

CONSTITUTION ARTICLES OF INCORPORATION AND BYLAWS

ARTICLES OF INCORPORATION

October 2024

ARTICLE I – NAME

The Association shall be known as “INTERNATIONAL SHUFFLEBOARD ASSOCIATION, INC.”, hereinafter known as the “ISA”.

ARTICLE II – OFFICIAL LOCATION

The address of the ISA is consistent with the address registered with the Florida Department of State – Division of Corporations, document #749128 on www.sunbiz.org.

ARTICLE III – PURPOSES

The purpose of the ISA is to promote the sport of Shuffleboard by providing information about Shuffleboard, by stimulating the formation of National Shuffleboard Associations throughout the world, by promoting and executing international Shuffleboard events and competitions, by establishing and fostering social contacts and friendship between people interested in Shuffleboard from different nations and cultures.

ARTICLE IV – ELECTION OF DIRECTORS

- A. Nominations for ISA President, ISA Vice President, and ISA Treasurer may come from the National Presidents of the “Full Member” nations or from the floor.
- B. The ISA President, ISA Vice President, and ISA Treasurer shall be elected by the National Presidents of the “Full Member” nations with a simple majority.
- C. Election procedures for the National Presidents of the “Full Member” nations are subject to the terms of the national associations themselves.
- D. The offices of the ISA Secretary, Hall of Fame Curator and Keeper of Records shall be nominated by the ISA President and approved by the voting members of the Board of Directors with a simple majority.
- E. The Past President is the ISA President preceding the current ISA President.
- F. A simple majority is defined as more than half of all voting members of the National Presidents voting in favor of the candidate.

- G. If there is only one nominee for an office, in order to be elected for that office, the nominee must still achieve a simple majority of all voting members of the Board of Directors.
- H. If there is more than one nominee for an office, then, and only then, shall the voting be determined through secret ballot.
- I. If there are more than two candidates for any office, a run-off vote shall be held between the two candidates receiving the greatest number of votes on the first ballot, unless one candidate receives a majority vote.
- J. Currently serving officers may be nominated to succeed themselves.

ARTICLE V – BOARD OF DIRECTORS

The Board of Directors shall consist of the ISA President and the National President of each “Full Member” nation as voting members. The ISA Vice President, the ISA Treasurer, the ISA Secretary, Hall of Fame Curator, Keeper of Records and Past President as non-voting members.

ARTICLE VI – MEETINGS

The ISA shall hold an annual meeting of the Directors. Details are stated in the bylaws.

ARTICLE VII – REGISTERED OFFICE AND AGENT

- A. The address of the ISA is consistent with the address registered with the Florida Department of State – Division of Corporations, document #749128 on www.sunbiz.org.
- B. The name of the registered agent of the ISA is consistent with the name registered with the Florida Department of State – Division of Corporations, document #749128 on www.sunbiz.org.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the ISA shall be the calendar year.

ARTICLE IX – MEMBERSHIP

Any National Shuffleboard Association, having qualified under the Constitution and Bylaws of the ISA, may be duly proposed and accepted by a 2/3 vote of approval by the voting members of the ISA Board of Directors. A National Shuffleboard Association shall not be a business or for-profit entity.

ARTICLE X – DISSOLUTION

- A. Dissolution of the ISA needs a majority of $\frac{3}{4}$ of the vote of the ISA Board of Directors on a special ISA Board meeting that is called only for the purpose to vote about the dissolution.
- B. Upon dissolution or final liquidation of the ISA, the assets shall be split into monetary and non-monetary assets.
 - 1. Monetary assets of the organization shall be equally distributed between the “Full Members” of the ISA.
 - 2. Non-monetary assets shall be transferred to the national shuffleboard organization of the country where the ISA is registered.

ARTICLE XI – AMENDMENTS

- A. The Amendments to the Articles of Incorporation shall require a $\frac{2}{3}$ majority vote of the voting members of the Board of Directors for the said amendments to be adopted.
- B. A dated copy of any proposed amendment shall be sent to each voting member of the Board of Directors for consideration.
- C. When the ISA Secretary is satisfied that each voting member of the Board of Directors has had the proposed amendment for a period of two weeks, the President shall call for a vote by blind electronic transmission or in person at the Annual General Board Meeting (AGBM).
- D. After the amendment has been adopted, the amended constitution shall be filed with the Department of State in accordance with the legislation.

