



Bylaws

Revised June 23, 2014

BYLAWS OF THE BOWLING PROPRIETORS' ASSOCIATION OF AMERICA

***A NOT-FOR-PROFIT ASSOCIATION
INCORPORATED UNDER THE LAWS OF THE
STATE OF ILLINOIS***

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THE BYLAWS OF THE BOWLING PROPRIETORS' ASSOCIATION OF AMERICA

ARTICLE 1 – NAME, OBJECTIVES AND ACTIVITIES

Section 1.01 – NAME, SEAL AND TRADEMARKS. This Association is incorporated as a not-for-profit corporation, under the laws of the State of Illinois, in the name of Bowling Proprietors' Association of America. It may have a seal of such design as the Board of Directors adopts.

BPAA is the owner of various trademarks, including BOWLING PROPRIETORS' ASSOCIATION OF AMERICA, BPAA, and various logos that incorporate the words and letters (the "BPAA Trademarks") for which it owns common law trademark rights and United States and foreign trademark registrations.

All use of the BPAA Trademarks by members and qualified associations shall be pursuant to a non-exclusive royalty free license from BPAA granted pursuant to the Bylaws. All use of the BPAA Trademarks shall inure to the benefit of the Association, and the Association shall have the right to inspect and approve all such use of the BPAA Trademarks by members and qualified associations.

Section 1.02 -- OFFICE. The registered office of the Association is located at Six Flags Drive, Arlington, Texas, but may be changed from time to time by the Board of Directors.

Section 1.03 -- OBJECTIVES. The objectives of this Association shall be subject at all times to law, to perpetuate the best interests of its members, be it for their business or for bowling as a whole; to promote better relationships among its members; to aid in the formation and to recognize qualified state, city, district and regional associations; to disseminate information to its members beneficial to the conduct of their business; to cooperate with and assist others in the furtherance of the best interests of bowling; to obtain beneficial publicity through all available communications media of the country to serve the interests of bowling; to encourage clean and ideal conditions under which bowling shall be conducted by bowling proprietors; and to discourage any practice contrary to the best interests of the game in order that the high level of bowling may be further elevated. All policies and activities of this Association shall be consistent with all applicable federal, state and local antitrust, trade regulation, or other legal requirements, and all applicable tax exemption requirements including the requirements that this Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individuals.

Section 1.04 -- ACTIVITIES. The activities of this Association shall be only those which are consistent with and directed to the attainment of the aforesaid objectives. This Association shall not engage in any activity which is prohibited herein or is not duly approved and authorized in accordance with these Bylaws.

ARTICLE 2 – MEMBERSHIP

Section 2.01 -- CLASSES. There shall be seven (7) classes of membership in the Association: Regular Members, Individual Members, Military Members, Non-Profit Members, International Members, 750+ Members, Honorary Members, Retired Members and Allied Members. Each class shall have the rights, privileges and obligations as hereinafter defined. The Board of Directors shall have the conclusive discretion to determine in which class a particular establishment or individual is qualified.

Section 2.02 -- REGULAR MEMBERS. Subject to Section 2.03, any bowling establishment (whether such be owned by an individual, firm, corporation or other legal entity) is eligible to be a Regular Member of this Association.

Section 2.03 -- MEMBERSHIP IN QUALIFIED ASSOCIATIONS. Any bowling establishment located within the Membership Territory of a qualified and recognized State or Local Association or Associations, as defined hereinafter, shall, as a condition of Regular Membership in this Association, be and remain a Member in each such State or Local Association unless in particular cases this condition is waived by the Board of Directors. Except as provided for in Section 2.07 hereafter, this condition shall in any event not apply to any establishment which has been refused membership in any such State or Local Association because of the application of any rule requiring that all establishments under common ownership within the particular Membership Territory must be or become Members. Further, in order to be and remain a Member in a State and/or Local Association, a bowling establishment must also be and remain a Member of this Association. This section shall not apply to International Members.

Section 2.04 – NEW CENTER STARTUP. During planning, design and construction a venue with bowling the venue may apply for a startup membership with the price to be set by the Board of Directors with membership in this class not to exceed 18 months. Upon opening of the venue during the 18 months, the standard member rates would apply.

Section 2.05 -- MILITARY MEMBERS. Any bowling establishment is eligible to be a Military Member if the bowling establishment is owned and/or operated by any branch of the armed services, is located on a military or governmental reservation and is open only to bowling facilities which follow Department of Defense personnel usage guidelines. Should the bowling establishment be located within the Membership Territory of a qualified and recognized State or Local Association or Associations affiliated with this Association, the Military Member's dues rate in this Association shall be 35% of the dues rate for Regular Members when the Military Member joins the State and Local Associations and pays 100% of the then prevailing State and Local dues.

Section 2.05a -- NON-PROFIT MEMBERS. Any bowling establishment is eligible to be a Non-Profit Member if the bowling establishment is:

- (a) a part of, and situated in a college, church, government park and recreation building, or
- (b) is owned and administered by an organization that has a non-profit tax status, provided it has twelve lanes of bowling or less and is not typically open to the general public.

Non-Profit Member dues rate, in this association, shall be determined by the Board of Directors.

Section 2.06 -- 750+ MEMBERS. Any Regular Member that is owned or operated by a person or entity that owns and/or operates bowling centers that have 750 or more tenpin lanes in bowling

establishments that are Regular Members shall be eligible to be a 750+ Member. 750+ Members shall enjoy all rights and privileges of the Association (National). A 750+ Member pays the Regular Member dues rate for the first 750 lanebeds then one half (1/2) of the Regular member dues rate for the remaining lanebeds.

Section 2.07 -- INTERNATIONAL MEMBERS. Any bowling establishment located outside the United States of America, its territories and possessions, which if located in the United States would be eligible to be a Regular Member, is eligible to be an International Member of this Association. International Members shall enjoy all rights and privileges of Regular Members of the Association, provided that they may not be Officers or Directors except as provided in Article 16. Except when otherwise provided, or where context otherwise requires, the term "Regular Member" appearing hereafter includes International Members.

Section 2.08 -- HONORARY MEMBERS. Any person may be recommended for Honorary Membership upon submission of the person's name and a full statement in support of the proposed nominee to the Board of Directors by any qualified State Association or the Executive Director no later than December 31. The Board of Directors will review all recommendations and nominate those persons that it has determined are deserving at the next Annual Meeting. Nominated individuals will be elected as Honorary Members upon three-quarters (3/4) vote of the Regular Members at the Annual Meeting. Honorary Members may attend all meetings of the Association, but shall not be entitled to any other rights and privileges.

