

**AMENDED BY-LAWS OF THE  
U.S. BACKGAMMON FOUNDATION INC.**

**ARTICLE I - NAME**

The name of this not-for-profit corporation is the U.S. BACKGAMMON FOUNDATION INC. (“USBF” or “Foundation”).

**ARTICLE II - PURPOSE**

The purpose of the USBF shall be to promote, foster and perpetuate the game of backgammon throughout the United States of America through the development of backgammon leagues and competitive tournaments, the promotion of increased participation in backgammon, the creation of a standard set of rules for backgammon, the encouragement of principles of good sportsmanship, and for any other lawful purpose. As a not-for-profit corporation, no part of the net earnings of the corporation shall be distributed to its members, directors, officers or other private persons.

**ARTICLE III - OFFICES; OFFICIAL RECORDS**

The offices and mailing address of the Foundation shall be: USBF Care of Perry Gartner 1880 South Ocean Drive TS-101 West Hallandale FL 33009

**ARTICLE IV - MEMBERSHIP**

The Board of Directors shall establish rules for all aspects of Membership in the Foundation, including, but not limited to, eligibility, benefits, rights, privileges, costs/fees, and suspension and revocation of membership.

**ARTICLE V - GOVERNANCE**

- Section A. Board of Directors. The USBF shall be governed by a Board of Directors, who shall be responsible for the management of all aspects of the Corporation.
1. Eligibility. Any natural person over the age of eighteen (18), who is a member in good standing of the USBF, shall be eligible to serve as Director, subject to the provisions herein.
  - .2 Number of Directors. The Board of Directors shall consist of not less than three, nor more than thirteen Directors. The number of Directors comprising the Board may be changed from time-to-time; provided, however, that any change in the number of Directors be proposed by the Board and approved by a majority of the Board of Directors at a duly-noticed meeting at which the proposed change is an item on the meeting’s agenda. Provision shall be made by the Board for any new seat on the Board of Directors created in this manner to comply and be consistent with the other provisions and requirements for seats on the Board contained herein.
  3. Chairman of the Board of Directors. There shall be a Chairman of the Board of

Directors, who shall be a Director chosen annually by secret ballot in voting by the newly-elected Board of Directors immediately following his/her election as Director and the election of the other Directors at the annual meeting. The Chairman shall preside over all meetings of the Board of Directors, shall ensure that the Board functions effectively, and shall assist the Executive Director with the planning, policies and administration of the Foundation.

4. Term of Office/Election.
  - a. Term of Office. Directors shall serve terms of three (3) years from the date of their election, except as otherwise provided herein. If the next election of Directors does not take place within one year following the date of a Director's election to his/her current term, the Director shall continue to serve until a valid election is held. As of the time of the adoption and approval of these Amended By-Laws, there exist eleven (11) seats on the Board of Directors. Seats on the Board of Directors shall be assigned a number from one (1) through eleven (11) for the purpose of designating which seats shall be up for re-election for staggered terms. Seats one through four (1-4) shall be up for re-election at the annual meeting and election of Directors in 2013. Seats five through eight (5-8) shall be up for re-election at the annual meeting and election of Directors in 2014. Seats nine through eleven (9-11) shall be up for re-election at the annual meeting and election of Directors in 2015. Directors may serve for a total of three 3-year terms (nine years maximum), excluding the position of Executive Director, who may serve an indefinite period in office if nominated and elected as both a Director and as Executive Director for consecutive terms beyond three.
  - b. Elections. Election of Directors shall be held at the annual meeting of the Membership of the Foundation. The Board of Directors shall create a committee to nominate Directors, or delegate that authority to an existing committee (e.g., an Executive Committee), and the committee shall present a list of candidates to the Board for approval by majority vote of the Board. The candidates so nominated shall be included on the ballot accompanying the notice of the annual meeting and election of Directors. Members wishing to nominate additional candidates for Director positions shall submit the name, address, telephone number and qualifications of a nominee for Director to the Board of Directors no less than thirty (30), nor more than sixty (60) days prior to December 31<sup>st</sup> of the calendar year prior to the date of the annual meeting and election of Directors, and the names of nominees submitted to the Board shall be included on the ballot. Members shall be entitled to cast one vote for each candidate for Director, up to the number of vacancies for Directors at that year's election, but no Member may cast more than one vote for any candidate on his/her ballot.
5. Duties. The Board of Directors shall be responsible for all matters not considered to be part of the day-to-day operations of the Foundation, including, but not limited to:
  - a. Fiscal and Operational Oversight.

