

North American Go Federation

Constitution of By-Laws

ARTICLE I: Name

1. The Association shall be called "The North American Go Federation" (NAGF).

ARTICLE II: Purpose

1. The mandates of the NAGF are as follows:
 - i. To represent the Go community of North America in international contexts.
However, this does not limit General Members' ability to interact with international organizations or to represent themselves.
 - ii. To establish and maintain professional promotion and ranking systems.
 - iii. To organize pro qualification events.
 - iv. To organize North American Championships.
 - v. To support Go promotional activities in North America.

ARTICLE III: Official Headquarters and Language

1. The official headquarters of the NAGF are located in The National Go Center: 4652 Wisconsin Avenue NW, Washington DC, USA.
2. The official language of the NAGF is English.

ARTICLE IV: Members

1. Types of Membership. There shall be one primary class of membership:
 - i. General Member: A body that represents Go in a country or territory located in North America. There is only one General Member per country.
2. Members' Rights and Responsibilities.
 - i. At an Annual Assembly of the General Members, known as the General Assembly, the General Members may establish such other criteria for membership or categories of membership, including a schedule or an amount of

membership dues, as they deem appropriate, including the rights of the Members in general.

3. New Members.

- i. The initial members of the NAGF are the American Go Association and the Canadian Go Association.
- ii. When the NAGF receives a new membership application, the Board makes a recommendation, and the General Assembly decides with a simple majority vote.

4. Meetings.

- i. The General Assembly shall be held yearly. The General Assembly shall meet at the place, time, and date fixed by the Board.
- ii. The General Assembly may be convened outside the yearly schedule when needed.
- iii. The General Assembly may be held by audio or video conference call or any other agreed upon electronic means.

ARTICLE V: Board

1. Powers and Number.

- i. The number of Board of Directors (Directors) constituting the entire Board shall be not more than nine.
- ii. Designation of term of office
 1. Each Director shall be 21 years of age or older.
 2. Directors shall be elected individually for a term of two years. Re-election is permitted.
 3. Should a Director resign, the position will be filled through the next scheduled election.
 4. Each General Member has one Director on the Board.
 5. A body representing all NAGF professional players has one Director on the Board.
 6. Up to six Directors are sought by the existing Board of Directors for the benefit of the NAGF from the North American Go community
 7. The Directors elect one of their number as Chairperson of the Board
 8. The Directors elect one of their number as Executive Director

2. Meetings.

- i. The Board of Directors shall meet on at least one occasion each calendar year, at times and places fixed by the Board (online meetings may count for this purpose).
- ii. Special meetings. At any time, unscheduled directors meetings may be convened by the Chairperson of the Board, or upon the written request of not less than two other sitting Directors, or as may otherwise be permitted by law, and notification of such meetings will be sent by the General Secretary to the remaining Directors. Meetings may be held by audio or video conference call or any other agreed upon electronic means, as directed by the Board and stated in the notice of meeting.
- iii. At the General Assembly, the Executive Director, and the Chairperson of the Board, jointly or individually, shall report to the General Assembly the state of affairs of the NAGF.
- iv. The Chairperson of the Board shall lead and set agendas for all business meetings, as well as be responsible for the overall operations of the Board. A Chairperson of the Board may be reelected without limit so long as he/she continues to be reelected as a Director.

3. Notice of Meetings.

- i. Notice of the place, date, and hour of the annual meeting shall be given by the General Secretary to each Director and Officer by email, mail, or by personal delivery, not less than sixty days before the date of the meeting.
- ii. Notice of the place, date, and hour of other meetings shall be given by the General Secretary to each Director and Officer by email, mail, or by personal delivery, not less than fourteen days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

4. Quorum.

- i. At all meetings of the Board where official decisions are made, a simple majority of the Directors then in office shall be the minimum number required to make official decisions.
- ii. The Directors may be present in person, by letter, or by proxy.

- iii. Voting by proxy shall be permitted.
5. Action by the Board.
- i. If and when the Directors shall collectively consent in writing, through any medium, to any action taken by the NAGF either before or after the action is taken, such action shall be a valid action as if it had been taken at a meeting of the Directors. Written consent shall be filed with the minutes of the proceedings of the Board of Directors.
 - ii. A Director may participate in a meeting of Directors by a video conference or telephone call or similar communication by which all persons participating in the meeting may hear and/or see each other. All participants must be advised of the communications options in advance of the meeting and the names of the participants in the conference must be divulged to all participants.
6. Compensation.
- i. Directors shall not receive any wage, commission, or salary, except that the Directors may receive reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the NAGF.
7. Removal of Directors.
- i. Any Director may be removed for malfeasance, dereliction of duty, or irreconcilable conflict of interest only by a vote of the electing constituency, which must be 67% of those voting. Such recall may be initiated by: a) The petition of at least 2 General Members, b) An affirmative vote of two thirds of the Directors at the Board meeting in which the matter was included as an agenda item in the announcement of the meeting at least two weeks prior to the meeting.