- (a) Past Presidents will be eligible for automatic honorary membership, confirmed upon a majority vote by the Board of Directors; however, any center they have in membership will still be required to pay dues.

Section 2.09 -- APPLICATION FOR AND ADMISSION TO MEMBERSHIP. Except as otherwise provided herein, applications for any class of membership in the Association, except Honorary, shall be made in writing to this Association on forms supplied by the Executive Director, accompanied by the applicable initiation fee, if any. One membership only shall be issued for each bowling establishment, and shall entitle only that establishment for which membership has been issued to the rights and privileges of membership. Persons, firms, corporations or other legal entities operating more than one (1) bowling establishment may apply for a separate membership for each bowling establishment so operated.

Section 2.10 -- DIRECT MEMBERSHIP. Applications for Regular Membership by bowling establishments not within the Membership Territory of any State or Local Association shall be processed by the Executive Director in accordance with procedures established by the Board of Directors. If the application conforms with the requirements for membership, the application shall be approved and notice of such approval sent by the Executive Director to the applicant.

Section 2.11 -- APPLICATION FROM A MEMBERSHIP TERRITORY. Except for Military Members who shall apply directly to this Association for membership approval, applications for Regular Membership by establishments within the Membership Territory of a State or Local Association shall be promptly forwarded to the appropriate State or Local Association in whose Membership Territory the establishment is located. That association shall promptly take action thereon and shall return the application to the Executive Director together with the notice of the action so taken.

- (i) If the application has been approved and the applicant admitted to membership in the State or Local Association involved, and the applicant is otherwise qualified here-under, the applicant shall thereupon become a Member of the respective class in the Association.
- (ii) If the application has been disapproved by a State or Local Association, the reason or reasons for such disapproval shall be fully stated in writing by the association involved and returned with the application, and such shall be presented by the Executive Director to the Board of Directors at its next following meeting. If the Board of Directors concurs in the refusal, the Executive Director shall so notify the applicant and the State or Local Association involved, and the applicant shall not become a Member hereof.
- (iii) If the Board of Directors determines that the applicant shall nevertheless become a Direct Member in the respective class in this Association, the applicant is admitted to direct membership herein, and the applicant and the State or Local Association or Associations involved shall be so notified by the Executive Director. Within thirty (30) days after the receipt of the notice of acceptance as a Direct Member herein, each such State or Local Association which has not approved such applicant for membership shall notify the Executive Director whether it reaffirms its refusal to admit or instead has admitted the applicant. Failure to send such notice within the thirty (30) days specified shall constitute acceptance of the applicant by such State or Local Association and the applicant shall become a Member in the respective class thereof. Reaffirmance of refusal shall not affect the Applicant's membership herein.

Section 2.12 -- ACTION BY BOARD OF DIRECTORS. All applications requiring action by this Association shall be acted upon by the Board of Directors. The Board of Directors may adopt, and the Executive Director shall implement, any procedures not inconsistent herewith in order to effectuate the prompt and proper processing and disposition of all such applications.

Section 2.13 – TRADEMARK LICENSE TO MEMBERS. The Association hereby grants to all members in the classes described in Section 2.01 a non-exclusive royalty free license to use the BPAA Trademarks in connection with the promotion of services and events offered by or related to the Association.

- (i) All use of the BPAA Trademarks by members shall inure to the benefit of the Association.
- (ii) All promotional and advertising material bearing the BPAA Trademarks shall be submitted to and approved by the Association's Executive Director, or other person designated by the Association, prior to the adoption and use by members, such approval not to be unreasonably withheld.
- (iii) All use of the BPAA Trademarks shall be in a manner consistent with that of the BPAA and no member shall alter or add material or subtract from the BPAA Trademarks in any way.
- (iv) The Association's Executive Director shall have control over the selection, quality and promotion of the services to be provided under the BPAA Trademarks.
- (v) The Association's Executive Director or other authorized representatives have the right to inspect the nature and quality of services offered and provided by members in connection with the BPAA Trademarks.
- (vi) The license granted herein is terminated immediately upon loss of membership status and all materials bearing BPAA Trademarks must be returned to the Association's Executive Director or destroyed with certification of the destruction provided to the Association's Executive Director or other authorized representatives.

ARTICLE 3 -- QUALIFIED STATE AND LOCAL ASSOCIATIONS

Section 3.01 -- QUALIFICATIONS. A state, city, district or regional bowling proprietors' association now or hereafter existing is eligible to be recognized by this Association as a qualified State Association or a qualified Local Association, as the case may be, if (a) it has adopted in its Bylaws provisions consistent with, and is conducting its affairs in accordance with, the objectives of this Association, and (b) it has certified to this Association, *on a form prescribed by the Association*, that it has so adopted such provisions and that its affairs are being so conducted. The terms "State Association" or "Local Association" when used separately or together herein refer to associations recognized as qualified as provided herein unless the text otherwise provides.

Section 3.01a – NAME AND LICENSE. The name of each State and Local Association is subject to approval of the Association's Executive Director. Any change or modification of a State or Local Association name must first be approved by the Association's Executive Director. Every State and Local Association is granted a non-exclusive royalty-free license to use BPAA Trademarks in connection with the State or Local Association's name, and in connection with the promotion of services and events offered by or related to the Association. Use of BPAA Trademarks is subject to the provisions of Section 2.12 above.

Section 3.02 - MEMBERSHIP TERRITORY. Upon being recognized by this Association as qualified, each State and Local Association shall be allocated a Membership Territory, designated by the Board of Directors so far as possible on the basis of the geographical area in which the association renders services and its members are located. Such associations allocated a Membership Territory which is a state or which the Board of Directors deems to be equivalent to a state, are State Associations. In the event the proposed Membership Territory of a Local Association is located in whole or in part within the Territory of one or more State Associations, the Board of Directors will not designate the Local Association's Territory without first considering the recommendations of the State Association or Associations involved. Each State and Local Association shall, as a condition of qualification hereunder, agree to abide by the territorial allocations so designated, subject to the right of appeal herein.

Section 3.03 -- RIGHTS AND PRIVILEGES. State and Local Associations shall enjoy, by virtue of their qualification hereunder, only the rights and privileges expressly set forth herein. Upon termination of qualification for any reason, all rights and privileges of the association involved shall immediately be forfeited and terminate.

