

ITSA BY-LAWS

As amended and ratified at the December 2015 Annual General Meeting

I. PURPOSE

The purpose of the International Top Spinners Association, referred as ITSA, is to promote the sport, game, art and hobby of playing with spinning tops, a universal toy.

To accomplish this goal it will:

- A. Facilitate the interaction of enthusiasts from around the world, by organizing contests, workshops and events.
- B. Serve as a repository of the different traditions.
- C. Teach new generations of players.

II. MEMBERS

- A. Classes of membership. There shall be five classes of membership: Regular, Junior, Honor, Sponsor and Country.
 - i. Regular Members. Individuals who have an interest in the purpose stated in Article I and pledge to uphold ITSA goals shall be eligible for Individual Membership. Members will pay annual dues as shall be determined by the Board of Directors. Discounts or waivers of the dues may be provided for members belonging to the same family or under other special circumstances. Regular Members shall be entitled to all the privileges of membership, including voting rights.
 - ii. Junior Members. Individuals interested in the ITSA goals but who are not ready or cannot pay the dues can become Junior Members at no charge. This class of membership will not have voting rights and will have other restrictions in the privileges of membership, as decided by the Board of Directors.
 - iii. Honor Members. Individuals with outstanding contributions to the goals of ITSA can be proposed by the Board of Directors and approved at the Annual Meeting as lifetime Honor Members. Their membership will be for life and no dues will be required. They will have all the rights of Regular Members.
 - iv. Sponsor Members. Entities and individuals that sponsor the organization by paying Sponsor Membership dues can become Sponsor Members. This membership will not have voting rights or any other membership rights, except that they will receive a limited number of individual Regular Memberships to distribute. The value of the individual memberships cannot be larger than the Sponsor membership dues. The Board of Directors may determine several possible sponsorship levels, such as silver, gold, etc. Sponsor Members will be acknowledged in a standardized fashion according to the level of their contribution in the literature and the website of ITSA.
 - v. Country Members. ITSA will determine the entity that best represents the spinning top community of a country and invite this entity to become a Country Member. Preference will be given to local non-profit spinning top associations similar to ITSA, but if these don't yet exist other related entities, such as juggling clubs may be selected. If no

existing organizations are identified in the country, individuals with interest in organizing a local association can be temporarily selected. Country Members will select an Ambassador who will represent them in the special International Board. Country members pay no dues, but individuals who are Country Members should also become Regular Members by paying the corresponding dues. In some special cases, two or more entities from the same country may be given a shared Country Membership, with corresponding fractional votes.

B. Expulsion of Members. Upon evidence submitted to the Board of Directors, that any member:

- i. has violated any applicable requirements of these bylaws; or
- ii. has used ITSA to further his or her personal financial interest;
- iii. has willfully violated a policy of the ITSA adopted by its Board of Directors and disseminated to its members; or
- iv. has acted in such a way as to bring damage, disrepute, civil or criminal liability, financial or other harm to the ITSA its members, directors, employees, staff or contractors,

such member may be expelled from ITSA by unanimous vote of the Board of Directors. The expelled member has the right to appeal for reinstatement by the board after six months have passed or by vote at the next annual meeting or by a special membership vote. In case of reinstatement, he cannot be expelled again without evidence of further infringements.

C. Country Membership Cancellation. Country Membership can be canceled by majority vote of the International Board if it believes this is of benefit to the association goals. In particular, some reasons for cancellation include:

- i. No Ambassador active on the International Board discussions for a period of at least three (3) months.
- ii. Another entity in the respective country is identified which is more representative or better aligned with the purpose of ITSA.

III. MANAGEMENT

A. Boards.

- i. Board of Directors. The function of the Board of Directors is to manage the Corporation and to make decisions in all matters that are not directly put to the vote of the members or are the responsibility of the International Board. This board will be composed by at least three members: Chairman, Vice-Chairman and Treasurer. The number of directors can be changed by a vote at the Annual Meeting or a Special Membership Vote. The directors may re-assign their positions within the board by two-third (2/3) super majority vote. In case the votes of the directors are tied, the vote of the Chairman will decide.
- ii. International Board. The board will be composed of one Ambassador per Country Member plus the Chairman of the Board of Directors. The function of this board is to select new Country Members, recognize regional or country associations, and certify international contests. In particular, it will be in charge of adjudicating the organization of the annual World Spintop Contest.

