[Version 5.4 Draft dated June 27, 2008 of the] BYLAWS OF THE WORLD FLYING DISC FEDERATION

(a Colorado Nonprofit Corporation)

ARTICLE I - PURPOSES

The World Flying Disc Federation ("WFDF") is organized exclusively for educational purposes and to foster national and international amateur sports competition within the meaning of and pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or under the corresponding provision of any future United States Internal Revenue law), including, but not limited to, such purposes as:

1. To serve as the international governing body of all flying disc sports, with responsibility for sanctioning world championship and other international flying disc events, establishing uniform rules, and setting standards for and recording of world records;

2. To promote and protect the “spirit of the game” of flying disc sports play;

3. To promote flying disc sports play throughout the world and foster the establishment of new national flying disc sports associations, advising them on all flying disc sports activities and general management;

4. To promote and raise public awareness of and lobby for official recognition of flying disc play as sport;

5. To provide an international forum for discussion of all aspects of flying disc sports play; and

6. Consistent with above principles, to transact any and all other lawful business or businesses for which a corporation may be incorporated pursuant to the Colorado Revised Nonprofit Corporation Act, as it may be amended from time to time.

ARTICLE II – DEFINITIONS OF DISC SPORTS AND SANCTIONED EVENTS

1. A **Disc Game** is a game or event played with a flying disc that is recognized as a Disc Game by WFDF. The designation as a WFDF Disc Game is granted and revoked in an annual or special meeting or other vote of the voting members of WFDF (“Congress”). The list of Disc Games shall be maintained on the WFDF web site and updated as necessary.

2 A **Disc Discipline** is a Disc Game which is played according to a set of rules approved by WFDF but for which there is no WFDF World Championship event.

The designation as a WFDF Disc Discipline is granted and revoked by Congress. The list of Disc Disciplines shall be maintained on the WFDF web site and updated as necessary. Rules and regulations of each Disc Discipline or the standards for World Records are governed by their respective standing or ad hoc Committees, must be written in the English language, and must be approved by the Board of Directors.

3. A **Disc Sport** is a Disc Game which conforms to the following definition:

a. it is a Disc Game played according to a set of rules approved by WFDF;

b. it is a Disc Game for which a WFDF Disc Sport Committee has been established; and

c. it is a Disc Game for which a WFDF World Championship is played on a regular basis, meeting the standards for such tournaments as set forth in these Bylaws and as otherwise established by the Board of Directors.

The designation as a WFDF Disc Sport is granted and revoked by Congress. The list of Disc Sports shall be maintained on the WFDF web site and updated as necessary. Rules and regulations of each Disc Sport or the

standards for World Records are governed by their respective standing Committees, must be written in the English language, and must be approved by the Board of Directors.

4. A **WFDF World Championship** is a Sanctioned Event that is a tournament or event designated by Congress as a "WFDF World Championship" for a particular Disc Sport. Such tournament or event may be held on a stand alone basis or in conjunction with the WFDF World Championship for other Disc Sports. Such events must meet the minimum standards for determination of tournament formats, player and team selection processes, etc., as set by the policies established by the Board of Directors. Furthermore, for a tournament or event for a Disc Sport to be designated and maintained as a WFDF World Championship, it must be held on no less than a quadrennial basis and must regularly involve participants from at least eight different countries from three continents.

5. A **Sanctioned Event** is a tournament or event designated by Congress as a "Sanctioned Event" for a particular Disc Discipline or Disc Sport. Although it includes all WFDF World Championships, it may also include regional events or variations on the rules of play for a Disc Discipline or Disc Sport. A Sanctioned Event fee shall be paid to WFDF for each participating player in any WFDF Sanctioned Event, according to the schedule established by Congress.

