

UNITED STATES GUTS PLAYERS ASSOCIATION CONSTITUTION

ARTICLE 1: NAME AND DEFINITION

Section 1: The name of this organization is the United States Guts Players Association, a limited liability company (LLC) formed under the laws of the state of Michigan, and its abbreviated title is the USGPA.

Section 2: The official address of the USGPA is 148 North Saginaw, Pontiac, Michigan, 48342. The administrative address of the USGPA shall be maintained by the USGPA Board of Directors.

Section 3: The USGPA is a Player's Organization, and it is open to all, regardless of race, creed, gender, nationality, or political affiliation.

ARTICLE 2: PURPOSES

Section 1: To promote the sport of Guts in ways which will enhance the enjoyment of the game for its members and for the general public. To encourage good spirit and fellowship among all who play Guts in the United States.

Section 2: To maintain an organized framework for representative government by the members of the association.

Section 3: To establish and maintain high standards of excellence in promoting and managing competitive Guts events and annual championship tournaments that highlight the sport of Guts.

Section 4: To communicate event results, opinions, and other information beneficial to the sport via electronic and printed media.

Section 5: To achieve standardization in the Rules of Play, equipment used for play, tournament formats, and all other aspects of the sport of Guts. To educate its members and the general public on the Rules of Play and the virtues of Guts as a recreational sporting activity.

Section 6: To cooperate with other organizations having common or related objectives for the good of the sport.

ARTICLE 3: MEMBERSHIP

Section 1: All applications for membership shall be accompanied by remittance of annual dues and/or the appropriate fee. Membership shall become effective upon verification of the applicant's qualifications and receipt of annual dues and/or appropriate fee. The classes of membership shall be Active, Supporting, Non-Active, and Honorary. These classes are distinct from the classification of players in the Rules of Play.

Section 2: Active members must meet all the requirements as established by the Constitution and the Board of Directors. Failure to maintain the obligations for Active membership will revert the member to Non-Active member status, and cause the member to lose all rights and privileges for Active membership for the period in question. Active members have the privilege of voting and holding office.

Section 3: Supporting members are individuals who are interested in Guts, agree to obey and uphold the USGPA Constitution, and who meet the requirements of Supporting membership as established by the Board. Failure to maintain the obligations for Supporting membership will revert the member to Non-Active member status, and cause the member to lose all rights and privileges for Supporting membership for the period in question. Supporting members have the privilege of voting and holding office.

Section 4: Non-Active members are past Active or Supporting members who choose not to meet the obligations of Active or Supporting membership.

Section 5: Honorary members are those selected to receive memberships as a gesture of goodwill (e.g., for promotional purposes). The USGPA Commissioner or the Board of Directors may issue Honorary memberships. These memberships shall be for a period defined by the selecting party. These memberships will be given at no charge and will confer all benefits of supporting membership with the exception of voting privileges and holding office. Active and Supporting members may submit names for consideration of Honorary membership.

Section 6: An Active or Supporting member whose membership has lapsed because of failure to meet his/her obligations may be restored to Active or Supporting membership status by fulfilling the obligation (i.e., paying in full the annual dues for the period in which he/she requests reinstatement). Additional penalties and surcharges may be imposed by the Board for failure to meet the obligation within the prescribed time period.

Section 7: Privileges of Active membership over those of Non-Active members are:

- (A) To receive an Active classification membership package and official USGPA communications;
- (B) To qualify for and participate in championship events;
- (C) To become Certified Officials and Tournament Directors of USGPA sanctioned events;
- (D) To have comments to committees duly considered and acted upon;
- (E) All other privileges as may be established by the Board of Directors.

Section 8: Privileges of Supporting membership over those of Non-Active members are:

- (A) To receive a Supporting classification membership package and official USGPA communications;
- (B) To qualify for and participate in championship events;
- (C) To become Certified Officials and Tournament Directors of USGPA sanctioned events;
- (D) To have comments to committees duly considered and acted upon;
- (E) All other privileges as may be established by the Board of Directors.

ARTICLE 4: BOARD OF DIRECTORS

Section 1: The USGPA Board of Directors will consist of seven members. These shall include the USGPA Commissioner, Financial Director, Competition Director, and Oversight Director. The USGPA Commissioner shall act as the Chairperson of the Board. This Board shall be the governing body of the USGPA, hereinafter called the Board, in which the government and management of the association is vested, except as otherwise provided for in the Constitution. The USGPA Board of Directors may assign additional roles for board members at its discretion.

Section 2: A quorum of the Board shall consist of a majority of the Board. All Board decisions must be by open ballot and must receive a majority vote of the Board for approval. All meetings shall be conducted in accordance with Robert's Abbreviated Rules of Order. The USGPA Commissioner shall hold an annual meeting at which a minimum of a quorum of the Board are present and which is open to the full Active and Supporting membership and announced in advance whenever practical. Outside of the annual meeting, votes-by-mail, e-mail, teleconferencing or electronic voting may be used. The USGPA Commissioner is instructed to ensure that all sides of an issue have been heard before the Board decides a particular issue.

Section 3: The Board shall be empowered to employ necessary staff to manage a headquarters office and to perform such other duties as the Board may direct within the powers vested in the Board by the Constitution. One staff member as selected by the Board may be an ex-officio member of the Board without vote.

Section 4: The term of office shall be two (2) years for all Directors, with 4 Directors elected for terms beginning in even years and 3 Directors elected for terms beginning in odd years. The newly elected Board

of Directors will select a new USGPA Commissioner, Financial Director, Competition Director, and Oversight Director to serve a one year term.

Section 5: All Directors shall take office one month following their election. The outgoing Directors shall promptly turn over all documents, funds, and other property entrusted to them by the USGPA for the conduct of the office.

Section 6: Vacancies occurring in the office of a Director shall be filled by vote of the Board for the unexpired portion of the term.

Section 7: Nominations of Directors shall be made by the election committee. In the event of a vacant election committee, nominations of directors shall be coordinated by the Board. Nominations may also be made by Active and Supporting members as prescribed in the Constitution.

Section 8: The Board of Directors shall be responsible for the creation, maintenance, and enforcement of the USGPA Bylaws.

ARTICLE 5: DUTIES OF DIRECTORS

Section 1: The USGPA Commissioner is the chief executive of the USGPA. The Commissioner shall preside at all business meetings of the USGPA and of the Board and shall be responsible for administering the affairs of the USGPA according to the policies and regulations established by the Constitution.

Section 2: The Oversight Director shall act for the Commissioner whenever the Commissioner is unable to perform his/her duties.

Section 3: The Financial Director is the Treasurer of the USGPA. He/she shall report annually, or more often if requested by the USGPA Commissioner or the Board, the financial status of the association, and ensure all required financial documents with any government body are filed, as required to fully comply with all laws and regulations of every country in which the USGPA conducts its affairs. The Financial Director shall see that a yearly audit of the USGPA is performed by a certified professional accountant. Each year, the Financial Director shall prepare a budget for the USGPA. This budget shall be submitted to the USGPA Commissioner three (3) months prior to the end of the fiscal year. The Commissioner will review the budget and submit it to the Board two (2) months prior to the end of the fiscal year.

Section 4: The Competition Director shall have overall responsibility to ensure that all competitive events are conducted in compliance with USGPA rules and sanctions, in a professional manner, and provide a fair advantage to the participating players.

Section 5: The Oversight Director shall have overall responsibility for ensuring that all Directors and committees are conducting their duties in accordance with the Constitution. The Oversight Director shall also have overall responsibility for nomination of individuals or teams to the United States Guts Hall of Fame.

Section 6: The Board shall have power to make such regulations, not inconsistent with the Constitution, as shall be necessary for the protection of the property of the USGPA and for the preservation of good order in the conduct of its affairs. It shall also be the duty of the Board to present business for the action of the USGPA membership. The Board shall have no power to make the USGPA liable for debts amounting to more than half of the amount in the treasury, in cash, and not subject to any prior liabilities.

Section 7: The duties of the Board-selected staff member shall be established by the USGPA Commissioner with approval of the Board.

Section 8: The USGPA shall conduct all of its affairs in the open and shall provide at cost of reproduction and postage any document requested by any Active or Supporting member of the association. There shall be no written communication between Directors or any Committee Chairperson or any written minutes of

any meeting concerning the USGPA and the conduct of its business that is exempt from this requirement unless confidentiality is explicitly approved by the Board.

ARTICLE 6: COMMITTEES AND REGIONAL COORDINATORS

Section 1: The committees of the USGPA shall be approved by the Board to manage the affairs of the USGPA. Each committee will be assigned to a Board member.

Section 2: Committee Chairpersons shall be appointed by the Commissioner subject to the approval of the Board. Chairpersons must be Active or Supporting members of the USGPA and serve at the pleasure of the Board. Committee members, except where otherwise specified in the Constitution, shall be appointed by the committee chairperson and shall be Active or Supporting members of the USGPA.

Section 3: All committee meetings shall be conducted in accordance with Robert's Abbreviated Rules of Order. The Chairperson shall attempt to have meetings at which all members of the committee are present, either physically or via teleconferencing, email, electronic voting or votes-by-mail. The Chairperson is instructed to ensure that all sides of an issue have been heard before the committee decides a particular issue.

Section 4: The USGPA Commissioner, with approval of the Board, may appoint Ad Hoc committees for special assignments and discharge such committees as is deemed necessary.

Section 5: All committees shall report to a Director who will take direct interest as defined in Article 5. The Board shall determine which issues/changes/additions/deletions to any rules, standards, or requirements must be decided by the full Active and Supporting membership. As a guideline, while voting by the full Active and Supporting membership is encouraged, the Board should also consider the importance of each item and the practicality of a full Active and Supporting membership vote. The duties of the committees shall be developed by each committee and approved by the Board.

Section 6: The Board shall communicate active committees and respective committee members to the Active and Supporting membership at least once per fiscal year.

Section 7: The Oversight Director shall have the responsibility to ensure that all committees are conducting the duties for which they are responsible in a manner that is both called for in the Constitution and by the Board of Directors and which does not conflict with the purpose of the USGPA or harm the sport of Guts. Any oversight detected shall be dealt with by first providing the individual with the opportunity to correct the situation and then by submitting a full report to the USGPA Commissioner.

ARTICLE 7: NOMINATION AND ELECTION OF DIRECTORS AND OTHER ELECTED POSITIONS

Section 1: No one person may hold more than one elected USGPA position, and no more than two USGPA Committee Chairs. There is no limit as to the number of USGPA committees a person may belong to.

Section 2: The Board of Directors or an appointed committee shall be responsible for:

- (A) Selection of one or more nominees for each elected position;
- (B) Obtaining the consent of each nominee to serve if elected;
- (C) Securing biographical data of each nominee;
- (D) Setting the actual nomination and election dates within the guidelines of the Constitution.

The entire slate of candidates, complete with biographical data, shall be mailed to the full Active and Supporting membership at least two months prior to the election date.

Section 3: Nominations may be made by petition signed by at least 5% of the Active or Supporting members, or by petition and approval of the current Board of Directors, and submitted to the Election Committee. The petitioners shall be responsible for:

- (A) Obtaining in writing the agreement of the nominee to serve if elected;
- (B) Securing the biographical data of the nominee;
- (C) Submitting the petitions, the agreement, and the biographical data to be received by the Election Committee;

approximately one (1) month prior to the distribution of the ballot.

Section 4: Elections shall be by closed vote and official ballots shall only be issued to Active and Supporting members for voting.

Section 5: An official ballot shall be distributed to each Active member and each Supporting member at least two (2) months prior to the election date. It is the responsibility of the individual member to notify the USGPA of any change in mailing address. Each voter shall properly signify on the ballot the voter's choice for the various elected positions. The ballots must be delivered to the USGPA Office which shall hold them until the election date. Ballots received after the published deadline shall not be counted.