- b. Eligibility for, rules and cost of membership in the Foundation.
- c. Other rules and regulations required or contemplated by these By-Laws.
- d. Rules and regulations governing league and tournament play.
- e. Promotional campaigns.
- f. Legislative efforts.
- g. Educational programs and charitable endeavors.
- h. Nominating candidates for Director and Officer positions.

Section B. Officers. The Officers of the Foundation shall include an Executive Director, a Secretary and a Treasurer, plus any Assistant Secretaries and Assistant Treasurers as may be required by the Board of Directors for carrying on the day-to-day operations of the Foundation.

1. Executive Director/President. There shall be an Executive Director, who shall serve as both a Director and as President of the Foundation; who shall have all of the power and authority normally vested in the President of a corporation, and who shall be responsible for overseeing the day-to-day operations of the Foundation, including, without limitation, overseeing all other Officers of the Foundation, appointing committees, and hiring employees, agents, accountants and attorneys, etc. The Executive Director shall be a Director chosen annually by secret ballot in voting by the newly-elected Board of Directors, immediately following his/her election as Director and the election of the other Directors at the annual meeting.
2. Secretary. Any natural person over the age of eighteen (18), who is a member in good standing of the USBF, shall be eligible to serve as Secretary. The Secretary shall be chosen annually by secret ballot in voting by the newly-elected Board of Directors immediately following the election of the Associate Executive Director at the annual meeting. The Secretary shall be responsible for safekeeping the records of the Foundation, drafting correspondence on behalf of the Executive Director and Board of Directors, taking and preparing minutes of meetings, maintaining records of membership, compliance with all local, state and federal corporate reporting and filing requirements, including the preparation and filing of an annual corporate report.
3. Treasurer. Any natural person over the age of eighteen (18), who is a member in good standing of the USBF, shall be eligible to serve as Treasurer. The Treasurer shall be chosen annually by secret ballot in voting by the newly-elected Board of Directors immediately following the election of the Secretary at the annual meeting. The Treasurer shall be responsible for all financial matters of the Foundation, including the maintenance of accurate financial records, acting as liaison between the Foundation and banking institutions, maintaining records of membership dues, compliance with all local, state and federal tax filing requirements, etc.

Section C. Removal of Directors and Officers; Vacancies.

1. Removal of Directors. Directors, including the Executive Director and Associate Executive Director, may be removed prior to the expiration of their term of office, with or without cause, only by the affirmative vote of a majority of the entire Membership who are present or have submitted properly-executed proxies, or by

a vote of sixty-percent (60%) of the Board of Directors at a duly-held and noticed meeting for that purpose.

2. Removal of Officers. Officers may be removed prior to the expiration of their term of office, with or without cause, by a vote of sixty-percent (60%) of the Board of Directors at a duly-held and noticed meeting for that purpose.
3. Vacancies. Vacancies of Directors and/or Officers occasioned by any event may be filled by the Executive Director appointing a replacement, subject to the approval of a majority of the Board of Directors at a duly-held and noticed meeting for that purpose. Directors or Officers appointed to fill vacancies in this manner shall serve out the remainder of the term of the seat or position they have been appointed to fill.

Section D. Compensation of Board Members and Officers. Directors may not receive compensation for fulfilling their duties as Directors. The President, Secretary and Treasurer may be compensated for fulfilling their duties as Officers only if authorized by the Board of Directors at a duly-held and noticed meeting for that purpose.

Section E. Ethical Considerations and Conflicts of Interest. The Foundation's Members, Directors and Officers shall at all times exhibit the highest degree of ethical conduct. Directors, Officers and Members shall not engage in conduct detrimental to the goals and purposes of the Foundation, nor should they participate in activities which present, or appear to present, a conflict of interest. This section does not apply to or conflict with any other section of these By-Laws specifically authorizing the provision of services for monetary compensation by a Director, Officer or Member.

#### **ARTICLE VI - MEETINGS**

Section A. Annual Meeting of the Membership; Voting Rights.