ARTICLE III – MEMBERSHIPAND VOTING

1. **Membership Classes.** There shall exist the following classes of membership:

1.1 National Member: A National Member shall be a flying disc association which is the governing body for one or more Disc Games solely within a single national boundary. A National Member may represent a single Disc Game or multiple Disc Games, but there can be only one National member per Disc Game per country. To become a National Member and/or remain in good standing, a flying disc association must meet all of the following criteria, receive preliminary approval of WFDF's Board of Directors, and be confirmed by Congress. If an incumbent National Member fails to continue to meet the membership criteria, their membership may be revoked by Congress.

(a) must be organized with bylaws acceptable to WFDF;

(b) must operate under the rules, policies, and programs which are in compliance with all agreements to which WFDF is a party;

(c) must be open to participation without regard to race, color, religion, national origin, sex, or sexual orientation;

(d) must represent a minimum of 50 individual disc players who are members of its organization ("Constituents");

(e) must hold an annual meeting and/or have another representative mechanism for its Constituents to elect a board of directors;

(f) must fairly represent the interests of Constituents for the Disc Sports they represent in the country; and

(g) must pay dues to WFDF as established by the Congress, and report annually regarding the number of its Constituents per the requirements as established by the Board of Directors (the "Census").

1.2 Disc Game Organizational Member: A Disc Game Organizational Member shall be a flying disc association which is the governing body for a single Disc Game across numerous national boundaries. There can be only one Disc Game Organizational Member per Disc Game. To become a Disc Game Organizational Member and/or remain in good standing, a flying disc association must meet all of the following criteria, receive preliminary approval of WFDF's Board of Directors, and be confirmed by Congress. If an incumbent Disc Game Organizational Member fails to continue to meet the membership criteria, their membership may be revoked by Congress.

(a) must be organized with bylaws acceptable to WFDF;

(b) must operate under the rules, policies and programs which are in compliance with all agreements to which WFDF is a party;

(c) must be open to participation without regard to race, color, religion, national origin, sex or sexual orientation;

(d) must represent a minimum membership of 50 Constituents;

(e) must hold an annual meeting and/or have another representative mechanism for its Constituents to elect a board of directors;

(f) must fairly represent the interests of participants of the applicable Disc Game for a region (multi-national) or worldwide; and

(g) must pay dues to WFDF as established by the Congress and report annually per the Census requirements as established by the Board.

1.3 Provisional Member: Provisional members are (a) flying disc associations which are the governing body for one or more Disc Games solely within a single national boundary, or (b) flying disc associations which are the governing body for a single Disc Game across numerous national boundaries, which have not met all of the qualifications of a national Member or Disc Game Organizational Member, and which are not already represented by a Member in that country or Disc Game. To become a Provisional Member and/or remain in good standing, a flying disc association must meet all of the following criteria, receive preliminary approval of WFDF's Board of Directors, and be confirmed by Congress. If an incumbent Provisional Member fails to continue to meet the membership criteria, their membership may be revoked by Congress.

(a) must be open to participation without regard to race, color, religion, national origin, sex or sexual orientation;

(b) must operate under the rules, policies and programs, which are in compliance with all agreements to which WFDF is a party;

(c) must fairly represent the interests of all Constituents in the applicable sport, region and/or country; and

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(d) must report annually per the Census requirements as established by the Board.

1.4 Resolution of Conflicts in Defining Responsibility: There can only be one Member representing each Disc Game per country. If there is a National multi-game Member which represents players in a Disc Game, and a separate association in the country requests consideration as a member in WFDF, the prospective Member's application must specifically address the issue of representation and both the National multi-game Member and the Disc Sport or Disc Discipline Committee, if any, must also comment on the application. If there is a conflict, Congress will make the decision as to which group represents the players in the Disc Game in question within the country, as part of the overall decision regarding admission of the prospective member. Further , if there is a National multi-game Member which represents players in a particular Disc Game, and a respective Disc Game Organizational Member seeks to represent such overlapping Constituents in WFDF, the Disc Game Organizational Member's application must specifically address the issue of representation and both the National multi-game Member and the Disc Sport or Disc Discipline Committee, if any, must also comment on the application. If there is a conflict, Congress will make the decision as to which Member represents the Constituents in the Disc Game in question within the country.