Section 6: The Board shall appoint two (2) or more tellers who are not running for elected office and who are Active or Supporting members. They shall count the ballots and report the results to the Board. Those candidates receiving the greatest number of votes cast shall be elected. The results shall be reported in the following issue of the newsletter.

Section 7: The election date shall be the first day of January. Ballots must be cast by auditable, fair means and received by the USGPA prior to the election date.

ARTICLE 8: FINANCIAL

Section 1: The schedule of annual dues for Active members and Supporting members shall be fixed by a majority vote of the Board. Changes in the annual dues amount shall become effective at the beginning of the ensuing fiscal year.

Section 2: The period of existence of the USGPA shall be perpetual. The fiscal year shall begin on January 1 and terminate on December 31.

Section 3: Annual dues shall be payable in advance on the first day of the fiscal year.

Section 4: The USGPA shall never issue any shares of stock, nor shall a dividend of any part of its income be distributed to its members, Directors or Officers, provided, however, compensation in a reasonable amount may be paid to members, Directors or Officers for services actually rendered, and members, Directors, Officers or employees may be reimbursed for actual expenses incurred in attending to their authorized duties.

Section 5: The USGPA shall not make a loan to an Officer, Director, or member, nor lend its credit to or for any such Officer, Director, or member.

Section 6: In the event that the USGPA should be dissolved for any reason, its assets - physical and monetary - shall be disposed of as follows:

- (A) All debts and claims shall be paid from cash on hand; said assets shall be sold if said cash is insufficient to pay all debts and claims.
- (B) Any remaining asset, for which there are not just claims or debts shall be turned over, without any restrictions whatsoever, to the Smithsonian Institute, Washington, D.C.

ARTICLE 9: PROCEDURES FOR AMENDING THE CONSTITUTION AND MEMBERSHIP REFERENDA

Section 1: Recommendations for consideration by the Board or appointed committee may be by Active or Supporting members, or by requests from Board members.

Section 2: The Board or appointed committee shall consider all proposals submitted and ensure that it:

- (A) Favors the proposal as presented;
- (B) Favors the proposal with suggested changes;
- (C) Is not in favor of the proposal and the reasons why.

Section 3: A proposal to amend the Constitution, having been approved by the Board or having met the requirements of this Article, shall be placed on the official ballot.

Section 4: An official ballot shall be distributed, along with the Board's recommendation for approval or disapproval of the proposed amendment, to all Active and Supporting members.

Section 5: The Board shall declare adopted any proposed amendment to the Constitution that receives a two-thirds affirmative vote of the voting Active and Supporting members. Amendments to the Constitution become effective immediately following adoption.

Section 6: Should any member fail to have a recommended amendment placed on the ballot, he/she may petition the Board by obtaining the signatures of 5% of the Active or Supporting members. Should the Board fail to approve adding the amendment to the ballot, the Petitioners may force the amendment on the ballot by obtaining the signatures of 10% of the Active or Supporting members.

ARTICLE 10: DISCIPLINE OF ACTIVE MEMBERS, SUPPORTING MEMBERS, AND DIRECTORS

Section 1: Charges of dishonesty, working against the principles of the USGPA, or injuring the good standing of another Active or Supporting member may be filed against any Active or Supporting member in a written petition signed by at least 5% of the Active or Supporting members and submitted to the Oversight Director or appointed committee.

Section 2: The Oversight Director or appointed committee shall review the petition and make a recommendation of action to the Board.

Section 3: Should the Board decide to take action, a hearing date shall be established and the accused and accusers notified. The charges will be discussed with all parties having equal opportunity to plead their case.

Section 4: The Board may demote any Active or Supporting member by a unanimous vote to Non-Active member status and must refund in full the current year's membership fee paid by the demoted member. If, in the Board's judgment, the infraction is of such magnitude, the Board may expel the member from the association.

Section 5: The Board may remove from the Board any Director and/or Commissioner by a unanimous vote of all Board members except the member in question.

THIS CONSTITUTION WAS DULY VOTED ON AND APPROVED BY A MAJORITY VOTE OF THE KNOWN VOTING MEMBERSHIP AND SHALL BE VALID AND IN EFFECT AS OF APRIL 21, 2005.