BYLAWS
October 2024

ARTICLE I – APPLICATION FOR MEMBERSHIP

- A. Any national association wishing to become a member of the ISA must submit a written application and a letter directed to the ISA President. The application is found in Exhibit A.
- B. The requesting national association shall provide proof that a national association has been formed. Organizing documents shall be in English language or translated to English.
- C. The voting members of the Board of Directors shall review applications for membership and can then grant membership status as outlined in Article II of the Bylaws to the qualifying applicant with a two-thirds majority.
- D. A nation can only be represented by one national association.

ARTICLE II – MEMBERSHIP CATEGORIES

- A. The ISA has two membership categories.

- 1. Full Member

- a. Any national Shuffleboard organization that requests to become a member and qualifies in accordance with ARTICLES I.A and I.B and participates in an official ISA tournament with at least four members from that organization may be granted Full Member status.
- b. Each Full Member organization has voting rights.
- c. If any Full Member organization does not send at least one competitor in three consecutive ISA World Championships. Their status will be downgraded to that of Associated Member effective at the end of the last round of the tournament of the 3rd missed event.
- d. Downgraded organizations shall forfeit their voting rights until reinstated as per Article II.A.2.d.

- 2. Associated Member

- a. Any national Shuffleboard organization that requests to become a member and qualifies in accordance with ARTICLES I.A and I.B but does not fully qualify in accordance with Article II.A.1.a., may be duly proposed as Associated Member.

- b. Associated Members have no voting rights.
- c. Once an Associated Member qualifies in accordance with ARTICLES I.A and I.B and ARTICLE II.A.1.a. their status shall be converted into Full Member status and afforded all rights as set forth in ARTICLE II. A.1.
- d. Downgraded Full Members may be reinstated by having at least one member compete in an ISA World Championship within five years following their downgrade and by a two-thirds majority vote cast by the voting members of the Board of Directors.

B. Attendees & Votes at Board of Directors Meetings

- 1. Each national Shuffleboard association is entitled to have its national president and one observer attend the Annual General Board Meeting (AGBM).
- 2. Each national Shuffleboard association is entitled to have its national president attend other meetings of the ISA.
- 3. Each national Shuffleboard association is entitled to one vote only on any motion before the Board of Directors in Accordance with ARTICLE II.A.1.
- 4. The membership is not transferable.

ARTICLE III – TERMINATION OF MEMBERSHIP

A. ISA National Memberships are indefinite unless:

- 1. A member association's Board submits a letter of resignation.
- 2. A member association is expelled by a two-thirds majority vote cast by the voting members of the Board of Directors.

B. The member association in question must be given written notice to the last known address shown in the ISA records. This can be a physical address or an email address.

C. The member association subject to expulsion may address the Board of Directors before the vote is taken. The address can be presented either in person or in writing.

D. An association whose membership is terminated loses all rights granted during their status as a Full Member or Associated Member.

ARTICLE IV – BOARD OF DIRECTORS TERMS

The ISA President, ISA Vice President, ISA Treasurer, ISA Secretary, Hall of Fame Curator, Keeper of Records, and Past President shall hold office for two years, starting from the day following the election or until a successor in office has been elected.

ARTICLE V – REMOVAL OF DIRECTORS

The ISA President, ISA Vice President, ISA Treasurer, ISA Secretary, Hall of Fame Curator, Keeper of Records, and Past President may be removed from office with or without cause by simple majority of all voting members of the national presidents of the Full Member associations.

ARTICLE VI – DUTIES OF DIRECTORS

A. The ISA President

1. Acts in a positive, affirmative and ethical way according to the purposes of the Association
2. Coordinates the interests of the member associations with special attention to the needs of people from different nations and cultures
3. Oversees the Association's administrative and financial departments as well as its contractors and volunteers
4. Prepares all meetings by establishing an agenda and inviting the relevant participants
5. Presides at all meetings
6. Conducts meetings in accordance with parliamentary procedure, using the latest edition of "Robert's Rules of Order, Newly Revised" as a guide, notwithstanding the option to use deviating procedures, if appropriate
7. Nominates Hall of Fame Curator and Keeper of Records
8. Nominates members of the Audit Committee
9. Nominates members of the Steering Committee
10. Acts as Chair and as a voting member of the Steering Committee
11. Delegates authority to carry out ISA projects
12. Reports to the voting members of the Board of Directors

B. The ISA Vice President

1. Assumes and performs all duties of the ISA President during their absence
2. Serves as aide to the President
3. Performs such duties as may be assigned by the President
4. Acts in a positive, affirmative and ethical way according to the purposes of the Association
5. Nominates members of the Audit Committee
6. Nominates members of the Steering Committee
7. Serves as a voting member of the Steering Committee
8. Reports to voting members of the Board of Directors

