the ranking vice-president or vice-presidents designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president.

#### 5.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. It shall be the duty of the Secretary to respond to public inquiries, answer appropriate Club email or forward such communication to the Board Members. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

#### 5.07 Treasurer

The Treasurer shall be responsible for the financial integrity of the Club. The Treasurer shall keep track of all income and expenses for the Club in accordance within the club's Accountability and Transparency Guidelines as the By Laws state in Article IX. The Treasurer shall give a comprehensive financial status report at least twice a year and current financial standing at each club meeting. The Treasurer is responsible for providing current financial standing to the President before the meeting if not in attendance. The Treasurer is responsible for filing all appropriate State of Florida forms as well as filing Federal tax forms required for maintaining 501(c)(7) tax exempt status as a non-profit corporation. The Treasurer has the discretion of spending small amounts of money (less than \$100) without getting the approval of the Board; however, for larger amounts a majority vote in a meeting is necessary.

#### 5.08 Non-Director Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

### ARTICLE VI CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

#### 6.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

#### 6.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

#### 6.03 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, trust companies, or other depository as the board or a designated committee of the board may select. Funds collected from the weekly league events and tournaments must be submitted to the board and treasurer on a quarterly basis.

#### 6.04 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. Such authority may be general or confined to specific instances.

#### 6.05 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Florida Law and public policy, provided



that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

## ARTICLE VII MISCELLANEOUS

### 7.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

### 7.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

### 7.03 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

### 7.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Treasure Coast Disc Golf. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

### 7.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of two-thirds majority of the board of directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as a tax exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

## ARTICLE VIII DOCUMENT RETENTION POLICY

### 8.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Treasure Coast Disc Golf records.

### 8.02 Policy

#### *Section 1. General Guidelines.*

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Treasure Coast Disc Golf may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

#### *Section 2. Exception for Litigation Relevant Documents.*

Treasure Coast Disc Golf expects all officers, directors, and members to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Treasure Coast Disc Golf informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

#### *Section 3. Minimum Retention Periods for Specific Categories*

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(d) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(e) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years. (f) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights).

The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

(i) derives independent economic value from the secrecy of the information; and (ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(g) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(h) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(i) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(j) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(k) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

#### *Section 4. Electronic Mail.*

E-mail that needs to be saved should be either:

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

## ARTICLE IX TRANSPARENCY AND ACCOUNTABILITY

### Disclosure of Financial Information With The General Public

#### 9.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Treasure Coast Disc Golf practices and encourages transparency and accountability to the general public. This policy will:

(a) indicate which documents and materials produced by the organization are presumptively open to staff and/or the public

(b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public

(c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

#### 9.02 Financial and IRS documents (The form 1023 and the form 990)

Treasure Coast Disc Golf shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

#### 9.03 IRS Annual Information Returns (Form 990)

Treasure Coast Disc Golf shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

#### 9.04 Board

(a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.

(b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.

(c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

### 9.05 Staff Records

(a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

(b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.

(c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that (d) Staff records shall be made available to the board when requested.

### 9.06 Donor Records

(a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.

(b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.

(c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that

(d) donor records shall be made available to the board when requested.

## ARTICLE X FINANCES

### 9.01 Financial Transparency

It is the responsibility of the Club's Board of Directors to insure club funds are gathered for all club events and spent as responsibly as possible. It is also their responsibility to be as transparent with the club's finances as possible. Accountability for funds and policies which provide ease of use will make this responsibility less burdensome and more mainstreamed for all parties involved.

### 9.02 Income

Income for Treasure Coast Disc Golf shall consist of income generated by league rounds, by special events generated by members or from donations given by members or other organizations.

- Donations – Donations from other organizations shall include money or other goods given by any organization. A receipt should be provided for all donations above \$100, and when requested by the donor. All donations should be documented on monthly collection forms.
- League Funds – A minimum of \$1 from each Treasure Coast Disc Golf members playing in any advertised public league event with more than five people will be donated to Treasure Coast Disc Golf. If less than five patrons are present at an event it is the

tournament directors' responsibility to document casual play and that no funds were collected. Funds should be submitted to the Board on a quarterly basis.

- Tournaments and Special Events – Treasure Coast Disc Golf members may host a special event with Board approval. A minimum of 25% of the entry fee will be applied to a Treasure Coast Disc Golf fund as agreed to by the Tournament Director and the Board of Directors.