1. Annual Meeting. There shall be an annual meeting of the Membership of the Foundation, to be held on or about January 15<sup>th</sup> of each calendar year, or as soon as practical after January 15<sup>th</sup> of each calendar year, the date and time to be determined by the Board of Directors. Written notice of the annual meeting and election of Directors, with the date, time and place of the meeting, an agenda of items to be discussed and acted upon, an official ballot for the election of Directors, and a proxy, as needed, shall be either (A) mailed, emailed or hand delivered to each Member at his/her address as appears in the official records of the Foundation, not less than fourteen (14) days before the date of the annual meeting; or (B) posted on the Foundation's internet website not less than fourteen (14) days before the date of the annual meeting.
2. Special Meetings of the Membership. Special meetings of the Membership may be called by the Executive Director or by the Chairman, and shall be called if ten percent (10%) of the total number of Members requests such a meeting in writing, specifying the date and time of the meeting, and including an agenda of items to be discussed and/or acted upon; provided, however, that the meeting be held not less than 60 days, nor more than 90 days, from the date of such written demand.

Notice of all special meetings of the Board and of the Membership shall otherwise comply with the notice requirements herein.

3. Voting Rights of Members. Action on matters to be decided by the Members other than the election of Directors shall be passed upon motion by a majority vote of the Members present in person or by proxy at all meetings of the Membership, unless otherwise provided herein. Each Member shall have one vote in all matters to be decided by the Membership other than the election of Directors, except that in the event of a tie vote on any motion, the Executive Director shall, in addition to any vote originally cast on the matter, cast the deciding vote. The Executive Director shall preside over all meetings of the Membership.

Section B. Board of Directors' Meetings; Voting Rights.

1. The Board of Directors shall meet at least once every quarter of each calendar year, and shall meet immediately following the annual meeting at which new Directors have been elected. Written notice of Board of Directors' meetings, with the date, time and place of the meeting, and an agenda of items to be discussed and acted upon, shall be mailed, emailed or hand delivered to each Director at his/her address as appears in the official records of the Foundation, no later than seven (7) days before the date of the meeting. Meetings of the Board of Directors shall be called by the Executive Director or by the Chairman, and shall be called if either a majority of Directors or a majority of Members requests such a meeting in writing. Meetings of the Board of Directors shall not be open to the Members. The Chairman of the Board of Directors shall preside over all meetings of the Board.
2. Action on matters to be decided by the Board of Directors shall be passed upon motion by a majority vote of the Board of Directors. Each Director shall have one vote in all matters to be decided by the Board, except that in the event of a tie vote on any motion, the Executive Director shall, in addition to any vote originally cast on the matter, cast the deciding vote.

Section C. Affidavit of Notice of Meetings; Waiver of Notice. Notice of all meetings shall be evidenced by an affidavit, executed by the Secretary or other person giving notice, stating the manner in which notice was given and to whom notice was given (i.e., by mail, in person or by posting on the Foundation's internet website). The meeting notice provisions contained herein may be waived by any member giving signed notice before or after the meeting.

Section D. Quorum. A majority of Board members, or a majority of the Membership, in person or by proxy, shall constitute a quorum for the purpose of conducting the business of the Foundation; provided, however, that a valid election of Directors may be held if twenty percent (20%) of the Members cast ballots for Directors. Meetings at which a quorum is not present may be adjourned by motion and shall be re-scheduled no later than thirty (30) days after the date of the adjourned meeting, employing the provisions for notice of meetings contained herein.

Section E. Meetings by Telephone, Video or Online Conferencing. Meetings of the Membership may be held, at the sole discretion of the Board of Directors, by telephonic, video or online conference.

- Section F. Conduct of Meetings. All meetings of the Board and of the Membership, shall conform, when applicable, to the following format:
1. Calling of the meeting to order by the Executive Director.
  2. Roll call of Directors and/or Members, and declaration of whether a quorum has been attained in each case.
  3. Certification of notice of the meeting and of proxies, if necessary.
  4. Reading and approval of minutes of the previous meeting(s) of the Board and/or Membership. The minutes of each preceding meeting of the Board and/or Membership shall be read, unless reading is waived by motion, and the approval of same shall be evidenced by each Director signing the official copy of the minutes or manifesting their approval in writing in some other manner. Minutes requiring change(s) shall be re-read at the next meeting of the Board and/or Membership, and shall be approved in writing by the Board.
  5. Report of the Executive Director.
  6. Financial report of the Treasurer.
  7. Election of Directors and Officers, if scheduled.
  8. Discussion of and action on items listed in the agenda of the meeting.
  9. Discussion of items not listed on the agenda of the meeting, at the discretion of the Executive Director. Any item not listed on the agenda for the meeting, for which discussion is requested but overruled by the Executive Director, shall be placed on the agenda for the next meeting of the Board. Said rules shall become official records of the Foundation when approved and adopted by a majority of the Board of Directors.
  10. Adjournment of the Meeting.
- Section G. Minutes of Meetings. Minutes of all meetings, which shall become official records of the Foundation when approved, shall be prepared by the Secretary or some other person designated by the Executive Director, and shall be read and approved by the Board at the next meeting of the Board. Meetings may be recorded for the purpose of preparation of minutes. The minutes of each meeting shall be made available to the Members by posting same on the Foundation's internet website.
- Section H. Conduct of Meetings. All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order.