- a) Ambassador selection. Each Country Member will notify the Board of Directors and the International Board in writing the name of the selected Ambassador. It will also promptly notify any change of Ambassador. While an Ambassador is active his or her votes represent the Country Member.
- b) Minimum members. If there are less than five (5) Country Members, all the directors will be part of the International Board and have the same rights as ambassadors.
- c) Temporary clause. All the directors will be part of the International Board for the first two years of the Corporation.

B. Meetings and communications

i. Electronic communications

ITSA will take full advantage of modern electronic communication means to conduct virtual meetings when face to face meetings are impractical. Given the international scope of the Corporation, this will be the usual method of business. The Board of Directors Meetings and International Board Meetings can be conducted at a physical location if the respective quorums are reached.

- a) For the purposes of these by-laws, email communications from the email address on record will be a valid “in writing” communications.

ii. Board of Directors Meetings. In addition to physical meetings when possible, the directors will maintain a virtual continuous meeting by electronic communication.

- a) Voting. Decisions will be taken by simple majority, except as stated on other sections of this document. Every director, even in the minority, will have the right to present an issue for vote of the general assembly at the Annual Meeting.
- b) Physical meetings. If all directors are physically in the same location, they can call a Board of Directors meeting. Once the meeting is started, it can continue as long as a majority of the Directors are present.

c) Electronic meetings

- Visibility to all directors. To be valid Board discussions, they should be visible to all board members. This can be realized by Teleconferencing, by an Internet forum accessible to all directors, by exchange of emails sent with copies to all directors or any equivalent electronic method.
- Notification of Voting. Every director will be notified of a pending vote and will have up to 36 hours to vote. Notification will be done to the email address on record for the director, or by other electronic means agreed upon. Once all directors have voted, the vote will be over even if less than 36 hours have passed.
- Archiving. The Board will establish a system of archiving the Board discussions and voting.

iii. International Board Meetings. In addition of physical meetings when possible, the directors will maintain a virtual continuous meeting by electronic communication.

- a) Voting. Decisions will be taken by simple majority, except as stated on other sections of this document.

- b) Physical meetings. If one half ($\frac{1}{2}$) of the members of the Ambassadors are physically in the same location, they can call an International Board meeting. Once the meeting is started, it can continue as long as a majority of the Ambassadors are present.
- c) Electronic meetings
 - Visibility to all board members. To be valid Board discussions, they should be visible to all board members. This can be realized by Teleconferencing, by an Internet forum accessible to all Ambassadors, by exchange of emails sent with copies to all Ambassadors or any equivalent electronic method.
 - Notification of Voting. Every Ambassador will be notified of a pending vote and will have up to 48 hours to vote. Notification will be done to the email address on record for the ambassador, or by other electronic means agreed upon. Once all Ambassadors have voted, the vote will be over even if less than 48 hours have passed.
 - Archiving. The Board will establish a system of archiving the Board discussions and voting.
- iv. Annual Meeting. An annual virtual assembly of all members will be realized every year in the first 2 weeks of December. A special Internet forum will be provided for this purpose and every member will be able to register using a password provided to their email address on record. The virtual assembly will last one (1) week.
 - a) Language. The official language of the meeting will be English but comments in other languages are permitted.
 - b) Voting. A web-browser enabled poll will be set up for every vote. The voting totals will be visible to all members, as well as their own votes.
 - c) Issues to Discuss. Any voting member will be able to post a subject for discussion on the Annual Assembly forum. Forum moderators will only be able to take down posting that use language inappropriate for minors but they may move postings deemed not relevant to the issues of the association to a special board in the forum.
 - d) Vote proposals. Issues may be put forward for the general assembly to vote by:
 - any Director,
 - any Ambassador,
 - by a group of at least seven (7) voting members or 1/10th of the voting members registered at the Annual Meeting forum, whatever is larger. They will request this by posting their desire on a single forum thread.
 - e) Options put up for vote. Only two exclusive options can be put for a final vote. If the issue requires selection between more than two options, an electronic poll should be first conducted to narrow the options to two.
 - f) Voting period. Members will have 12 hours to cast a vote on each vote or poll. No vote will be started with less than 12 hours remaining on the Annual Meeting.
 - g) One Vote Per Member. Every Regular Member with dues paid and every Honor Member shall be entitled to one vote.