### 9.03 Expenses

- Expenses – Any Club Officer can authorize expenses of up to \$100 without prior approval from the Board. Any transaction above \$100 must be voted on and approved by a simple majority of the board of directors. Any transaction above \$1,000 must be voted on and approved by a 2/3 majority vote of the board of directors. Expenses under \$100 a receipt must be turned in for reimbursement by the Club Treasurer.
- Donations – Treasure Coast Disc Golf Club Incorporated may donate money or goods to other Disc Golf Clubs or to other Disc Golf related organizations or projects. The Board shall determine the amount of donation to be given to other organizations.
- Tournaments – Treasure Coast Disc Golf Club shall allocate money used in running a yearly tournament.
- Charities – Treasure Coast Disc Golf may raise funds to be given to a charity. With Board approval, events can be planned and funds can be allocated to select Charities or Non-Profit Organizations.

### 9.04 Collections

Club funds will be collected from tournament directors quarterly (December, March, June, September, on the last event they host that month). Deposits into the club account will be made in the beginning of the month before the club meeting. All records are to be maintained by the treasurer (collection forms, deposit statements, and account balances) and will be available at the club meeting for members to review.

### 9.05 Treasury Report

The Treasury Report will be accessible by club members and will be updated monthly before the club meeting after funds have been collected. The Treasury report will list what was collected from each event for that month and what was spent for that month. Each report will also contain a copy of the current bank statement to show exactly how much funds the club has available and any expenses they may have had.

### 9.06 Club Spending

Any transaction above \$100 must be voted on and approved by a simple majority of the board of directors. Any transaction above \$1,000 must be voted on and approved by a 2/3 majority vote of the board of directors. All purchases must be documented and receipts are to be kept for a recommended three years. Purchases under the threshold are to be documented, and a

receipt provided for reimbursement, and can be made without the board's approval as long as it is a predetermined need for the club (i.e. ctp flags, ob string, maintenance materials, trash bags, or other things needed for the day-to-day operation of the club).

## ARTICLE XI CODES OF ETHICS AND WHISTLEBLOWER POLICY

### 11.01 Purpose

Treasure Coast Disc Golf requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Treasure Coast Disc Golf to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

### 11.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Treasure Coast Disc Golf is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

### 11.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

### 11.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Treasure Coast Disc Golf and provides the Treasure Coast Disc Golf with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement. Treasure Coast Disc Golf shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Treasure Coast Disc Golf or of another individual or entity with whom Treasure Coast Disc Golf has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Treasure Coast Disc Golf shall not retaliate against any director, officer, staff or member who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Treasure Coast Disc Golf that the individual reasonably believes is in violation of a law, or a

rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

#### 11.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

#### 11.06 Handling of Reported Violations

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staff or employees and they shall have the opportunity to ask questions about the policy.

### ARTICLE XII VOTING

#### 12.01 Member Voting

Treasure Coast Disc Golf Members may vote for Board of Director's elections, held every two years. Voting for Board of Directors elections shall be by ballot.

#### 12.02 Voting of the Board of Directors

- Treasure Coast Disc Golf Board Members shall vote on any issues that may arise in meetings or Special Meetings.
- Board Members shall vote on issues related to running of tournaments.
- Board Members shall vote on issues related to spending Treasure Coast Disc Golf Club money, if the cost is more than \$100.
- The Board shall vote on replacing Officers in the case of illness, resignation or removal.
- The Board shall vote on issues related to distribution of league income.

#### 12.03 Balloting

- Announcement of a vote shall be made in an email, social media, website and/or at a league round at least two weeks prior to the date of the balloting process.
- Treasure Coast Disc Golf Members can vote during two consecutive weeks.
- For the ballot to be considered official, a current Treasure Coast Disc Golf Members name needs to be written on the ballot
- Only one ballot per member will be counted.
- If a member turns in more than one ballot and cannot be contacted all multiple ballots should be discounted.



ARTICLE VIII AMENDMENT TO BY LAWS

13.1 Adding New By Laws

It may sometimes be necessary to add new or change Club By-Laws. The suggested or changed By-Laws need to be written and given to the Board for approval. The Board will then vote to amend the Club By-Laws. All Board Members must be present and a two-thirds majority vote is necessary for approval.


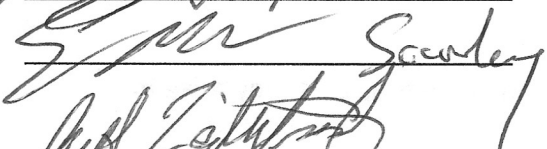
13.2 Removing/Amending By-Laws

It may sometimes be necessary to remove or amend a Club By-Law. The suggested By-Laws change is to be written and given to the Board for approval. The Board will then vote to amend the Club By-Law. All Board Members must be present and a two-thirds majority vote is necessary for approval.

CERTIFICATE OF ADOPTION OF BYLAWS

We, the undersigned, are all the persons named as the initial directors in the Articles of Incorporation of Treasure Coast Disc Golf Club Incorporated adopt the foregoing Bylaws as the Bylaws of this Corporation.

Date 5/11/2023

 Treasurer  
 Secretary  