#### **ARTICLE VII - CORPORATE FINANCE**

- Section A. Foundation Funds. Foundation funds shall be maintained in a federally-chartered banking institution in accounts bearing the name of the Foundation. Checks, drafts and other negotiable instruments shall be signed by the Treasurer and/or by other individuals authorized to do so by the Board of Directors. The Board of Directors shall execute any and all documents required for this purpose. Checks, drafts and other negotiable instruments in any amount exceeding One Thousand Dollars (\$ 1,000.00) shall be signed by the Treasurer, Executive Director or other Director authorized to do so.
- Section B. Investment of Corporate Funds. The Foundation may invest any of its funds

as permitted by applicable law, and may employ professionals to assist the Board of Directors in any matter related to investment of funds.

Section C. Fiscal Year. The fiscal year of the Foundation shall begin on January 1<sup>st</sup> of each year and shall end on December 31<sup>st</sup> of each year.

Section D. Budget. The Board of Directors shall cause to be prepared a budget containing an estimate of the Foundation's anticipated expenses for each fiscal year, no later than thirty (30) days prior to the end of the previous fiscal year. A copy of the proposed budget shall be included in the notice of the meeting at which the budget will be discussed and approved by the Board ("the Budget Meeting"). In the event a proposed budget is not approved by the Board at the Budget Meeting, a revised proposed budget shall be prepared and a meeting shall be called by the Executive Director; said meeting to be held no later than thirty (30) days following the date of the originally-scheduled Budget Meeting. This process shall be repeated until a budget is approved by the Board.

Section E. Loans to/from Directors, Officers and Members. The Foundation shall not loan money to any Director, Officer, Member or other individual or entity; however, the Foundation may obtain loans from Directors, Officers or Members of the Foundation provided such loans are obtained in the manner provided for by law.

Section F. Gifts. Directors, on behalf of the Foundation, may accept donations, contributions, gifts, bequests and devises to the Foundation; provided, however, that any and all such donations, contributions, gifts, bequests and devises be immediately reported to the Secretary for inclusion and acknowledgment at the next meeting of the Board, and subject to the express approval of same by the Board.

Section G. Financial Records and Reporting;

1. Financial Records. The financial books and records of the Foundation shall be kept and maintained in accordance with generally accepted accounting principles (GAAP), and subject to the requirements of law.

2. Financial Reporting. The Board of Directors shall prepare an annual report, verified by a majority of Directors, complying with the provisions of § 519 of the Not-for-Profit Corporation Law ("N-PCL") of New York or its successor provisions, as amended..

Section H. Provision of Services by Directors, Officers and Members.

Section I. Reimbursement of Expenses Incurred by Directors, Officers and Members. Any Director, Officer or Member who incurs expenses for obtaining goods and/or services for the Foundation shall be reimbursed by the Foundation; provided that (1) the expenditure was approved by the Executive Director prior to the expenditure, (2) an original receipt for the goods or services is presented to the Board of Directors for reimbursement, and (3) a reimbursement form, prepared by the Treasurer, showing the date of the expenditure, a description of the goods or services obtained, and the total amount expended, is signed by the Executive Director or Treasurer, and the original receipt is attached to the reimbursement form. The executed form shall be made part of the financial records of the Foundation.

**ARTICLE VIII - INSURANCE; INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- Section A. Insurance. The Foundation shall maintain liability and other insurance coverage as required by law.
- Section B. Indemnification of Directors and Officers.
1. Covered Acts. Directors and Officers may be insured, bonded and/or indemnified by the Foundation, at the option and sole discretion of the Board of Directors, for acts committed in the performance of their duties and functions; provided, however, that such insurance, bonding and/or indemnification shall not extend to or cover acts which are determined, by a court of competent jurisdiction, to be criminal in nature or which constitute an intentional tort, or for any act for which insurance coverage is not readily available. Directors and Officers shall only be insured, bonded and/or indemnified for covered acts only to the extent provided for by any insurance or bond actually procured by the Foundation.
  2. No Liability for Foundation if Insurance Not Available or Obtained. The Foundation shall not be liable for any damages caused by or claimed to have been caused by any acts of a Director or Officer if insurance for those purposes is not available, or if the Foundation has not obtained adequate coverage for those acts or damages for any reason, including the lack of availability of funds.