2. **Reporting by Members**. As a prerequisite of initial membership and as an ongoing requirement to remain in good standing, each Member shall report the number of Constituents in its association and the basis for such calculation to WFDF. Such number shall typically be the greater of the (a) the number of dues paying members in the Member organization or (b) the number of different individuals participating in the national or

organizational flying disc championships sanctioned by the Member organization. WFDF reserves the right to review the basis for the calculation of members for a Member association and to require revisions in order to establish consistency among Members in the basis for such calculations. Such ongoing reporting shall occur in the form of an annual Census, the requirements of which shall be established and amended from time to time by the Board.

3. **Rights of Members: Voting and Play in Sanctioned Events**.

3.1 **Voting**. All National and Disc Game Organizational Members in good standing ("Voting Members") shall be entitled to vote on all matters coming before the Congress, including the selection of Board members and other officers, fiscal matters of the Corporation, and on play related matters. Provisional members are not entitled to any vote.

3.2. **Play in Sanctioned Events**. National Members in good standing may designate Constituent players or teams to participate in Sanctioned Events, per the allocation rules established by the Committee responsible for the respective Disc Sport event and confirmed by the Board. Disc Game Organizational Members may not designate players or teams to participate in Sanctioned Events unless there is no National Member with responsibility for such designation of a participant from such country. Except as otherwise provided in Section 3.4 of this Article III, players represented by Provisional Members are not eligible for participation in Sanctioned Events.

3.3. **Good Standing**. A National or Disc Game Organizational Member shall be considered in Good Standing for voting purposes or play in a Sanctioned Event if it has paid all of its membership fees prior to the Sanctioned Event or Congress, respectively, and has fulfilled all its other obligations to WFDF including submission of Census data.

3.4. **Provisional Member Play Exemption**. To encourage participation in Sanctioned Events by players from countries or a Disc Game not previously represented by a National or Disc Game Organizational Member, but by a Provisional Membership only, there is a one time exemption from the full membership requirement for the participation of a player or team in a Sanctioned Event. However, concurrent with such participation, representatives of that country or Disc Game will have the obligation to apply for National Membership or Disc Game Organizational Membership (as applicable) as soon as practicable. Players from such countries will be precluded from participation in subsequent Sanctioned Events until such time as such membership application is made and approved by the Congress, up to a maximum of nine years from the initial exemption event.

4. **Voting**. In matters requiring a vote of Congress, each Voting Member in good standing shall have a number of votes reflective of the number of Constituents that organization represents, as reported in the Census for the respective year, according to the following table (the "Voting Schedule"):

Number of Constituents	Number of Votes
From 0 to 200	1
From 201 to 400	2
From 401 to 800	3
From 801 to 1,600	4
From 1,601 to 3,200	5
From 3,201 to 6,400	6
From 6,401 to 12,800	7
From 12,801 to 25,600	8
From 25,601 to 51,200	9
51,201 and above	10

Votes of Members with more than one vote may be split in favor of alternative choices on a whole number basis per the Member's discretion.

Notwithstanding the foregoing, the Congress may establish limits based on the number of Constituents for a maximum and minimum number of votes per Member, which must also be directly reflected in the dues required for such Member.

4.1. **Decisions by all Voting Members**. All Voting Members shall vote on matters affecting the general business and functions of WFDF, including: (a) electing the directors and officers of WFDF; (b) reviewing and approving the previous year's financial statements and auditors' reports; (c) approving WFDF's annual budget and electing an Audit Committee; (d) setting membership dues and sanctioning fees for WFDF events; (e) approving the WFDF event calendar; (f) authorizing the basic strategic direction and policies of WFDF; (g) approving new members or terminating members; (h) making amendments to the WFDF Bylaws; (i) adding new disc sports to the WFDF program; and (j) other matters affecting WFDF generally. Each Voting member shall have the number of votes as per the Voting Schedule, adjusted by any such minimum or maximum caps as determined by Congress.

