

# BYLAWS OF LA BOULE NEW YORKAISE

(Updated Dec 1, 2010)

## ARTICLE I – NAME, STATUS, AND AFFILIATION.

- SECTION 1. The name of this Petanque Club is LA BOULE NEW YORKAISE, hereinafter referred to as LBNY or The Club.
- SECTION 2. LBNY is currently an unincorporated Members Club. Should the Board of Directors or Members choose to change the corporate or organizational status of the Club at some later date, this does not negate or alter these Bylaws in any way whatsoever.
- SECTION 3. LBNY is a certified affiliated Member of FEDERATION OF PETANQUE USA, INC. (FPUSA) and as such has agreed to adhere to that Organization's Constitution and Bylaws.

## ARTICLE II - PURPOSE AND LOCATION.

- SECTION 1. The purpose of LBNY is to provide a forum for practicing, playing, and promoting the sport of Petanque as both a casual and competitive activity.
- SECTION 2. LBNY is based in New York City in the State of New York. LBNY organizes tournaments, casual play, and lessons at several venues in New York City, including but not limited to Bryant Park and Washington Square Park.

## ARTICLE III - MEMBERSHIP.

- SECTION 1. Active Membership in this unincorporated Members Club shall be open to any person upon application and payment of established annual dues, for as long as they are not delinquent in payment of dues.
- Members also must display good sportsmanship, not limited to but including fairness and courteous relations, and be good and generous losers as well as graceful winners.
- Primary Members are Active Members who obtain their FPUSA Membership through LBNY.
- Associate Members are Active Members who have already obtained valid FEDERATION INTERNATIONALE DE PÉTANQUE ET JEU PROVENÇAL (FIPJP) Membership with other Petanque Clubs of any FIPJP Federation.
- SECTION 2. There will be two forms of Membership:
1. ACTIVE: Active Members are described in Section 1 of this Article.
  2. HONORARY: Honorary Members are described as follows:
    - a. They do not vote.
    - b. They do not pay dues.
    - c. They will be brought up by Board Members or any Member - accepted or revoked by General Membership.
    - d. They will follow LBNY's bylaws and rules.
- SECTION 3. Any active Member in the Club who, by virtue of his or her conduct brings discredit to the Club or its members, or who displays poor sportsmanship as defined in Section 1 of this Article, shall be, upon a two-thirds vote of the Directors at any Board meeting at which a quorum of eligible Directors shall be present, dismissed from the Club.

Any member in question shall, at that time, be given the opportunity to speak on his or her behalf before a final vote is taken. Any member so dismissed, shall have no claim upon any fees, gifts, dues or contributions, which may have been paid into the treasury of the Club.

#### ARTICLE IV - DIRECTORS.

- SECTION 1. The Club shall have nine (9) directors and collectively they shall be known as the Board of Directors.
- SECTION 2. Directors shall be of the age of majority in this state (18), Primary Members in good standing, and members for at least one year.
- SECTION 3. Subject to the provisions of the laws of this state and these bylaws relating to action required or permitted to be taken or approved by the Members of this Club, the activities and affairs of this Club shall be conducted under the direction of the Board of Directors.
- SECTION 4. It shall be the duty of the Directors to:
- a. Perform any and all duties imposed on them collectively or individually by law or by these bylaws;
  - b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Club;
  - c. Supervise all officers, agents, and employees of the Club to assure that their duties are performed properly;
  - d. Meet at such times and places as required by these bylaws;
- SECTION 5. Directors shall be elected by Members to staggered terms. On years ending in an odd number, five (5) directors shall be elected to serve on the Board of Directors, and four (4) directors shall be elected on years ending in an even number.
- Each director shall hold office for a period of two (2) years and until his or her successor is elected and qualifies.
- SECTION 6. Directors shall serve without compensation except that a reasonable fee may be paid to Directors for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.
- SECTION 7. Meetings shall be held at the principal office of the Club unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.
- SECTION 8. Regular meetings of Directors shall be held approximately every two (2) months.
- SECTION 9. Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, by any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the Club or, if different, at the place designated by the person or persons calling the special meeting.

- SECTION 10. The Secretary of the Club shall give at least one-week prior notice to each Director of each meeting of the Board. Such notice may be oral or written, shall state the place, date, and time of the meeting, and the matters proposed to be acted upon at the meeting.
- SECTION 11. A quorum shall consist of five (5) of the members of the Board of Directors. The Board shall consider no business at any meeting at which the required quorum is not present.
- SECTION 12. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.
- SECTION 13. Meetings of the Board of Directors shall be presided over by the President of the Club, or in his or her absence, by the Vice President of the Club, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Club shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Robert's Rule of Order, insofar as such rules are not inconsistent with or in conflict with these bylaws or with provisions of law, shall govern the procedures of the meetings.

- SECTION 14. Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

#### ARTICLE V - OFFICERS.

- SECTION 1. The Officers of the Club shall be a President, a Vice President, a Secretary, and a Treasurer.
- SECTION 2. Any Primary Member of the age of majority in this state (18) and in good standing may serve as Officer of this Club.
- SECTION 3. Officers shall be elected by the Board of Directors, at any time, and each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.
- SECTION 4. Any Officer may be removed, either with or without cause, by the Board of Directors, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Club. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- SECTION 5. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than

that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

SECTION 6. The President shall be the chief executive officer of the Club and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Club and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law or by these bylaws, he or she shall, in the name of the Club, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law or by these bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. The Secretary shall:

Certify and keep at the principal office of the Club, or at such other place as the Board may determine, the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Club or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Maintain and update a Membership list containing the name and address and status of each and any Members.

Distribute the Membership list of Active Members to all Active Members at least twice (2) a year.

Exhibit at all reasonable times to any Director of the Club, upon request, the Bylaws, the Membership list, and the minutes of the proceedings of the Directors of the Club.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Club, and deposit all such funds in the name of the Club in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Club from any source whatsoever. Disburse, or cause to be disbursed, the funds of the Club as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Club's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the Club, upon request.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Club.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### ARTICLE VI - FINANCES.

SECTION 1. Obligations may be incurred and disbursements made upon approval of the President for the day to day running of the Club. Major purchases and commitments shall be approved by the general Membership at the annual meeting prior to such major purchases and commitments.

SECTION 2. The President and the Treasurer shall have legal custody and control of all funds, property and effects of the Club, subject to the general control thereof by the Club Membership.

SECTION 3. The officers of the Club shall, in advance of the annual meeting, cause the books and accounts to be audited by a committee selected, by the President, from the general Membership. The audit shall show the condition of said books and accounts and shall be ready for submission to the general Membership at the following regular annual meeting.

#### ARTICLE VII - COMMITTEES.

SECTION 1. The President may, upon assuming office, appoint from the general Membership a Chairperson and Committee persons as deemed necessary to carry out the duties and goals of the Club.

SECTION 2. Three permanent standing committees shall advise the Board of Directors: The Sport Committee, Finance Committee, and the Communication Committee. Each committee must consist of no less than three members.

SECTION 3. The Sport Committee. The main responsibility of the Sport Committee is to propose a schedule, the rules and formats, and organization of tournaments. The committee may propose activities related to competition, such as formation of leagues, organized practice, umpire training, and courses on organizing tournaments.

SECTION 4. Finance Committee.

a. Funding Development. The committee will develop new methods for funding the operations of the Club, including but not limited to, raising non-tax-free donations from high-net-worth individuals, businesses and organizations. These will include premium-incentive driven donation solicitations from both Members and non-members. Further, the committee will arrange, with the cooperation of the Communications Committee and the Sport Committee and the approval of the Board of Directors, appropriate sponsorship opportunities.

b. Marketing. In cooperation with the Communications Committee, the committee will develop an annual marketing plan for the Club to be executed by members of both committees.

c. Merchandising. The committee will manage the Club's merchandising program with the goal of generating significant revenue for the Club. Merchandise includes but is not limited to apparel, items for play, publications and premiums.

- d. Court Development. The committee will assume the main responsibility for locating and developing new courts for the Club throughout the five boroughs. Further, the committee will act as the Club's main liaison with City of New York and its affiliated development organizations to promote growth of the Club's court holdings throughout the city.

SECTION 5. Communication Committee.

- a. Internal Communications. The committee will facilitate the delivery of news to LBNY members about the club, its membership, and petanque in general. Such news can include, but is not limited to LBNY, FPUSA and other tournament schedules and results, as well as news about the game, its players, its strategies and techniques, etc. The committee will publish regular newsletters both as electronic and print documents—ideally on a quarterly basis—and update the club's website on a regular basis.
- b. Public Relations. The committee will also lead LBNY's public relations and image building. This will include press relations—planning and implementing press campaigns to raise the club's public profile—as well as maintaining LBNY's positive image among the general public.

ARTICLE VIII - DUES.

SECTION 1. The annual dues of the Club shall be due and payable on or before the January 15 of every year. The Board of Directors shall determine the Membership dues for the following categories:

ADULTS	Person over 18 years old
JUNIOR	Person under 18 years old (who will not turn 18 during the year)
FAMILY	Adult couple living in the same address

SECTION 2. All new Members received into the Club after June 30 shall pay a rate of 40% of yearly dues, plus the cost of the FPUSA current dues for the present year. Old Members shall pay the full amount during the entire year.

SECTION 3. Any Member who is in arrears for the non-payment of dues shall be declared a delinquent Member and ineligible to participate in any Club related functions; it is provided, however, that any delinquent Member may be reinstated upon payment of all back dues.

ARTICLE IX – MEETINGS OF MEMBERS.

SECTION 1. Meetings of Members shall be held at the principal office of the Club or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. An annual meeting of Members shall be held on a date no later than December 31 for the purpose of electing Directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by written or electronic ballot only, the format for each election to be designated by the Board of Directors. The annual meeting of Members for the purpose of electing directors shall be deemed a regular meeting.

SECTION 3. Special meetings of the Members may be called by the Board of Directors or by the President of the Club.

SECTION 4. Notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fourteen (14) nor more than thirty (30) days before the date of the meeting, either personally or by mail or email.

The notice of any meeting of Members at which Directors are to be elected shall also state the names of all those who are nominees or candidates for election to the Board at the time notice is given.

- SECTION 5. A quorum shall consist of 20% of the voting members of the Club.
- SECTION 6. Every act or decision done or made by a majority of voting Members present in person at a duly held meeting at which a quorum is present is the act of the Members, unless these Bylaws, or provisions of law require a greater number.
- SECTION 7. Each Member is entitled to one vote on each matter submitted to a vote by the Members. Voting at duly held meetings shall be by voice vote. Election of Officers, however, shall be by written ballot.
- SECTION 8. Except as otherwise provided under these bylaws, or provisions of law, any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the Club distributes a written ballot to each Member entitled to vote on the matter. The ballot shall:
- a. set forth the proposed action;
  - b. provide an opportunity to specify approval or disapproval of each proposal;
  - c. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Officers, state the percentage of approvals necessary to pass the measure submitted; and
  - d. shall specify the date by which the ballot must be received by the Club in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the Club.

Ballots shall be mailed or delivered in the manner required for giving notice of Membership meetings as specified in these Bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered.

- SECTION 9. Meetings of members shall be presided over by the President of the Club or, in his or her absence, by the Vice President of the Club or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members present at the meeting. The Secretary of the Club shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rule of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, or with provisions of law.

#### ARTICLE X - AMENDMENTS.

- SECTION 1. LBNY's Bylaws may be expanded, amended or repealed by the vote of at least two-thirds (2/3) of the members of the voting Club at any regular meeting of the Membership, provided that a copy of the proposed amendment has been given to each Member at least fifteen (15) days prior to the date of such meeting.