C. The ISA Treasurer

1. Is the sole custodian of the corporate seal and of all funds of the Association
2. Files the NOT-FOR-PROFIT CORPORATION ANNUAL REPORT and the IRS E-POSTCARD for Form 990 due May 15th each year
3. Secures the Association's financial liquidity and stability
4. Pays approved bills from the Association's bank account(s)
5. Provides financial information for the voting members of the Board of Directors and the auditors
6. Nominates members of the Audit Committee
7. Nominates members of the Steering Committee
8. Serves as a voting member of the Steering Committee
9. Reports to the voting members of the Board of Directors

D. The ISA Secretary

1. Documents all meeting and produces the meeting minutes
2. Maintains lists with contact details for all directors and members of the ISA

3. Attends to all correspondence
4. Oversees the files of the ISA
5. At each meeting, has the current version of the Articles of Incorporation, Bylaws, the ISA Handbook and the minutes of the last five meetings
6. Conducts votes under the direction of the ISA President
7. Nominates members of the Steering Committee
8. Serves as a voting member of the Steering Committee
9. Reports to the voting members of the Board of Directors

E. The ISA National Presidents

1. Have the right to nominate the ISA President, the ISA Vice President, and the ISA Treasurer
2. Elect the ISA President, the ISA Vice President, the ISA Treasurer, and approve the ISA Secretary, Hall of Fame Curator and Keeper of Records
3. Approve directors and audit committee members nominated by the ISA President, the ISA Vice President, and/or by the ISA Treasurer
4. The National Presidents of “Full Member” nations have the right to nominate members of the Steering Committee
5. Support the directors of the ISA in their duties
6. Monitor and observe the work of directors of the ISA

F. The Hall of Fame Curator

1. Maintains the ISA Hall of Fame
2. Provides information for visitors of the ISA Hall of Fame
3. Archives ISA files older than seven years in digital format
4. Reports to the voting members of the Board of Directors

G. The Keeper of Records

1. Maintains results of all competitions during ISA events in digital format

2. Provides information regarding results, if required
3. Monitors results published by the ISA
4. Reports to the voting members of the Board of Directors

H. The ISA Past President

1. Advises the Board of Directors

I. Further details are stated in the ISA Handbook

ARTICLE VII – VOTING PROCEDURES

A. General Procedures

1. Each Full Member association of the ISA and the ISA President shall have one vote at all meetings, including those meetings that take place by electronic transmission via the Association.
2. Any voting member unable to attend a meeting will be allowed to vote by electronic transmission or by assigning their voting privilege in writing to the person representing them.
3. Said notification must be presented to the ISA Secretary prior to the meeting
4. A vote can take one of three forms:
 - a. “Yes” – in favor
 - b. “No” – against the motion
 - c. “Abstain” – neither in favor nor against the motion, no vote provided or invalid vote

B. Votes at the Annual General Board Meeting (AGBM)

1. A motion may be made by any voting member of the Board of Directors. There must be a second before the motion can be discussed. After a motion is made and discussed, the President shall state the motion to be clear about the wording.
2. The President shall ask for votes for “Yes”, “No” and “Abstain”.
3. Should a voting member of the Board of Directors be unable to attend the meeting and therefore choose to vote by electronic transmission, the vote must be received by the Secretary two weeks before the meeting and must be kept confidential until the vote takes place during the meeting.

4. The ISA Secretary shall notify the ISA President of the existence of that vote.

C. Votes by Electronic Transmission

1. If the ISA President instructs the ISA Secretary to conduct a confidential vote via electronic transmission, the Secretary shall promptly notify the voting members of the Board of Directors. The notification shall include the exact wording of the motion, and members shall have a two-week period to provide their comments. Following the comment period, the voting members shall have one week to cast their vote.
2. In return, the vote shall be addressed only to the Secretary.
3. If confidentiality is broken by a voting member, that member's vote becomes invalid. Broken confidentiality includes if there are any additional recipients in the vote addressed to the Secretary.
4. Once the Secretary has received votes from all voting members of the Board of Directors or the end of the voting period is reached, the Secretary shall transmit the detailed results (number of votes for "Yes", "No" and "Abstain") to the ISA President.
5. Following the vote, the ISA President shall inform all members of the Board of Directors about the motion and the vote.

ARTICLE VIII – FILLING VACANCIES

If an office becomes vacant before the regular term of the office has ended, the following procedures to fill the vacancies shall apply:

A. The ISA President

1. In the event the office of the ISA President is vacated before their term has ended, the ISA Vice President assumes the duties of the President, and oversees the nomination process for a new ISA President immediately.
2. In the event the offices of the ISA President and the ISA Vice President are vacated before their term has ended, the ISA Treasurer assumes the duties of the ISA President, and oversees the nomination process for a new ISA President immediately.
3. In the event the offices of the ISA President, the ISA Vice President and the ISA Treasurer are vacated before their terms have ended, the ISA Secretary assumes the duties of the President, and oversees the nomination process for a new ISA President immediately.