4.2. **Voting by Representatives of Specific Disc Disciplines**. For matters only involving a specific Disc Game, as determined by the Board of Directors, only Voting Members with responsibility for that Disc Game may vote. Each Voting Member with responsibility for a specific Disc Game shall have the number of votes as per the voting Schedule (adjusted by any such minimum or maximum caps as determined by Congress) without consideration of the share of its Constituents involved with such Disc Game.

4.3. **Requisite Majorities**. In most votes put forward before Congress, except as noted as follows, affirmative votes constituting a simple majority (50% plus 1) of the votes available to be cast are required to approve an action or motion. For (a) motions to revoke the membership of a current Member as provided for in Article III, (b) the removal of a Director as provided for in Article IV, Section 4, or (c) the amendment of the Bylaws as provided for in Article VIII, a two-thirds (2/3) majority of the votes available to be cast are required for approval. Approval of the dissolution of the corporation as provided for in Article VII requires the affirmative vote of a three-quarters (3/4) majority of the votes available to be cast. In all cases, notice must be duly given and the required quorum must be met for any such vote to be valid.

5. **Meetings and Voting Outside of a Meeting**. Annual or Special Meetings of the members of WFDF, or votes by Voting Members held outside of an in-person meeting, shall be known as a Congress.

5.1. Annual Meeting. The Annual Meeting of the Members shall be held each calendar year at a place and time to be fixed by the Board of Directors. The purposes of the annual meeting shall be to: (a) review and approve the previous year's financial statements and auditors' reports, (b) approve WFDF's annual budget and elect an Audit Committee, (c) authorize the basic strategic direction and policies of WFDF, (d) serve as a forum for discussion of general disc sports issues, and (e) to take such other action as may properly come before the Congress. The Secretary shall cause to be given to each member notice of the time and place of the annual meeting not less than three (3) calendar months prior to the date of such scheduled meeting. Members must submit all motions for consideration at the annual meeting to the Board of Directors not less than 75 days prior to the date of such scheduled meeting, and the Board shall forward to all members a meeting agenda, along with copies of all motions, reports and other relevant material for consideration at the Congress, not less than two (2) calendar months prior to the date of such scheduled meeting.

5.2. **Special Meetings**. Special Meetings outside of the Annual Meeting may be called at any time by the Board of Directors. The Secretary shall cause to be given to each Voting Member notice of the time, place and purpose of such meeting, along with background materials requiring consideration, not less than two (2) calendar months prior thereto. The Board shall also be required to call a Special Meeting of the Congress upon the written demand of Voting Members in good standing representing twenty-five percent (25%) of the total Member votes.

5.3. **Votes Outside of a Meeting**. Votes outside of the Annual Meeting or a Special Meeting may be called at any time by the Board of Directors. The Secretary shall cause to be given to each Voting Member notice of the time, place and purpose of such meeting or required vote outside of a meeting, along with background materials requiring consideration, not less than one calendar month prior thereto. Whenever the Voting Members are required or permitted to take any action by vote outside of an Annual Meeting or Special Meeting,such vote shall take place through electronic or written voting mechanisms as established by the Board of Directors.

5.4. **Quorum**. So long as the Annual Meeting or a Special Meeting has been duly called as provided above, the presence, in person, by telephone or video conference, electronic correspondence, or by proxy, of any Voting Members shall constitute a quorum and shall be sufficient for the transaction of any business. For

votes outside of an Annual or Special Meeting, the participation of no fewer than 50% of the Voting Members (before consideration of the actual votes per the Voting Schedule) shall constitute a quorum.

5.5. **Proxies**. Each Voting Member entitled to vote may authorize a person or persons to vote on behalf of such Voting Member by proxy. A proxy shall be in writing, signed by a duly authorized officer of a Voting Member, and revocable at the pleasure of the Voting Member executing it, and may be delivered electronically or in paper format. Such proxy must be delivered to the Secretary prior to the meeting or action and shall be valid only for the meeting or action named therein.

6. **Membership Fees**. The annual dues of Members shall be determined from time to time by the Congress, upon recommendation of the Board. Membership dues for each National and Disc Game Organizational Member are to be determined on the basis of the number of Constituents represented directly or indirectly by that organization, as reported in the Census for that year. Notwithstanding the foregoing, the Congress may establish limits for a maximum and minimum rate for dues per Member, which will be directly reflected in the Voting Schedule for such Member. In addition, the Congress, at the recommendation of the Board of Directors, may provide for a discounted rate for dues for Members in developing countries (the "Special Terms of Payment"), which shall not affect the Voting Schedule for any such Member.

If a member declines to report the number of players it represents in the Census, the Board is authorized to estimate the number for that member at its discretion and set dues accordingly.

7. **Sanctioned Event Fees**. The Sanctioned Event fee schedule shall be determined from time to time by Congress upon the recommendation of the Board. Such schedule of sanctioning fees shall be reflective of the type of event, expected number of participants, and length of event, and shall be stated as a per participant fee collected by the Sanctioned Event Organizer on behalf of WFDF.

In any case, the one time exemption for provisional Members from the Membership requirement provided for in Article III Section 3.4 does not excuse the participants from being required to pay the Sanctioned Event fee in order to participate in the Sanctioned Event.

8. **Hold Harmless**. Each Member, as a condition of its membership, agrees to hold WFDF and its directors, officers, coordinators, agents and consultants harmless from claims of any kind, nature or description arising out of the Member's participation in or observance of any game, tournament or event sponsored or sanctioned by WFDF.

9. **Meetings By Telephone or Other Electronic Means**. Members may hold or participate in a meeting of the Congress by means of conference telephone or other electronic means provided that all such persons so participating in such meeting can hear each other at the same time.

ARTICLE IV - DIRECTORS

1. **Management of the Corporation.** WFDF shall be managed by the Board of Directors which shall consist of eleven (11) directors. Directors shall be selected without regard to race, color, religion, national origin, sex or sexual orientation. The Board shall consist of the President, Secretary, Treasurer and the current chairs of each Disc Sport Committee, as elected by the Congress, along with such at-large directors as the Congress shall determine. The Congress may also elect one (1) deputy director, who shall serve as a full voting member of the Board in the event that any director resigns or is removed prior to the end of his/her stated term.

The Board may engage outside consultants to assist on a day to day basis with the management of the corporation, within the constraints of the budget approved by the Congress.

2. **Election and Term of Directors.** An annual election by Congress will be held during the final two months of each calendar year to elect directors to hold office for the designated term of office. Each director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and shall have qualified, or until his or her resignation or removal. Directors shall serve for two year terms, to be staggered as determined by the Congress. Elections are held electronically to accommodate all

Members, and shall be open for no less than thirty (30) calendar days. Votes by Congress for Directors shall be via a commonly accepted voting mechanism as determined by the Board.

3. **Increase or Decrease in Number of Directors**. The number of directors may only be changed by Congress through an amendment to the Bylaws. No decrease in number of directors shall shorten the term of any incumbent director.

4. **Removal, Resignation, Replacement.** Any director or directors may be removed by Congress. A director may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board. In the case of the resignation, death, or removal of a Board member, the deputy director (if any) shall replace such Board member. In the absence of a deputy director to replace a vacancy, the Board in its discretion may appoint a successor to serve in the position through the end of the scheduled term.

5. **Meetings.** There shall be no less than four (4) meetings of the Board annually, at such places and times to be fixed by the President. The Secretary shall cause to be given to each member of the Board notice of the time and place of the annual meeting not less than thirty (30) days prior to the date of such meeting. Such Board meetings may take place in person or by means of conference telephone or similar communications equipment, provided that all such persons so participating in such meeting can hear each other at the same time.