Section 3.04 -- RENEWAL OF CERTIFICATION. At least fifteen (15) days in advance of each Annual Meeting of this Association, and at such other times as the Board of Directors may request, each State Association shall, for itself and its Local affiliated associations, if such be true, certify in writing signed by a duly authorized officer that (a) its Bylaws contain provisions consistent with the objectives of this Association, and (b) it has conducted, since the date of its last certificate, and is conducting its affairs in accordance with the objectives of this Association.

Section 3.05 -- SUSPENSION OR TERMINATION OF QUALIFICATION AND RECOGNITION. The qualification and recognition by this Association of any State or Local Association may be terminated at any time by voluntary withdrawal by the association involved, or may be suspended for a period or terminated by this Association for a cause as provided herein.

Section 3.05a -- AUTOMATIC SUSPENSION. Failure to renew the certification as provided in Section 3.04 shall automatically suspend the rights and privileges of the association concerned until such time as the required certification can be and is filed with this Association.

Section 3.05b -- OTHER CAUSE. False certification or other violations of these Bylaws are examples of cause for suspension or expulsion. The requirements and procedure for determining whether cause exists under Section 3.05b and, if so, whether the association concerned is suspended or expelled, shall be the same as provided in Section 4.03.

Section 3.06 -- NON-TENPIN DEPARTMENTS. Upon application signed in behalf of a majority of the Regular Members having duckpin or other non-tenpin facilities within the Membership Territory of a State or Local Association, the Board of Directors of this Association may require that association to establish a separate department classified according to the type of non-tenpin bowling facilities involved. The duties of the department shall be to promote the type of bowling involved within the Membership Territory and to cooperate with and assist any national activities department established for the same type of bowling facilities. Provisions for enrollment in the department and for assessment of any member enrolled therein may be determined by the association involved, provided that no member of the association is qualified to enroll unless it is also enrolled in the comparable national activities department, if any, and provided further that the provisions of Section 2.03 hereof shall govern as applicable within the Membership Territory involved.

ARTICLE 4 -- DURATION, TERMINATION AND RECLASSIFICATION OF MEMBERSHIP

Section 4.01 -- DURATION OF MEMBERSHIP. Each establishment admitted to membership in the Association pursuant to these Bylaws shall be a member of the Association until membership is terminated by voluntary withdrawal, or as otherwise provided herein. Unless otherwise provided, all requirements for membership in any class are continuing requirements which must be maintained in order to maintain membership.

Section 4.02 -- RESIGNATION. A Member of any class may resign from this Association, after fulfilling all obligations to it. No resignation may become effective until all dues and assessments owing at the time of the resignation have been paid.

Section 4.03 -- SUSPENSION OR EXPULSION BY THE ASSOCIATION. For cause, a Member of any class may be suspended for a period, or expelled, by action of the Board of Directors. Suspension or expulsion for non-payment of dues or assessments is governed by Article 6. Suspension or expulsion for any other cause is governed hereby. An example of such cause is, but not limited to, violation of these Bylaws. No Member may be suspended or expelled for cause except (a) upon written complaint specifying the cause or causes, signed by a Regular Member in good standing, and (b) after due notice and hearing, or fair opportunity to be heard, before a special committee of not less than three impartial Regular Members appointed by the President. The special committee shall conduct the hearing and report its findings and recommendations to the Board of Directors. The Board of Directors shall adopt rules of procedure, not inconsistent herewith, to be followed by each such special committee in order to afford each Member complained of fair and reasonable opportunity to answer and present evidence.

Section 4.04 -- SUSPENSION OR EXPULSION BY A STATE OR LOCAL ASSOCIATION.

Any Regular Member within the Membership Territory of a State or Local Association, which is suspended for a period or expelled by the State or Local Association, may appeal in accordance with this and any other applicable Bylaws. Questions respecting membership in this Association shall be determined as a result of the appeal. Otherwise, suspension for a period, or expulsion, by a State or Local Association shall automatically suspend for the same period or terminate membership in this Association, provided the State or Local Association involved has substantially adhered to its Bylaws in so acting and has within thirty (30) days thereafter notified the Executive Director in writing of its action, the specific reasons therefore, and the procedure followed in the particular case. In any particular case, the Board of Directors may determine to waive the requirement of membership in other associations, in which event, membership herein shall not be affected by the suspension or expulsion.

Section 4.05 -- EFFECT OF TERMINATION OF MEMBERSHIP. Upon termination of membership for any reason, all rights and privileges of membership including without limitation any rights in the property or other assets of the Association shall be forfeited and terminate.

Section 4.06 -- RECLASSIFICATION OF MEMBERSHIP. Any Regular Member which subsequently becomes ineligible for membership in the class then held shall be reclassified by the Board of Directors as a member in any other class for which it is then eligible. To effectuate the foregoing, any Regular Member experiencing a change in its ownership or operation, which changes or may affect its eligibility for the class of membership then held, shall report the change within thirty (30) days to the Executive Director, who shall so inform the Board of Directors at its next meeting.

ARTICLE 5 -- VOTING RIGHTS AND REPRESENTATIVES

Section 5.01 -- IN GENERAL. Voting rights are vested in Regular Members only. Proxy voting is not permitted under any circumstances.

Section 5.02 -- REQUIREMENTS TO EXERCISE. Each Regular Member in good standing shall be entitled to one (1) vote whenever voting by Members is provided herein except those bowling establishments of 750+ Members that receive a rebate or discount of membership dues shall be entitled to a proportional part of one (1) vote based on what proportion of full dues are paid. A regular member may vote (i) by attending the meeting (through its representative as provided in Section 5.03 hereof) at which the vote is taken and voting at such meeting or (ii) by mail as provided in Section 5.04 hereof.

Section 5.03 -- REPRESENTATIVES OF MEMBERS. Any owner, partner, or corporate officer of an establishment which is a Regular Member of the Association shall by written communication to the Association designate himself/herself or some other owner, partner, officer, director or employee as its representative for the purpose of voting and otherwise participating in the affairs of the Association. The representative designated must in addition have a minimum of a five percent (5%) equity ownership interest in the Regular Member's business (a "Proprietary Interest") in order to be eligible to serve as an Officer or Regional Director of this Association. Evidence satisfactory to the Association of such equity ownership shall be furnished in such designation and may include either direct or indirect ownership (e.g. through in a trust or entity which owns the equity ownership in the Regular Member). When in these Bylaws there is reference to action by a Regular Member

or Members, such action shall be done by the representative or representatives thereof, as the case may be, unless otherwise provided.