4. In the event that the offices of the ISA President, the ISA Vice President, the ISA Treasurer, and the ISA Secretary are vacated before their terms have ended, the longest standing national president of the Full Member association oversees the nomination process for a new ISA President immediately.
5. While the office of the ISA President is vacant, no changes to the Articles of Incorporation, Bylaws or the ISA Handbook can be made.
6. If a national president comes to hold the office of the ISA President, they must assign their voting privilege as a national president to a representative of their national association. However, they may continue to act as the national president of their national association.

B. ISA Vice President, Treasurer, Secretary, Hall of Fame Curator, Keeper of Records

Such a vacancy shall be filled for the unexpired portion of their regular term of such office by the ISA President with the approval of a simple majority of the voting members of the Board of Directors.

C. Past President

Such vacancy shall not be filled until the regular term of the office ends.

ARTICLE IX – MEETINGS

A. General Procedures

1. The ISA holds the following meetings:
 - a. Annual General Board Meeting (AGBM)
 - b. Special Meeting
 - c. General Information Meeting
2. Meetings of the ISA may be called by:
 - a. The ISA President
 - b. Request to the ISA President by a number of voting members of the Board of Directors equal to or greater than one third of all voting members of the Board of Directors.
3. Notice of such meetings must be given to each member of the Board of Directors and, if necessary, any other ISA committee members or guests four weeks prior to the meeting.
4. The ISA President directs the Secretary to inform the invitees by email about the date, time, place and the order of business of the meeting.

5. In order to transact business, a number of voting members of the Board of Directors equal to or greater than half of all voting members of the Board of Directors must be voting according to the Bylaws, Article VII.
6. As a minimum, the order of business of the AGBM shall contain:
 - a. Roll call
 - b. Approval of Agenda
 - c. Approval of Minutes
 - d. President's Report
 - e. Treasurer's Report
 - f. Report of Committees
 - g. Application for Membership
 - h. Unfinished Business
 - i. Election of Directors
 - j. Request to Host International Tournaments
 - k. New Business
 - l. Adjournment
7. Due to the nature of the Special Meeting and the General Information Meetings, their order of business may vary from the aforementioned.

B. Annual General Board Meeting (AGBM)

1. The AGBM will normally coincide with the date and location of an ISA World Championship.
2. In years when there is no ISA World Championship, the ISA President shall convene an electronic meeting.
 - a. If the ISA President is unable to attend, the ISA Vice President shall assume the duties of the ISA President for that meeting. If the ISA Vice President is unable to attend, the ISA Treasurer shall assume the duties of the ISA President for that meeting. If the ISA Treasurer is unable to attend, the ISA Secretary shall assume the duties of the ISA President for that meeting.

C. Special Meeting

Special meetings shall be held only if immediate action is needed by the Board of Directors.

D. General Information Meeting

1. A General Information Meeting shall be held at each ISA World Championship, following the AGBM.

2. The purpose of the General Information Meeting is to update those present about the business of the ISA and to offer the audience an opportunity to express their views.

X – COMMITTEES

- A. Committees report to the voting members of the Board of Directors and may be required to offer recommendations to the voting members of the Board of Directors.
- B. Any recommendation comes from the Chair of the committee and must state the number of committee members that are in favor, against or abstain from the recommendation.
- C. The ISA shall maintain the following committees:
 1. Auditing Committee
 - a. The auditing committee and its members are nominated by the ISA President and are subject to ratification by the voting members of the Board of Directors with a simple majority.
 - b. The ISA President selects a Chair of the committee.
 - c. Duties of the Auditing Committee are to:
 - i. Provide oversight of management's performance with respect to required and recommended financial responsibilities and disclosure.
 - ii. Monitor choice of accounting policies and principles.
 - iii. Offer recommendations to the voting members of the Board of Directors based on the committee's review activities.
 - iv. The members of the Auditing Committee shall hold office for two years, starting from the day following the election or until a successor in office has been selected.
 2. Steering Committee
 - a. The members of the Steering Committee shall consist of the ISA President, the ISA Vice President, the ISA Treasurer, the ISA Secretary, and the longest standing National President of the Full Member associations. Additional Steering Committee members shall be nominated by any voting member of the Board of Directors.
 - b. Nominations are subject to ratification by the voting members of the Board of Directors with a simple majority.
 - c. The Steering Committee consists of a minimum of 6 and a maximum of 10 people.
 - d. The ISA President acts as the Chair of the Steering Committee.
 - e. Duties of the Steering Committee are to:

- i. Develop strategies, projects and programs to reach the goals of the ISA
- ii. Identify interest from potential hosts for future ISA events
- iii. Offer recommendations to the voting members of the Board of Directors
- iv. The Steering Committee may appoint one of the Steering Committee members to serve on subcommittee as outlined in the ISA Handbook

The members of the Steering Committee shall hold office for two years, starting from the day following the election.

D. Further details are stated in the ISA Handbook.

ARTICLE XI – MEMBERSHIP DUES AND PLAYER FEES

A. There shall be no membership dues.

B. There shall be a player fee to be paid by every player competing in an ISA sanctioned event. Further details regarding player fees are stated in the ISA Handbook.

XII – INTERNATIONAL SHUFFLEBOARD EVENTS AND COMPETITIONS

The ISA hold international Shuffleboard events and competitions. Details regarding the frequency, format, manner and size are stated in the ISA Handbook.

XIII – AWARDS

A. The ISA presents awards to exceptional individuals who have demonstrated outstanding on-court performances at ISA events or who have provided extraordinary service to the ISA.

B. Details regarding the various kinds of awards, eligibility, nomination and selection are stated in the ISA Handbook.

XIV – ISA HANDBOOK

A. The ISA Handbook shall provide detailed information regarding the topics outlined in the bylaws.

B. In addition, the ISA Handbook is meant to ensure a serious, smooth and efficient business transaction within the ISA.

C. Amendments to the ISA Handbook shall require a simple majority of all voting members of the Board of Directors to be adopted.

XV – AMENDMENTS

- A. Amendments to the Bylaws shall require a two thirds majority vote of the voting members of the Board of Directors for the said amendments to be adopted.
- B. A dated copy of any proposed amendment shall be sent to each voting member of the Board of Directors for consideration.
- C. When the ISA Secretary is satisfied that each voting member of the Board of Directors has had the proposed amendment for a period of two weeks, the President shall call for a vote by electronic transmission or in person at the Annual General Board Meeting.
- D. After the amendment has been adopted, the amended constitution shall be filed with the Department of State in accordance with the legislation.

ARTICLE XVI – EXECUTON OF DOCUMENTS

- A. No document involving the ISA and an outside party shall be executed without the prior approval of the majority of the voting members of the ISA Board of Directors.
- B. All documents approved by a majority of the voting members of the ISA Board of Directors shall be executed whether under the Corporate Seal or otherwise by being signed by two persons, one being either the ISA President, the ISA Vice President, the ISA Treasurer, or the ISA Secretary and the other being a voting member of the ISA Board of Directors.
- C. Electronic signatures or acceptance via email would be approved signatures for the purpose of gaining the approval of the voting members of the ISA Board of Directors.

EXHIBIT A

International Shuffleboard Association, Inc.

www.world-shuffleboard.org



Joining the ISA

There are two membership categories with different requirements and membership benefits. A nation can only be represented by one national organization. The chart below explains what is required for membership and what a country can enjoy as an ISA member.

	Full Member	Associated Member
<u>Requirements to Become an ISA Member:</u>		
Submit a written request to the ISA President asking to join the ISA	✓	✓
Provide proof that a national organization has been formed. Translation of documentation to English is required.	✓	✓
The applying national organization must enter and participate in an official ISA tournament with at least four members from that organization.	✓	
Two-thirds majority approval by the voting members of the Board of Directors	✓	✓
<u>Benefits of ISA Members:</u>		
National representative and guest attend Annual General Board Meeting	✓	
Organization has voting rights	✓	
<p>“Full Member” organizations that do not send at least one competitor in three consecutive ISA World Championships will have their member status reduced to that of “Associated Member” effective at the end of the last round of the tournament of the third missed event.</p> <p>“Associated Members” who enter and participate in an official ISA tournament with at least four members from that organization may become a “Full Member” with a two-thirds majority approval by the voting members of the Board of Directors.</p>		

International Shuffleboard Association, Inc.

www.world-shuffleboard.org



Organization Name:	
Date Formalized:	
How was association Formed?	
President and Board Members:	
Number of Members:	
Do you have equipment?	Yes No (mark with X)
Where do you play?	
Do you host tournaments?	
How did you learn about shuffleboard?	
What are your goals for promoting shuffleboard?	
Use this space to include any more information you think would be useful to help us get to know your organization.	

Required Attachments:

1. Written letter to the ISA President requesting membership
2. Proof that a national organization has been formed. Translation of documentation to English is required