6. **Special Meetings and Actions Taken Without a Meeting.** A special meeting of the Board may be called by the President or by the majority of the Board. The Secretary shall cause each director to be notified of the time, place and purpose of such meeting not less than thirty (30) calendar days prior thereto. A vote of the Board taken without a meeting may be called by the President or by a majority of the Board, with each director to be notified of the time, place and purpose of such vote not less than seven (7) calendar days prior thereto. Whenever members of the Board are required or permitted to take any action by vote without a meeting, such vote shall be conducted through electronic or written voting mechanisms as established by the Board of Directors.

7. **Quorum and Required Majority.** The presence of not less than seven (7) members of the Board shall constitute a quorum and shall be necessary for the transaction of business. The consent of a majority of the directors present at any meeting at which a quorum is present, but in any case the affirmative vote of not less than five (5) directors, shall be required for passage of any measure before the Board. One or more vacancies on the Board shall not change the required minimums for Quorum or Required Majority affirmative vote.

8. **Committees.** The Board may designate such temporary or standing committees as it shall deem advisable, and such committee or committees shall have such powers as may be specified by resolution of the Board. In addition to such committees as may be authorized by resolution of the Board, there shall exist the following standing committees:

8.1 Executive Committee. The Executive Committee shall consist of the President, the Secretary and the Treasurer. The Executive Committee shall administer the daily affairs of WFDF, and shall have and exercise the authority of the Board in the management of WFDF, except as may be limited by resolution of the Board or by law.

8.2. Disc Sport Committees: A Disc Sport Committee shall be established for each Disc Sport with the responsibility to oversee the play-related activities of the specific Disc Disc Sport. Each Disc Sport Committee shall consist of a Chair and a number of members. The Chair of each Disc Sport Committee will be chosen by Congress per the voting procedures established for Board elections for a two year term and members of the Committee shall be nominated by such Chair, subject to approval by the Board.

Each Disc Sport Committee shall address such issues as may affect participants in the specific Disc Sport, including: (a) maintaining and proposing revisions of the official WFDF rules for the Disc Sport; (b) soliciting bids for Sanctioned Events for the Disc Sport; (c) overseeing the Sanctioned Events for the Disc Sport, determining tournament formats, player and team selection processes, all in accordance with policies established by the Board of Directors, (d) arbitrating on any WFDF play-related issues within the Disc Sport; and (e) maintaining world records, and proposing revisions to the standards for such world records, if relevant within the Disc Sport. Although each Disc Sport Committee or a subcommittee designated for such purpose shall have the responsibility for soliciting bids for Sanctioned Events, the Board of Directors shall make the decision on which bid to accept. All

decisions of a Disc Sport Committee may be appealed to the Board. Further, the Board will determine in advance which issues are subject to approval by all Voting Members of WFDF, which are subject to approval solely by Voting Members responsible for that Disc Sport, and which are issues subject to approval by the Board.

If there is no Committee for a Disc Sport, an official WFDF version of the rules may be proposed by any Voting Member responsible for that Disc Sport and approved by the Board of Directors. If there is a proposal for a Sanctioned Event but no Committee has yet been constituted, the Board of Directors shall appoint an interim Disc Sport Committee and chair to oversee event discussions until a Disc Sport Committee chair can be elected at the next Congress.

8.3. Disc Discipline Committees: A Disc Discipline Committee may be established for Disc Disciplines at the discretion of the Board, with the responsibility to oversee the play-related activities of the specific Disc Disc Discipline. Each Disc Discipline Committee shall consist of a Chair and a number of members. The Chair and members of each Disc Discipline Committee will be chosen by the Board of Directors. The Chair of a Disc Discipline Committee need not be a member of the Board.