Section 5.04 – MEMBER VOTING – OPTIONAL METHODS. Members entitled to vote at meetings of Members may participate and act at any meeting through the use of a conference telephone or interactive technology (including but not limited to electronic transmission, internet usage or remote communication) by means of which all Members participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person.

Any action required to be taken by Members (including the election of Directors of the corporation) at any annual or special meeting, or any other action which may be taken at a meeting of Members, may be taken by written ballot without a meeting through the use of mail, email, or any other electronic means pursuant to which the Members entitled to vote on a matter are provided the opportunity to vote for or against the proposed action. The proposed action shall be required to receive a majority of the votes so cast or such larger percentage as is required by Illinois law, the corporation's Articles of Incorporation or these Bylaws. In all cases the Members casting votes shall at a minimum constitute a quorum as though such action had been taken at an in person meeting. Voting in such cases must remain open for not less than five (5) days from the date ballots are delivered. In circumstances where the proposed action concerns removal of one or more Directors or a merger, consolidation, dissolution, or sale, lease or exchange of assets of the corporation, the voting shall remain open for not less than twenty (20) days from the date ballots are delivered. In addition, such action shall not become effective until Members entitled to vote thereon have been provided notice of such action at least five (5) days prior to its proposed effective date.

ARTICLE 6 -- FISCAL YEAR, DUES, FEES AND ASSESSMENTS

Section 6.01 -- FISCAL YEAR. The fiscal year of this Association shall be as determined by the Board of Directors.

Section 6.02 -- DUES - GENERAL. The annual dues for each class of membership of the Association shall be at the rate or rates determined by the Regular Members present at any Annual Meeting. Dues shall be paid on the basis of all tenpin lanes in the respective establishment, except that (a) dues for International Members may be paid on a per-center basis, and (b) dues for 750+ Members, Military Members, Non-Profit Members, Individual Members and Retired Members may be based on factors other than number of tenpin lanes. If the rate of dues for 750+ Members provides that they receive a discount, the Association shall adopt a rebate program to the State Associations whereby the Associations will rebate the affected State Associations a percentage, determined by the Board of Directors, of the discounted dues.

Section 6.03 -- DUES - CATEGORIES OF LANES. Rates of dues different from rates of dues established for tenpin lanes may be provided for non-tenpin lanes. If different rates are so provided, the dues for split establishments shall be in accordance with the rates applicable to the respective categories of lanes in the establishment. Only one rate of dues may be charged against the same lane.

Section 6.04 -- DUES - WHEN PAYABLE; FAILURE TO PAY; REINSTATEMENT. Dues for a calendar year shall be payable in full at the beginning of that calendar year, January 1st. If the

applicable dues of any Member are not received in full by March 1st following, the Member shall be dropped from membership unless on a pre-approved payment plan. Thereafter and until December 31st following, such Member may apply for restoration to good standing, but only upon payment of full dues. A Member dropped for non-payment of dues may apply for reinstatement upon recommendation of any State or Local Association affected or, if not within the membership territory of a State or Local Association, shall apply to the Executive Director for reinstatement.

Section 6.05 -- DUES - METHOD OF PAYMENT. Dues by a Member who is also a member of a State or Local Association shall be collected by the State or Local Association designated for such purpose by the Board of Directors, and then remitted to this Association. Dues may be invoiced and collected by this Association if it has been requested in writing and authorized by the State or Local Association. Dues by a Member who is not a member of a State or Local Association so designated shall be paid directly to this Association.

Section 6.06 -- PRORATA DUES. New Members, defined as those not in membership the previous two years, shall pay dues proportionally according to the number of months remaining in the calendar year when they join the Association.

Section 6.07 -- ASSESSMENTS. The Regular Members or, in an emergency, the Board of Directors shall have the exclusive power to make and levy assessments. Assessments so made and levied shall, for all purposes of these Bylaws, be considered and collectible as dues.

Section 6.08 -- FEES. The Board of Directors may from time to time establish reasonable amounts to be charged as initiation and meeting registration fees.

ARTICLE 7 -- GOVERNMENT OF THE ASSOCIATION

Section 7.01 -- THE BOARD OF DIRECTORS. The management of the property, business and affairs of the Association is vested herein in the Board of Directors.

Section 7.02 -- RESERVATION IN MEMBERS. All actions taken by the Board of Directors shall be reported to the next regular or special meeting of the Members of this Association. Subject to the vested rights of third parties, the Members shall have the right to rescind any such actions upon a two-thirds (2/3) vote of the Members present, except as to such matters specifically authorized by these Bylaws, or as authorized by a prior vote of the Members, or where the action has been initiated or completed prior to consideration by the Members.

Section 7.03 -- ANNUAL BUDGET. An Annual Budget shall be approved by a two-thirds (2/3) vote of the Board of Directors and a copy of the budget shall be mailed or otherwise published to the Regular Members within sixty days following its approval.

ARTICLE 8 -- BOARD OF DIRECTORS AND AT-LARGE DIRECTORS

Section 8.01 -- COMPOSITION. The Board of Directors of the Association shall be comprised of the following members:

- (i) The President, the President-Elect, or the Vice President, the Secretary and the Treasurer of this Association. The President shall be the Chairperson of the Board of Directors.

- (ii) The immediate Past President, so long as such persons are representatives of Regular Members.
- (iii) The Regional Directors
- (iv) Six (6) At-Large Directors elected by the Regular Members at the Annual Meeting.
- (v) An entity with common ownership of multiple centers representing 2% or more of the lanes in the prior year's regular membership totals shall automatically hold a seat on the Board of Directors ("2% Directors"). The appointment of a company representative to fill such seat is subject to Board approval and annual review. 2% Directors shall not be subject to the same attendance requirements as all other Directors.
- (vi) Two (2) Directors elected by the Board of Directors of the United States Bowling Congress from the Directors then serving on the USBC Board and who are approved by the BPAA Board.

Section 8.02 -- TERM OF OFFICE

- (i) The President, the President-Elect or the Vice President, the Secretary, and the Treasurer shall serve as members of the Board of Directors so long as they hold their office.
- (ii) The At-Large Directors shall serve a two (2) year term commencing upon their election by the Regular Members at the Annual Meeting. At-Large Directors shall not serve as At-Large Directors of the Board of Directors for more than four (4) successive years.
- (iii) The Regional Directors shall serve a two (2) year term commencing upon their election by the Regular Members from their region. Regional Directors shall not serve as Regional Directors of the Board of Directors for more than four (4) successive years.
- (iv) With the exception of officer and immediate past president positions, directors shall not serve either as at large or regional directors or any combination thereof for more than four (4) consecutive years except in cases where they fulfilled a vacated term, with their service not extending to more than 50% of vacated term. In this case, they will be able to satisfy the unexpired term and are eligible for four (4) additional consecutive years.
- (v) The terms of office shall commence from July 1 and expire on June 30, except where the election occurs after July 1, in which case the term will commence at the close of meeting in which the election occurs.
- (vi) USBC Directors shall serve a two (2) year term commencing on their approval by the BPAA Board. They shall not serve as BPAA Directors for more than four (4) successive years. In addition their term will end if at any time they are no longer a Director of USBC.

Section 8.03 -- NOMINATION OF AT-LARGE DIRECTORS. Not later than the first (1st) day of January of the year in which the Annual Meeting is held, any Regular Member may nominate one (1) candidate to serve as an At-Large Director of the Board of Directors so long as the candidate shall be an owner, partner, officer, director, or management employee of a Regular Member. An At-Large Director need not have a Proprietary Interest (as defined in Section 5.3) in the Regular Member's business in order to be eligible to serve as an At-Large Director. All nominations shall be mailed or emailed to the Executive Director on a form provided for that purpose by the Board of Directors.

The names of all qualified persons who have been nominated to serve as At-Large Directors shall be submitted to the Nominating Committee for consideration and the Nominating Committee shall recommend candidates for election to each vacant directorship. The recommendations of the Nominating Committee shall be deemed nominations when the Nominating Committee reports at the Annual Meeting.

The names of all qualified persons who have been nominated by the Nominating Committee to serve as At-Large Directors shall be submitted by mail or otherwise published to the Regular Members at least ninety (90) days before the Annual Meeting.

Not later than sixty (60) days before the Annual Meeting, any Regular Member may nominate candidates to serve as At-Large Directors of the Board of Directors outside of the Nominating Committee process by mailing such nominations to the Executive Director on a form provided for that purpose by the Board of Directors. All nominations received after the (60) day deadline would be considered for the next year's elections.

The names of all qualified persons who have been nominated by a Regular Member outside of the Nominating Committee process and subsequently voted by the Nominating Committee as meeting the minimum qualifications to be an At-Large Director shall be submitted by mail or otherwise published to the Regular Members at least thirty (30) days before the Annual Meeting.

Section 8.04 -- ELECTION OF AT-LARGE DIRECTORS. The election of At-Large Directors by the Regular Members at the Annual Meeting shall be by closed, written ballot, except that a voice vote may be taken when the number of candidates does not exceed the number of positions to be filled. Those persons receiving the highest vote totals shall be elected At-Large Directors. In the event of a tie for a directorship, a separate run-off election shall be held.

Section 8.05 -- AT-LARGE DIRECTOR VACANCIES. Upon the death, resignation or other disqualification of any At-Large Director, the Board of Directors, by majority vote at its next meeting, shall fill the vacancy for the un-expired term of that At-Large Director.

Section 8.06 – REMOVAL OF AN OFFICER. The Board of Directors, by a two-thirds (2/3) vote of its members present at a duly called meeting of the Board, for good cause shown, may remove any officer from his or her office so long as the officer is informed in advance, in writing, of the reason or reasons for such removal and he or she is afforded an opportunity to be heard by the Board of Directors and to present evidence and documentation on his or her behalf prior to any such removal. Once removed, the officer shall be ineligible thereafter to be nominated to serve as an officer or Director of the Association unless otherwise authorized by a two-thirds (2/3) vote of the Board of Directors.

Section 8.07– REMOVAL OF A DIRECTOR. The Membership body that elected the Director, by a two-thirds (2/3) vote of its members present at a duly called meeting of its members, for good cause shown, may remove any director from his or her office so long as the director is informed in advance, in writing, of the reason or reasons for such removal and he or she is afforded an opportunity to be heard by the membership and to present evidence and documentation on his or her behalf prior to any such removal. Once removed, the director shall be ineligible thereafter to be nominated to serve as an officer or Director of the Association unless otherwise authorized by a two-thirds (2/3) vote of the membership that removed the director.

Section 8.08 – USBC VACANCIES. USBC Director vacancies on the BPAA Board shall be filled by USBC in accordance with the provision of 8.01 of these bylaws.

ARTICLE 9 – MEETINGS

Section 9.01 -- ASSOCIATION MEETINGS. Annual, Mid-Winter, regular and special meetings of the Members are authorized as follows:

Section 9.01a -- ANNUAL MEETING. The Annual Meeting and Convention of this Association shall be held at the time fixed by the Board of Directors. Notice of the time and place of the meeting shall be given all Members of the Association by the Executive Director by mail (addressed to each Member at the last known post office address) or otherwise published at least thirty (30) days in advance. The place of the Annual Meeting shall be determined by the Association, in a manner agreed upon by the Board of Directors, at least three (3) years in advance, from a minimum of two (2) places recommended by the Executive Director. In the event it becomes impracticable to hold a particular Annual Meeting and/or Convention at the place so designated, the Executive Director is empowered to select an alternate site with the approval of the Board of Directors.

Section 9.01b -- MID-WINTER MEETING. The Mid-Winter Meeting of the Association shall be at a time fixed by the Board of Directors but in no instance shall it be later than the 15th day of March of the year in which the meeting is to be held. Notice of the time and place of the meeting shall be given to all Members of the Association by the Executive Director by mail (addressed to each Member at the last known post office address) or otherwise published at least thirty (30) days in advance. The place of the Mid-Winter Meeting shall be determined by the Board of Directors.

The President of the Association shall preside at all business sessions of the Annual and Mid-Winter Meetings. The Executive Director shall preside at all non-business sessions of the Annual and Mid-Winter Meetings.

Section 9.01c -- REGULAR MEETINGS. Regular meetings of the Association, in addition to the Annual Meeting and Mid-Winter Meeting, may be provided as often and at such time and place in the ensuing year as the Members approve at any Annual Meeting or Mid-Winter Meeting. Notice for any regular meeting shall be the same as for the Annual Meeting.

Section 9.01d -- SPECIAL MEETINGS. Special meetings of the Association shall be called by the President upon written request of fifteen percent (15%) of the Regular Members or seventy-five percent (75%) of the Board of Directors. Notice for any special meeting shall be in the same manner as for the Annual Meeting, except that fifteen (15) days' notice shall be necessary.

Section 9.01e -- QUORUM. One hundred (100) Regular Members present at any meeting of the Association shall constitute a quorum, providing not more than twenty-five (25) Members are counted from the State Membership Territory (or state if there is no State Association therein) in which the meeting is held.

Section 9.01f -- VOTING POWER. At any meeting of the members, the total number of votes cast by the Regular Members from any one State Membership Territory (or any one state if there is no State Association therein) shall not exceed twenty-five percent (25%) of the total number of votes which can be cast by the Regular Members present. In the event of the presence of an excess of votes by Regular Members from any Membership Territory (or state) over such twenty-five percent (25%) then, prior to a general vote, the subject in issue shall be submitted to a vote of such Members only. The ratio resulting from such vote shall then be computed and votes so cast shall be reduced to twenty-five percent (25%) of the total votes available to be cast at the meeting, in the

same ratio as indicated by the votes of such Members. Fractions below one-half (1/2) shall be disregarded, and fractions of one-half (1/2) or greater shall be counted as one (1).

Section 9.02 -- MEETINGS OF THE BOARD OF DIRECTORS. Regular and Special meetings of the Board of Directors may be called at the Board's discretion, except as hereinafter provided. All business meetings shall be open to Regular Members in Good Standing unless otherwise authorized by the Chairperson of The Board of Directors.

Section 9.02a -- REGULAR MEETINGS. Except as provided below, regular meetings will be held as the Board of Directors may determine, at the particular time and place designated by the President, with notice being mailed or emailed to the Directors at least fifteen (15) days in advance. There shall be a minimum of two (2) Regular Board Meetings; one immediately preceding or concurrent with the Association's Annual Meeting and one immediately preceding or concurrent with the Association's Mid-Winter Meeting. Prior to the start of business at each of these two required meetings of the Board of Directors, there shall be a special open forum conducted by the Board (which may be attended by any Regular Member of the Association) for the purpose of allowing Members to give input to the Board of Directors. At least thirty (30) days prior to these two required Regular Meetings, the Board of Directors shall mail or otherwise publish to the Regular Members of the Association the business agenda which will be followed by the Board at its scheduled meeting. The place designated for the two required Regular Board Meetings shall be the same location which has been designated by the Association for its Annual Meeting and its Mid-Winter Meeting.

The Annual Meeting of the Board of Directors shall be conducted at the same time and place designated by the Association for its Mid-Winter Meeting.

Section 9.02b -- SPECIAL MEETINGS. Special meetings shall be held at the time and place designated in the call thereof, when called by the President, upon notice mailed or emailed to each Director at least five (5) days in advance. The President may call the meeting by himself/herself, but shall call a meeting if the President receives a written request from twenty-five percent (25%) or more of the Board of Directors.

Section 9.02c -- QUORUM. One-half (1/2) of the membership of the Board of Directors, excluding vacancies, present in person at any meeting thereof shall constitute a quorum. The President shall preside and, when he/she is unable to be present, the President-Elect or the Vice President shall preside in his/her stead.

Section 9.02d -- ATTENDANCE OF DIRECTORS. Any Officer, At-Large Director or Regional Director who misses two (2) consecutive Regular Meetings of the Board shall be suspended from the Board automatically, except in cases where such Officer or Director is on active duty in the Armed Services or is permitted to remain by the Board due to extenuating circumstances. A removed Director shall be ineligible to serve as a Director for one (1) year after such removal.

Section 9.03 -- BOARD OF DIRECTORS AND COMMITTEE MEETINGS-OPTIONAL METHODS. The Board of Directors and any committee established by the Board of Directors may participate and act at any meeting of the Board of Directors or such committee through the use of conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person. Voting requirements shall be identical to those

applicable to meetings conducted in person. In addition, any action which is required to be taken at a meeting of the Board of Directors or any committee thereof and any action which the Board of Directors or any committee thereof is permitted to take, may be taken without a meeting of the Board of Directors or such committee if a consent in writing, setting forth the action so taken, is signed by all Directors or committee members entitled to vote on the matter. Such a consent may be evidenced by one or more written approvals each of which set forth the action taken, all of which shall be delivered to the Secretary of this corporation.

Section 9.04 -- RULES OF ORDER. Robert's Rules of Order, when not inconsistent herewith, shall govern all meetings and proceedings of the Association.

Section 9.05 -- ORDER OF BUSINESS. The Board of Directors may designate the order of business at meetings of the Association and of the Board, in the absence of which the order of business shall be as follows:

1. Roll call.
2. Reading, Correction and Ratification of Minutes.
3. Communications.
4. Report of Chairperson.
5. Report of Executive Director.
6. Report of Board Committees.
7. Report of Board Representatives to External Organizations.
8. Action Items.
9. Unfinished Business.
10. New Business.
11. Membership Input.
12. Next Meeting Date and Location.
13. Adjournment.

Section 9.06 -- PROCEDURE ON QUESTION. Any motion or resolution made or offered at any meeting shall, on request of the presiding officer, be reduced to writing and furnished to the presiding officer before the question may be put.

Section 9.07 -- MAJORITY VOTE. All questions resulting in a majority vote by the persons present, entitled to vote, and voting thereon, a quorum being present, shall be deemed passed at any meeting of the Association or Board of Directors, unless otherwise provided herein.

Section 9.08 -- MINUTES. At each meeting of the Association or Board of Directors, written minutes taken by the Association Secretary accurately reflecting the substance of the action taken shall be prepared. When approved by signature of the presiding officer and ratified by the members involved, such minutes shall be chronologically preserved by the Executive Director as part of the official records of the Association. The written minutes of all meetings of the Board of Directors shall be published or mailed to each Regular Member of the Association within sixty (60) days after the conclusion of each such meeting. Written reports of Committees presented at meetings shall be so preserved. This Association shall be deemed to have acted or refrained from action only as reflected in approved and ratified minutes so preserved. A meeting of any Members hereof shall be deemed to be an authorized meeting only if such meeting is authorized herein and minutes are so prepared, approved, ratified and preserved. No action or non-action purportedly taken at any other meeting shall be the act of or otherwise bind the Association or any Member hereof.

ARTICLE 10 -- OFFICERS, REGIONAL DIRECTORS, AND EXECUTIVE DIRECTOR

Section 10.01 -- ELECTED OFFICERS AND TERMS. The elected officers of this Association shall be the President, the President-Elect, and in years where there is no President-Elect, the Vice President, the Secretary and the Treasurer, each of whom shall serve for a term of one (1) year and until his/her successor has been elected and qualified.

Section 10.02 -- QUALIFICATIONS. Representatives of Regular Members (see Section 5.03) only shall be deemed eligible for elective office in this Association, provided that they have been representatives of such Members in good standing for a period of two (2) years. The Treasurer position requires such qualifications as shall be determined by the Board of Directors from time to time, including but not limited to knowledge of financial and accounting matters. If at the time of election, such newly elected officer is not a member of the Board of Directors, then he/she shall become a Director for the term of his/her office. Incumbents shall be eligible for re-election, however no person, with the exception of the Treasurer, may serve in any single office more than two (2) successive terms. However, upon the expiration of one (1) year after the completion of two (2) such terms such person shall again be eligible for election to such office. The Treasurer has no limit to the number of terms.

Section 10.03 -- DUTIES. The duties of the elected officers of this Association are as follows:

Section 10.03a -- PRESIDENT. The President shall preside at all business sessions of the Association and shall be the Chairperson of the Board of Directors and serve ex-officio on all Board Committees with the right to vote on all except the Nominating Committee. The President shall communicate at the Annual and Mid-Winter Meetings and at such other times as he/she may deem proper to the Association or the Board of Directors such matters and make such recommendations as may, in his/her opinion, tend to promote the welfare and usefulness of the Association, and perform such other duties as are prescribed herein or by the Board of Directors.

Section 10.03b -- PRESIDENT-ELECT. The President-Elect, who will automatically succeed the President upon completion of the President's term, shall assist the President and perform such duties as may be assigned by the Board of Directors. The President-Elect will be elected only when the President is starting his/her final term.

Section 10.03c -- VICE PRESIDENT. The Vice President shall assist the President and perform such duties as may be assigned by the Board of Directors. The Vice President will be elected in those years when no President-Elect is being elected.

Section 10.03d -- SECRETARY. The Secretary shall certify and authenticate the official records of the Association, record meeting minutes, supervise the custody thereof, and perform such other duties as prescribed herein or assigned by the Board of Directors.

Section 10.03e -- TREASURER. The Treasurer shall supervise the custody of the Association's funds and fiscal records, supervise an annual audit and report by a certified public accountant who has been approved by the Board of Directors, submit such report at the Annual Meeting and

at any other time when requested by the President or the Board of Directors and perform such other duties as prescribed herein or assigned by the Board of Directors.

Section 10.04 -- ELECTION OF OFFICERS. The elected officers of this Association shall be elected by the Regular Members at the Annual Meeting.

Section 10.04a -- NOMINATIONS. The Nominating Committee shall recommend candidates for election to each officer position. The recommendations of the Nominating Committee shall be submitted by mail or otherwise published to the Regular Members at least ninety (90) days before the Annual Meeting with the request for any other nomination(s) from the Membership. The recommendations of the Nominating Committee and other nominations shall be deemed nominations when the Nominating Committee reports at the Annual Meeting.

Not later than sixty (60) days before the Annual Meeting, any Regular Member may nominate candidate(s) for an officer position outside of the Nominating Committee process by mailing or emailing such nomination(s) to the Executive Director on a form provided for that purpose by the Board of Directors. The name(s) of the qualified person(s) who have been nominated by a Regular Member outside of the Nominating Committee process shall be reviewed and confirmed to meeting the minimum qualification by the Nominating Committee. All nominations received after the (60) day deadline would be considered for the next year's elections.

The name(s) of the qualified person(s) who have been nominated by a Regular Member and the recommendations of the Nominating Committee shall be submitted by mail or otherwise published to the Regular Members at least thirty (30) days before the Annual Meeting.

Section 10.04b -- ELECTION. The election shall be by closed, written ballot, except that a voice vote may be taken when the number of candidates does not exceed the number of positions to be filled. The nominee receiving a majority of ballots cast for the particular office shall be declared elected. If a majority of ballots are not cast for a particular person, the nominee receiving the smallest number of ballots shall be dropped, and another ballot taken among the remaining nominees, and so on, until a majority is obtained.

Section 10.04c -- ELECTION OF REGIONAL DIRECTORS. A Regional Director shall be elected prior to the Annual Meeting of the Association after following the selection process as outlined in the BPAA Governance Policies, for each of the regions herein designated as determined by each region. The qualifications for a Regional Director shall be the same as those required for officers of the Association. The alignment of regions and changes thereto will be designated by the Board of Directors with the concurrence of the state(s) and regions involved. Such regions are as follows:

Northeast: Maine, Massachusetts, New Hampshire, Vermont, Rhode Island, Connecticut, New York.

Eastern: Virginia, West Virginia, Maryland, District of Columbia, Delaware, New Jersey, Pennsylvania, Ohio.

Southeast: Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, Puerto Rico, Virgin Islands.

East Central: Illinois, Indiana, Kentucky, Tennessee.

West Central: Wisconsin, Minnesota, Iowa, Michigan, North Dakota, South Dakota.

Midwest: Colorado, Kansas, Missouri, Nebraska, Wyoming.

Southwest: Texas, Oklahoma, Arkansas, Louisiana.

Pacific Coast: California, Nevada, Arizona, New Mexico, Hawaii, Guam.

Northwest: Washington, Oregon, Montana, Alaska, Idaho, Utah.

International: As provided for in Article 16.

The top four State Associations in lane bed count, excluding those lanes counted in the 2% rule representation, by March 31 of odd years, shall be considered a Region and is eligible to elect a Regional Director. If another Director is authorized within a Region, he/she shall be elected from among the remaining states within the Region; but only by the Regular Members from those remaining states.

Section 10.05 -- VACANCIES. Upon the death, disability, resignation or other disqualification of the President, the President-Elect and if there is no President-Elect, the Vice-President shall automatically succeed to the office of President and Chairperson of the Board of Directors for the un-expired term. In the event of a vacancy in any of the other offices of the Association, the President may declare the office vacant and, in the event of such declaration, the Board of Directors at its meeting next following such declaration (other than a meeting held incident to the Annual Meeting of the Association) shall elect a qualified person to fill the vacancy for the un-expired term, provided that a declared vacancy in the position of a Regional Director shall be filled only by vote (which may be by mail or email) of the Regular Members from the respective region as soon as practical after such vacancy has occurred.