- h) Voting. A minimum of 10 votes or 1/10th of the membership with voting rights, whatever is larger, will be required for the vote to be valid. Unless stated on other parts of this document, simple majority will win the vote.
 - v. Special Membership Meeting and Voting. Outside the Annual Meeting, special virtual meetings of the voting members may be called by a majority of the Board of Directors or shall be called by the Chairman at the request, by email, of at least one-third (1/3) of the outstanding number of voting members at the time as shown on the records of ITSA. Such request shall state the purpose or purposes of the proposed meeting and the business transacted shall be confined to the purposes stated in the notice. Voting on these issues will be conducted as in the Annual Meeting.
 - a) Notification. All members will be notified with at least 3 days in advance to their email on record, and the virtual meeting will be announced on the first page of the association website at www.spintops.org.
- C. Initiation Fees. There will be no initiation fees to become a member, only annual dues.
- D. Annual Dues. Annual dues shall be levied on Regular Individual Members and on Sponsor Members. Dues shall be payable upon admission to the Corporation.
- i. Duration. Dues paid before September or the start of the World Spintop Contest, whatever happens first, will cover the calendar year when they are paid and those paid after this date will be valid also for the next calendar year. Thereafter, dues will be due in January of every year.
 - ii. Unpaid dues. Members with dues unpaid will not have the right to vote. Members with dues unpaid at the end of February will have their membership automatically changed to Junior Member until they are paid, unless they request in writing to be dropped from the association.

IV. DIRECTORS

Management of the Corporation. The management of the Corporation shall repose in its Board of Directors, each director of which shall be at least eighteen (18) years of age and a Regular or Honor member in good standing.

- A. Pro-bono. Directors will receive no monetary compensation for their duties.
- B. Number of Directors. The number of directors shall be no less than three (3) members: Chairman, Vice-Chairman and Treasurer. The general assembly at the Annual Meeting can change the number of directors.
- C. Nomination. Any voting member can nominate herself or himself for the position of Director. The member can do this by communicating his or her intention to the Board of Directors before the start of the Annual Meeting or by posting his or her intention during the first 24 hours of the Annual Meeting.
- D. Election of Directors. All candidates will be listed on the poll the second day of the Annual Meeting. Each voting member will be able to vote for as many candidates as slots need to be filled on the board. Voting will last 76 hours. The positions will be filled in the order: first Chairman, second vice-Chairman, third Treasurer, finally other directors if the positions exist.

- E. Removal. Directors may be removed by a majority vote at the Annual Meeting or at a Special Membership Meeting.
- F. Term. Director(s) shall serve ITSA for a period of two (2) years beginning at the termination of the Annual Meeting and ending at the termination of the second Annual Meeting thereafter. There is no limit to the number of times a director may be re-elected.
- G. Resignation. A director may resign at any time upon giving written notice to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt and the resignation shall not require acceptance to make it effective. Moreover, a director may apply for a leave of absence from the Board of Directors, subject to the approval of the Board of Directors and on such terms and conditions as it may in its discretion determine upon.
- H. Vacancies. If, for any reason, a vacancy is created on the Board of Directors, the rest of the board will select a replacement until the next Annual Meeting or it may call for a Special Membership Vote.

V. OFFICERS

The Board of Director may create official non-remunerated positions to facilitate conducting the activities of ITSA. The Board of Directors will staff these positions with members in good standing.

VI. EMPLOYEES

The Corporation may hire Employees and Independent Contractors for such duties as the Board of Directors may, from time to time, determine. The sole responsibility of acquisition and dismissal of such employees shall rest in the power of the Board of Directors.

VII. AFFILIATION

ITSA may grant Official Affiliate status to clubs and associations that promote one or more of its goals and which have at least three (3) ITSA members in good standing.

VIII. EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board of Directors may, from time to time, designate.

IX. FISCAL YEAR

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

X. CHANGES IN BYLAWS

These bylaws may be amended by a majority of all voting members registered at the Annual Meeting or registered at a Special Membership Meeting.