Each Disc Discipline Committee shall address such issues as may affect participants in the specific Disc Discipline, including: (a) maintaining and proposing revisions of the official WFDF rules for the Disc Discipline; (b) soliciting bids for Sanctioned Events for the Disc Discipline; (c) overseeing the Sanctioned Events for the Disc Discipline, determining tournament formats, player and team selection processes, all in accordance with policies established by the Board of Directors, (d) arbitrating on any WFDF play-related issues within the Disc Discipline; and (e) maintaining world records, and proposing revisions to the standards for such world records, if relevant within the Disc Discipline. Although each Disc Discipline Committee or a subcommittee designated for such purpose shall have the responsibility for soliciting bids for Sanctioned Events, the Board of Directors shall make the decision on which bid to accept. All decisions of a Disc Discipline Committee may be appealed to the Board. Further, the Board will determine in advance which issues are subject to approval by all Voting Members of WFDF, which are subject to approval solely by Voting Members responsible for that Disc Discipline, and which are issues subject to approval by the Board.

If there is no Committee for a Disc Discipline, an official WFDF version of the rules may be proposed by any Voting Member responsible for that Disc Discipline and approved by the Board of Directors. If there is a proposal for a Sanctioned Event but no Committee has yet been constituted, the Board of Directors shall appoint an interim Disc Discipline Committee and chair to oversee event discussions.

8.4. Audit Committee. The Congress shall elect an Audit Committee consisting of not less than two (2) members, none of whom may also be members of the Board. The term of each member shall be approximately one year, until the next annual Congress. The Audit Committee shall review the financial records of the Corporation, and report to the Congress no less than annually. If a member of the Audit Committee resigns prior to the completion of the term, the board shall designate a replacement to serve until the next Congress.

9. **Meetings By Telephone or Other Electronic Means**. Members of any Committee designated thereby may hold or participate in a meeting of the Committee by means of conference telephone or other electronic means provided that all such persons so participating in such meeting can hear each other at the same time, or by means of conference via email or similar communications such as electronic chat sessions provided that all such persons so participating in such meeting can participate equally. Whenever members of any Committee are required or permitted to take any action by vote without a meeting, such vote may be conducted through electronic or written voting mechanisms as established by the Board of Directors.

ARTICLE V - OFFICERS

1. **Election, Appointment, Term, Compensation.** Except as otherwise provided herein, officers shall be elected by Congress and shall serve for the designated term. All officers may be reappointed or reelected to succeeding terms without limitation. No two offices may be held by the same person.

2. **Removal, Resignation, Replacement.** Any Officer elected by Congress may only be removed by Congress. Any officer appointed by the Board may be removed by the Board at any time with or without cause.

In the event of the death or resignation or removal of an officer the Board in its discretion may appoint a successor to serve in the position through the end of the scheduled term.

3. **President.** The President shall be elected by Congress and shall serve for a term of two (2) years. The President shall preside at all meetings of the Congress and of the Board, and shall act as Chair of the Executive Committee. The President shall be the chief executive officer of WFDF. The Board of Directors may authorize the President to enter into or execute and deliver any instrument in the name of and on behalf of WFDF. Such authority may be general or confined to specific instances.

4. **Vice President.** The Vice President shall be elected by the Board from among the board members, and shall serve for a term of one (1) year. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President (if any) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President (if any) shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

5. **Treasurer.** The Treasurer shall be elected by Congress and shall serve for a term of two (2) years. The Treasurer shall serve on the Executive Committee and shall act as the treasurer and controller of WFDF. The Treasurer shall have the care and custody of all the funds and securities of WFDF and shall deposit all such funds in the name of WFDF in such bank or trust company as the Board of Directors may elect. He or she shall keep an account of all monies received and expended for use of WFDF, and shall sign all checks, drafts, notes and orders for the payment of money authorized by the Board of Directors. The Treasurer shall also negotiate all loans and/or other financial transactions on behalf of WFDF at the direction of the Board. The Board may, in its sole discretion, authorize the Treasurer to make such payments as may be customary and normal in the ordinary course of business; all extraordinary disbursements must be approved by the Executive Committee, subject to the discretion of the Board. The Treasurer shall maintain an up-to-date list of members in good standing, shall present a report on the financial affairs of WFDF to the Annual Meeting and the Board of Directors, shall be responsible for the filing of all tax returns (if any) as may be required from time to time and shall prepare a report to the membership to be distributed by electronic mail or posted on the web site each year.

6. **Secretary.** The Secretary shall be elected by Congress and shall serve for a term of two (2) years. The Secretary shall serve on the Executive Committee and shall have the duty to see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, shall keep the minutes of the meetings of the Board of Directors and the Congress in a book or books provided for such purposes, and shall maintain a file of such other books and papers of WFDF as the Board of Directors may direct. The Secretary shall prepare, under the direction of the Board of Directors, periodic reports as may be required under applicable law.

7. **Other Officers.** The Board shall appoint such other officers as may be necessary to conduct the business of WFDF. In addition, the Board may designate special consultants or agents at any time. Compensation, if any, for all such officers, consultants and agents shall be fixed by the Board, so long as such officers, consultants or agents are not Board members or affiliated with Board members.

ARTICLE VI - INDEMNIFICATION

Any person who shall at any time serve, or have served, as a director, officer, or Committee member of WFDF, of any other enterprise at the request of WFDF, and the heirs, executors, and administrators of such person, shall be indemnified by WFDF against all costs and expenses reasonably incurred in the defense of, or paid in the settlement of, any claim, action, suit or proceeding, to the extent such indemnification is permitted by the Colorado Revised Nonprofit Corporation Act, as amended. WFDF may in its discretion, but shall not be required to, advance to any such person expenses reasonably incurred in connection with such claim, action, suit or proceeding, and may indemnify and advance expenses to an employee or agent of WFDF to the same extent as to an officer or director. The foregoing indemnification shall not be exclusive of any other rights to which those indemnified may be entitled to under any agreement, vote of members, or otherwise.

ARTICLE VII - FISCAL YEAR

The fiscal year of WFDF shall commence on January 1 of each year and end on December 31.

ARTICLE VIII – COMMUNICATION WITH MEMBERS

WFDF shall maintain a website and group emails which shall serve as the primary vehicle for the dissemination of information to the Members. The information shall be distributed to all Members as a benefit of membership in WFDF. WFDF shall be required to publish minutes of all meetings of the Board and the Congress, and shall be required to publish a financial report from the Treasurer not less than once annually, distributing the above to Members through such means as determined by the Board.

Each Member shall provide to WFDF an official contact address, including contact person, telephone number, full mailing address per international standards, and an electronic e-mail address, to be confirmed at least annually in the Census (and any time such information changes in the interim). Communications to such address shall be deemed to constitute due notice by WFDF to Members.

ARTICLE IX – BYLAWS AMENDMENTS AND DISSOLUTION OF THE CORPORATION

These Bylaws may be amended, repealed or altered in whole or in part by a by the affirmative vote of not less than two thirds of the votes available to be cast at any duly held meeting of the Congress. Proposed amendments to the Bylaws may be submitted to the Board by any member at any time at least 75 calendar days prior to the Annual Meeting. A copy of all proposed amendments shall be forwarded to all Members not less than two (2) calendar months prior to the date of such scheduled vote.

The Corporation may be dissolved by the affirmative vote of not less than three quarters of the votes available to be cast at any duly held meeting of the Congress. If the corporation is dissolved, the assets shall be liquidated in an orderly fashion and distributed to a globally recognized charitable organization or organizations as designated by Congress.

ARTICLE X - DISPUTE RESOLUTION

The Board shall have the authority to adjudicate disputes between Members, subject to subsequent approval of the Congress. Such disputes may include, but shall not be limited to, disputes regarding eligibility for membership, eligibility for individual participants in Sanctioned Events, rulings with regard to world records and rulings with regard to disciplinary issues concerning tournaments or events sanctioned by WFDF. The Congress shall establish policies for the on-site adjudication of disputes at tournaments or other events sanctioned by WFDF. In addition, the Board may, in its discretion, appoint one or more ad hoc committees to investigate the relevant issues and make appropriate recommendations to the Board.