ARTICLE VI: Officers

1. Definitions For the purpose of this section:
- i. The term 'appointing authority' means the Board or the Executive Director as appropriate.
 - ii. The term 'Officers' is defined as the Executive Director, General Secretary, Treasurer.
 - iii. The term 'staff' includes all other appointees.
2. Appointments and duties:

- i. The Board shall have the sole authority to appoint the following Officers: Executive Director, General Secretary, and Treasurer. No person may hold more than one of these positions at the same time.
 - ii. The Board shall determine the qualifications for each office.
 - iii. Appointments for these offices shall be approved by a simple majority vote and Acting Secretary or Acting Treasurer until the required vote is achieved.
 - iv. The Board may appoint non-Officer staff as appropriate, with or without compensation, to perform certain duties for the NAGF.
 - v. The Executive Director may appoint subordinates, Coordinators, Committee Chairs, Liaisons, Project Managers or other staff, with or without compensation, to provide operational support to the Executive Director and shall so inform the Board. All such appointees report to the Executive Director.
 - vi. Appointees have only the authority, and may perform only the duties, assigned to them from time to time by the Board or the Executive Director. Duties may be added after the original appointment.
3. Suspension, Removal or Resignation of Appointments.
- i. The Board has the sole authority to suspend or remove from office any person appointed by the Board. Suspension or removal shall be for good cause and the vote must be a simple majority of the Board in favor of such action.
 - ii. In the event the Board wishes to suspend or remove an officer, it shall follow these procedures:
 1. At a properly called Board meeting, the Board may decide to place on the agenda of a subsequent Board meeting a vote on the suspension or removal of an Officer.
 2. As soon as possible after such a decision, the Board shall give the Officer written notice of the Board's intention to hold such a vote. The notice to the Officer shall explain clearly why it intends to hold such a vote and provide at least fourteen calendar days' notice before the meeting agenda is published.
 3. After the fourteen days have expired, the Board may publish the agenda for the Board meeting at which the vote will take place, and if it does, the

Board must send the notice to all Board of Directors, General Members, and Corporate Officers. The Board shall provide at least thirty days between the publication of the meeting agenda and the meeting at which the vote is scheduled.

4. In exceptional and urgent circumstances, the Board may act to suspend any officer instantly for up to sixty (60) days for good cause without prior notice or publication. The Board shall advise the officer immediately to cease all corporate activity, provide reasons to the officer and shall investigate all appropriate matters.
5. Any officer or appointee may resign on his or her own initiative at any time by written notice to the appropriate appointing authority. A resignation notice containing any language indicating an intention of instant effect shall be effective upon its receipt by the appointing authority, General Secretary or the Chairman of the Board either electronically or physically.
6. Unless instructed otherwise by the Board, the Executive Director may remove from duty any of the Executive Director's appointees with or without cause upon written notice to the Board and the appointee.

4. Compensation:

- i. With the express prior written consent of the Board, Officers or other staff and appointees may receive wages, commissions, or salaries for their services.
- ii. All Officers, staff and appointees may be reimbursed for actual expenditures reasonably incurred on behalf of activities for the benefit of the NAGF.

5. Executive Director.

- i. The Board shall appoint an Executive Director every two years. The Board may reappoint a current Executive Director.
- ii. The Executive Director shall exercise full operational control and management over the business affairs and property of the NAGF. The Executive Director also shall have all powers expressly delegated by the Board and the By-laws.
- iii. The Executive Director shall see that the resolutions and directives received from the Board are implemented to the best of his/her abilities.

- iv. When instructed or authorized by the Board, the Executive Director shall execute for the NAGF any contracts, deeds, or other instruments in accordance with the delegation or instructions.
- v. Where such authority has not been clearly delegated by the Board, the Executive Director must seek prior approval before taking actions that:
 - 1. establish formal internal or external policies, except for operational and administrative policies;
 - 2. establish new formal relations between the NAGF and any other organization or entity;
 - 3. legally obligate the NAGF to take or refrain from taking any action that it might otherwise wish to take.

6. General Secretary.

- i. The Board shall appoint a General Secretary every two years. The Board may reappoint a current General Secretary.
- ii. The General Secretary shall have the powers and duties delegated by the Board and these By-laws. The General Secretary shall see that the resolutions and directives of the Board are properly recorded and delivered except where responsibility is assigned to some other person by the Board.
- iii. The General Secretary shall attend all meetings of the Board and the General Assembly and record all votes and the minutes of all proceedings. The Secretary shall give, or cause to be given, notice of all meetings of the Directors and the General Assembly for which notice may be required.
- iv. The General Secretary shall execute with the Executive Director all conveyances, contracts, or other obligations as authorized by the Board in the name of the NAGF.
- v. The General Secretary shall maintain the NAGF records in a safe and secure place at all times. The records shall be kept in an organized manner such that research may be conducted efficiently by topic, Board meetings, or fiscal year. Non-sensitive records may be inspected upon written request of any Board of Director, Officer, or General Member.

7. The Treasurer.

- i. The Board shall appoint a Treasurer every two years. The Board may reappoint a current Treasurer.

- ii. The Treasurer shall have the powers and duties delegated by the Board, and these By-laws. The Treasurer shall have custody of the funds and securities of the NAGF and shall keep full and accurate accounts of receipts and disbursements in records which shall belong to the NAGF.
- iii. The Treasurer shall deliver to the Board annual account of all financial transactions and bank accounts. The Treasurer shall at all reasonable times make available for inspection the books and accounts to the Executive Director or the Board.
- iv. The Treasurer shall maintain records in a safe and secure place at all times. The records shall be kept in an organized manner such that research may be conducted efficiently by account, project, or fiscal year. The records may be inspected upon written request of any Board of Director, Officer, or General Member.

ARTICLE VII: Books and Records

1. The NAGF shall keep complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, General Assembly, and committees.

ARTICLE VIII: Fiscal Year

1. The fiscal year of the NAGF shall end on the last day of the month of December unless changed by the Board.

ARTICLE IX: Amendments

1. These by-laws may be amended by a two-thirds affirmative vote of the General Members. Voting may be carried at the General Assembly or electronically.