**ARTICLE IX - AMENDMENT; SEVERABILITY; REGULAR REVIEW OF THE BY-LAWS**

- Section A. Amendments to the By-Laws. These By-Laws may be amended only by the approval of a majority of votes cast by Members present and by proxy at a duly-held and noticed meeting held for that purpose. Notice of proposed amendments shall be given with notice of the meeting, as provided for herein. Amendment of these By-Laws shall be evidenced by a Certificate of Amendment, duly executed by the Executive Director, and filed and/or recorded as required by law.
- Section B. Severability. Should a court of competent jurisdiction determine that any provision(s) of these By-Laws or amendments to same is/are not enforceable at law or in equity, that determination shall not affect the validity of the remainder of these By-Laws.
- Section C. Regular Review of the By-Laws. The Board of Directors shall review the By-Laws of the Foundation every three (5) years following the filing of the original By-Laws or amendment to same, and may employ legal counsel for the purpose of obtaining legal advice and/or for any purpose associated with the amendment(s) or filing of such amendment(s). The Executive Director may appoint a committee of Directors and/or Members for this purpose. The purpose of regular review of the By-Laws is to ensure that the By-Laws continue to meet the needs of the Foundation and comply with applicable law.



**ARTICLE X - CORPORATE SEAL; USBF LOGO OR EMBLEM**

- Section A. The Board of Directors shall authorize the creation of a corporate seal for the use of the Foundation, and shall use the corporate seal as required by law.
- Section B. The Board of Directors shall authorize the creation of and shall choose a logo which shall be the official logo of the USBF. The Board is empowered to apply for and receive trademark protection for this logo, and is also empowered to apply for and receive tradename protection for the name of the Foundation, if appropriate. The right to use/display the Official Logo of the USBF may only be granted by the Board of Directors.

**ARTICLE XI - DISSOLUTION.**

The corporation may be dissolved by the affirmative vote of eighty-five percent (85%) of the entire membership, at a meeting noticed and duly-held for that purpose. The Board of Directors shall adopt a plan for the dissolution of the corporation and the distribution of its assets, as required by applicable law. Upon dissolution, the corporation shall distribute its assets, if any, in keeping with the plan adopted by the Board.

**ARTICLE XII - CONFLICTS OF INTEREST**

The corporation hereby adopts and incorporates by reference Appendix "A" to "Instructions for Internal Revenue Form 1023" (Revision date June 2006), as and may be amended by the Internal Revenue Service from time to time concerning its policies and procedures governing conflicts of interest. All Officers, Directors, and other interested parties shall be provided a copy of the same upon request and, absent to objection to the same, in writing and signed by the party, are deemed to consent, adhere to, and be governed by said procedures.

**CERTIFICATE OF AMENDMENT  
OF THE BY-LAWS OF THE  
U.S. BACKGAMMON FOUNDATION INC.**

WHEREAS, THE U.S. BACKGAMMON FOUNDATION INC., is a not-for-profit corporation organized and incorporated on \_\_\_\_\_ under the laws of the State of New York; and

WHEREAS, the attached Amended By-Laws of the U.S. Backgammon Foundation Inc.,

were adopted and approved pursuant to Article XI of the By-Laws of the U.S. Backgammon Foundation Inc., at a duly-held meeting of the Membership of the Foundation on \_\_\_\_\_, 2010;

NOW, THEREFORE, BE IT RESOLVED, that the By-Laws of the U.S. BACKGAMMON FOUNDATION INC., are amended in their entirety as set forth in the Amended By-Laws attached hereto.

IN WITNESS WHEREOF, I, the duly-authorized Officer of the U.S. BACKGAMMON FOUNDATION INC., have affixed my signature this \_\_\_\_ day of \_\_\_\_\_, 2010.

WITNESSES:

\_\_\_\_\_

\_\_\_\_\_  
Printed Name

U.S. Backgammon Foundation Inc.

By: \_\_\_\_\_  
Perry Gartner, Executive Director

\_\_\_\_\_

\_\_\_\_\_  
Printed Name

STATE OF NEW JERSEY     )  
   )  
COUNTY OF \*\*\*\*\*    )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 2010, by Perry Gartner, who \_\_\_\_ is personally known to me or \_\_\_\_ who provided \_\_\_\_\_ as identification, and who did take an oath.

\_\_\_\_\_  
Notary Public

\_\_\_\_\_  
Name of Notary Printed:

My commission expires: