

WINDY CITY DARTERS

BYLAWS

(Revised 3/03)

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ARTICLE I PURPOSES

The purposes for which the Corporation is organized are, in general, to provide its members with an opportunity to meet, exchange information and compete with other individuals with an interest in the sport of darts; to make available to its members information concerning the sport of darts; and to promote appreciation of, and interest in, darts as a competitive sport. The purposes of this organization are hereby declared to be exclusively social and non-profit, and the Corporation shall not engage in any activities expressly prohibited by Section 501(c)(7) of the Internal Revenue Code of 1954 as amended.

ARTICLE II OFFICES

The Corporation shall maintain in the State of Illinois a registered office and a registered agent at such office and may have other offices within or without the state.

ARTICLE III MEMBERS

SECTION 1. Classes of Members. The Corporation shall have one class of members, which shall be composed of individuals.

SECTION 2. Election of Members. Members shall be approved by the Board of Directors. An affirmative vote of the majority of the Directors shall be required for approval.

SECTION 3. Teams of Members. Members may associate themselves with other members on one or more teams for purposes of participating in leagues and other competitions sponsored by the Corporation. Each team shall be responsible for providing a facility for league matches ("home facilities") which meets the criteria to be established by the Board of Directors. Each team shall select from among its numbers, a Captain to represent the team at meetings of the membership. No person may be a captain on more than one team in the same league. The organization shall be notified, in writing, of the name, membership, captain and home facilities of each team. After receipt of such notice, the team shall be certified by the Secretary. Team certification may be revoked by the Board of Directors at any time that it determines that the team or

its home facilities do not meet criteria set forth in or established pursuant to these Bylaws.

SECTION 4. Voting Rights. Each Member who is also a member of a Team shall be entitled to vote for the Captain of that team. Each Captain shall represent the members of his or her team at all meetings of the Membership and shall be entitled to one vote on all matters placed before the Membership for consideration. Members shall have no other voting rights.

SECTION 5. Rights of Members. Members shall be entitled to participate in all of the activities sponsored or conducted by the Corporation with the following restrictions and exceptions:

(a) A Member must also be a member of a team which has been certified by the Secretary in order to compete in league team competitions.

(b) The Corporation may require Members to pay entry fees in order to compete in specific designated tournaments or competitions.

(c) The Board of Directors may impose additional requirements upon participation in any particular tournament or competition. For example, success in league competition may be a condition for participation in the league championship or minimum participation in league play may be a condition to participation in a tournament.

SECTION 6. Termination of Membership. The Board of Directors may, by a majority vote, terminate or restrict the membership of a Member if such Member creates disharmony or behaves in a manner which is prejudicial to the sport of darts or the order and discipline of the organization. The organization's decision in such matters may be appealed by the Member concerned to a committee of at least Five (5) Captains not including the Captain of any team on which he or she is a member. Such appeals must be in writing and must be received by the Secretary no later than Seven (7) days following the Member's notification of the Board's action. The Secretary shall select the Captains by lot, shall arrange for the hearing, and shall notify the selected Captains all within Seven (7) days of the receipt of the appeal. The hearing must take place within Fourteen (14) days of the receipt of the appeal and the decision of the Captains shall be final.

SECTION 7. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

ARTICLE IV DUES AND ACTIVITIES

SECTION 1. Membership Dues/Fees. The Board of Directors shall establish dues and/or fees, the payment of which shall be a condition of the admission of a Member, and continued participation in the activities of the league.

SECTION 2. League Activities. The Board of Directors shall establish a system of league team competition and shall develop and publish rules for such competition, including standards and criteria for a team's home facilities and rules of conduct of Members. The Board of Directors may also require team entry fees.

SECTION 3. Tournament. The Board of Directors may also organize tournaments, both open and closed (Members only), develop rules for such tournaments based on rules generally similar to those applicable in similar events, and determine and provide for prizes and awards.

SECTION 4. Other Activities. The Board of Directors may sponsor or engage in other activities incident to or in furtherance of the purposes of the Corporation.

SECTION 5. Employees. The Board of Directors may hire or contract with individuals who may, but need not, be Members for performing clerical, administrative and other duties necessary to further the purposes of the Corporation.

ARTICLE V MEETINGS AND MEMBERS

SECTION 1. Meetings. There shall be at least one Annual Meeting of the Membership for the purpose of electing directors. The Board of Directors may also call such other meetings as they shall determine to be necessary. Special meetings may also be petitioned by any Member for a specific purpose only. A specific purpose must be in writing and must be witnessed by the signatures of at least 300 members in good standing or 20% of the current Membership, whichever is less.

SECTION 2. Place of Meeting. The Board of Directors may designate any place as the place of meeting for any meeting. If no designation is made, the place of the meeting shall be the registered office of the Corporation in the State of Illinois. The Board of Directors may designate any date and time as the date and time of any meeting called by the Board of Directors. Meetings petitioned by the Membership must be held no later than Sixty (60) days after receipt of the petition by the Secretary of the Corporation.

SECTION 3. Notice of Meeting. Written notice stating the place, date, and hour of any meeting of Members shall be mailed to each Captain not less than Fourteen (14) nor more than Thirty-one (31) days before the date of such meeting. The purpose for which the meeting is called shall be stated in the notice. In the case of a meeting called by the Membership, a copy of the purposes stated in the petition shall be enclosed in the notice. Each Captain shall have the responsibility of advising all members of his or her team of the time, place and purpose of such meeting.

SECTION 4. Conduct of Meetings. Only Captains may participate in and vote at meetings of the Members. A Captain may designate another team Member to exercise his or her participation and voting rights at a meeting, provided that no person shall be entitled to represent more than one team at a meeting. The Board of Directors may establish reasonable procedural rules for the conduct of such meetings.

SECTION 5. Election of Directors. Directors shall be elected by the vote of the Captains at the Annual Meeting of the Membership. Each Captain may cast one vote for each directorship to be filled, but no more than one vote for any particular individual.

SECTION 6. Quorum. Forty percent (40%) of the captains (or their designated representatives) shall constitute a quorum, and no actions by the Membership shall be valid unless a quorum is present at the duly called meeting.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2. Number, Tenure and Qualifications. The number of Directors shall be Eleven (11). At the first Annual Meeting of the Membership, six (6) directors shall be elected to two-year terms and five (5) directors shall be elected to one-year terms. Thereafter all Directors will have two-year terms. Except those Directors initially elected to one-year terms, each Director shall hold office until the second Annual Meeting of the Membership following his or her election at which time his or her successor shall be elected and qualified. Directors must be Members of the Corporation, but no Director may be an employee of the Corporation. A Director may be removed, for cause, by a vote of two-thirds (2/3) of the Directors then in office. If a vacancy shall occur other than by reason of the expiration of the term, the President shall appoint a Member to fill the directorship for the remaining portion of the term subject to the consent of the Board of Directors.

SECTION 3. Regular Meetings. The Board of Directors shall meet at least once each month. The meeting date and location shall be determined by the Board at the prior meeting and no additional notice shall be necessary.

SECTION 4. Special Meetings. Special meetings of the Board of Directors shall be called by or at the request of the President or any two Directors, who shall establish the time and place for the meeting and

shall notify all Directors at least two days prior to the date of the meeting.

SECTION 5. Quorum. A majority of the then existing Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time and place without formal notice, provided that the Secretary shall make an effort to notify all absent Directors of the time and place of the reconvened meeting.

SECTION 6. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation.

SECTION 7. Compensation. The Directors shall not receive any stated salary for their services as directors, but by resolution of the Board of Directors approved by the Membership, Directors may be allowed a fixed sum or expenses of attendance at any regular or special meeting of the Board.

ARTICLE VII OFFICERS

SECTION 1. Officers. The officers of the Corporation shall be a President a Vice President, a Secretary and a Treasurer, and such other officers as may be elected by the Board of Directors. All officers must be members of the Board of Directors and shall have the authority and duties prescribed in these Bylaws and such additional authority and duties as may be prescribed, from time to time, by the Board of Directors.

SECTION 2. Term and Removal. The officers of the Corporation shall be elected annually by the Board of Directors at the first scheduled Board Meeting following the election of the Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby.

SECTION 3. President. The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Board of Directors. In the event of the absence or incapacitation of the President, the Vice President shall assume the duties normally performed by the President. In the event of the absence or incapacitation of both the President and Vice President, the Secretary shall assume the duties normally performed by the President. In the event the President is unable to continue in office during his/her elected term, the Vice President shall have the option of assuming the position of President. Should the Vice President elect not to assume the position of President, an open election to fill the position of President shall occur, according to the methods prescribed elsewhere in these Bylaws, not less than fourteen (14), nor more than thirty (30) days after the President is deemed unable to continue in office.

SECTION 4. Vice President. The Vice President shall assist the President as necessary. In addition, the Vice President shall have other formal duties and responsibilities as assigned by majority vote of the seated Board of Directors at a regularly scheduled meeting. Additionally, the Vice President may also possess other informal duties and responsibilities as necessary for the good of the Corporation. In the absence or incapacitation of the Vice President, the Secretary shall assume the duties normally performed by the Vice President. In the event the Vice President is unable to continue in office during his/her elected term, or the office of Vice President has been vacated due to the succession procedures outlined in Section 3 above, the Secretary shall have the option of assuming the position of Vice President. Should the Secretary elect not to assume the position of Vice President, an open election to fill the position of Vice President shall occur, according to the methods prescribed elsewhere in these Bylaws, not less than fourteen (14) nor more than thirty (30) days after the Vice President is deemed unable to continue in office, or the position has become vacant due to succession.

SECTION 5. Secretary. The Secretary, or his/her designee, will record the minutes of all meetings, handle correspondence, keep all association records, distribute all meeting notices, and shall supervise the activities of all Corporation employees. In the absence or incapacitation of both the Secretary and his/her

designee, any regularly-seated member of the Board of Directors may temporarily perform the duties of Secretary described herein. In the event the Secretary is unable to continue in office during his/her elected term, or the office of Secretary has been vacated due to the succession procedures outlined in Section 4 above, an open election to fill the position of Secretary shall occur, according to the methods prescribed elsewhere in these Bylaws, not less than fourteen (14), nor more than thirty (30) days after the Secretary is deemed unable to continue in office, or the position has become vacant due to succession.

SECTION 6. Treasurer. The Treasurer shall have responsibility for all of the Corporation's funds and for the preparation of all necessary tax obligations of the Corporation. The Treasurer, or his/her designated Director, will deposit all monies promptly, but no longer than seven (7) days after receipt. He/she shall be responsible for the collection of all fees, accounts receivable and accounts payable, and shall submit a monthly financial statement to the Board of Directors. In the absence or incapacitation of the Treasurer, the President shall appoint a qualified Director to assume the responsibilities of Treasurer. In the event the Treasurer is unable to continue in office during his/her elected term, the Director appointed by the President shall become the Treasurer of the Corporation, upon approval of a majority vote of two-thirds (2/3) of the seated Board of Directors at a regularly called meeting. Should the appointed Director fail to receive a two-thirds (2/3) majority vote of the seated Board of Directors, an open election for the position of Treasurer shall occur, according to the methods prescribed elsewhere in these Bylaws, not less than fourteen (14) nor more than thirty (30) days after the initial vote of confirmation. The Presidential appointee shall continue to fulfill the duties of Treasurer until such time as the open election has been held.

SECTION 7. Multiple simultaneous vacancies in the Executive Board. In the event that three or more of the executive offices of President, Vice President, Secretary and Treasurer become vacant simultaneously, an open election for all executive positions shall be held, according to the methods prescribed elsewhere in these Bylaws, not less than five (5) nor more than fifteen (15) days after the third office has become vacant. The regular operations of the Corporation shall continue under the supervision of the entire Board of Directors until such time as the open election has been held, and the new officers installed.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. In the absence of such authorization, such contracts shall be executed by two officers, one of whom shall be the President or in the event of his or her incapacity, the Vice President.

SECTION 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes and/or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer, officers or agent as determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by at least two officers, one of whom shall be the President or in the event of his or her incapacity, the Vice President.

SECTION 3. Deposits. All funds of the Corporation shall be deposited by the Treasurer, or his or her designated Director promptly but no longer than seven (7) days after receipt, to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE IX CERTIFICATES OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates or cards evidencing membership in the Corporation which shall be in such form as may be determined by the Board.

ARTICLE X BOOKS AND RECORDS

The Corporation shall keep correct and complete books and record of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. The Corporation shall keep at the registered or principal office a record giving the names and addresses of the Members. All books and records (excluding personnel records or Member

phone and address information) of the Corporation may be inspected by any Member, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI FISCAL YEAR

The fiscal year of the Corporation shall begin September 1st and continue to the following August 31st.

ARTICLE XII SEAL

The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois".

ARTICLE XIII INDEMNIFICATION

The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she is or was a Director or officer or other agent of the corporation, or of any other organization served by him in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE XIV DISSOLUTION

Upon the dissolution of the Corporation the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation or in any manner permitted or not prohibited for an organization exempt from Federal income taxes under Section 501(c) (7) of the Internal Revenue Code of 1954 (or the corresponding division of any future United States Internal Revenue law), as the Board of Directors shall determine.

ARTICLE XV AMENDMENTS

The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given.