Section 10.06 EXECUTIVE DIRECTOR. The Association will retain an Executive Director who is deemed an appointed executive/officer of the Association. The Executive Director shall be selected, and the terms of employment, compensation and title shall be negotiated and approved by the Board of Directors.

Section 10.06a -- DUTIES. The Executive Director is responsible for the effective management and operation of the Association; implementation of all policies and projects approved by the Board of Directors; and for making recommendations to the Board of Directors with respect to these activities and policies.

Section 10.06b -- DELEGATION TO EXECUTIVE DIRECTOR. To the extent any of the duties herein provided for the Executive Director include any duties ordinarily or specifically provided herein for any elected officer, such duties shall be deemed delegated to the Executive Director.

Section 10.07 -- BONDS. As a condition precedent to qualification to serve, the Executive Director and such other officers and employees as may be designated by the Board of Directors, may be bonded in such amount as is fixed by the Board of Directors.

Section 10.08 -- COMPENSATION AND EXPENSES. No Officer or Director may receive compensation for his/her services as such except as provided herein or as expressly authorized by the Board of Directors. The President shall be reimbursed for all traveling, housing and restaurant expenses arising out of the duties of his/her office. He/she shall further be reimbursed for expenditures for telephone, secretarial and office services incident to carrying out the duties of

his/her office, and such additional allowances as may be authorized by the Board of Directors. If the Board of Directors so authorizes, reasonable expenses incurred by any other officer, Director or chairperson, in the course of his/her duties as such, shall be reimbursed by the Association.

ARTICLE 11 – COMMITTEES

Section 11.01 -- BOARD COMMITTEES. The Board of Directors shall have the following Standing Committees and the President-Chairperson of the Board shall appoint the committee Chairpersons and committee members each year following the Annual Meeting: (a) Audit, (b) Awards, (c) Budget and Finance, (d) Governance, (e) Executive Evaluation, and (f) Nominating. With the approval of the Board, the President-Chairperson may establish additional Standing Committees. These standing committees will last for the term of the President. The President will select the Chairperson. Committee members will be selected by the President and Chairperson and will serve for the term of the President.

Section 11.01a – EXECUTIVE COMMITTEE. The Executive Committee may act in place of the Board of Directors when authority is designated to it by the Board of Directors or in emergency situations where Executive Committee action is temporary and subject to ratification by the Board of Directors. It shall consist of the immediate Past President of the Association who shall serve as Chairman, the President, Vice-President (or President Elect), the Secretary, the Treasurer and two (2) additional members. The additional members shall be chosen from a pool of candidates, minimum of three (3) and maximum of four (4), submitted by the Nominating Committee with two (2) elected and approved by the Board of Directors. Candidates shall be current members of the Board of Directors and serve one (1) year terms. A quorum shall consist of four (4) members of the committee.

Section 11.02 -- EXECUTIVE DIRECTOR COMMITTEES. The Executive Director shall, from time to time, appoint such committees and sub-committees whenever he/she deems it necessary to promote the best interests of the Association. The Executive Director, with input from the President, will select the chairperson and committee members. These committees and their members will last for the term of each President.

Section 11.03 -- REPRESENTATION ON OUTSIDE BOARDS. The Board of Directors shall elect all Association representatives who will serve on outside Boards. The nominating process shall be established by the Board of Directors.

Section 11.04 -- SPECIAL COMMITTEES. The President may appoint other Committees or Subcommittees whenever he/she deems such action to be expedient or necessary to promote the best interests of the Association. No Committee or Subcommittee appointed pursuant to this section shall continue to function beyond the term of the President by which such Committee or Subcommittee was appointed.

Section 11.05 -- MEETINGS, QUORUM, ATTENDANCE, MAIL VOTE. Meetings of any Board Committee may be called at any time by the President or by the Chairman of the Committee with the approval of the President, except where otherwise provided herein. A majority of any Committee shall constitute a quorum except where otherwise provided herein. Any member of a Committee who misses two (2) consecutive meetings of the Committee shall cease to be a member of such Committee and shall be ineligible for reappointment to such Committee for a period of one

(1) year thereafter, except where such member is on active duty with the Armed Services. In lieu of, but to the same effects as, action at a meeting, any Committee may act by mail vote of its members, provided the question to be acted upon is submitted to each member in writing and at least ten (10) days are allowed for the return of the ballots.

Section 11.06 -- MINUTES AND REPORTS. The provisions of Section 9.08 apply to each Committee. Each Committee shall also submit a written report of its activities, conclusions and recommendations. Subject to the directions of the President or Executive Director, any Committee desiring to do so may in addition so report at any other time to the Board of Directors.

Section 11.07 -- EXPENSES. Any Committee called into session by or with the approval of the President or Executive Director shall be allowed reasonable travel expenses to meetings held at times other than the Annual Convention and Mid-Winter Meeting.

ARTICLE 12 – APPEALS

Section 12.01 -- RIGHT OF APPEAL FROM ACTION BY THE ASSOCIATION. Any member of any class may appeal from any action by the Association affecting the Member and relating to the reclassification, suspension or termination of its membership, provided there is no right of appeal in cases of automatic termination of membership for non-payment of any dues, assessments or fees owed to this Association.

Section 12.02 -- RIGHT OF APPEAL FROM ACTION BY A STATE OR LOCAL ASSOCIATION. Any Member of a State or Local Association may appeal to this Association from any action of the State or Local Association affecting the reclassification, suspension, or termination of its membership therein, provided that there is no right of appeal in cases of automatic termination of membership or unless the Member affected first exercises and exhausts such right of appeal as it has to any other State or Local Association.

Section 12.03 -- RIGHT OF APPEAL CONCERNING MEMBERSHIP TERRITORY. Any State or Local Association may appeal from any action by this Association relating to the allocation or change in allocation of the Membership Territory of that Association

Section 12.04 -- TIME LIMIT FOR AND METHOD OF APPEAL. An appeal authorized herein shall be taken within thirty (30) days after the mailing or delivery date of notification of the action complained of. The mailing to the Executive Director of the Association of a written notice by Certified Mail of the appeal giving the name and address of the appellant and describing the action appealed from constitutes taking the appeal.

Section 12.05 -- APPEALS HEARINGS. Each appeal authorized herein shall be heard and determined by the Board of Directors.

Section 12.06 -- FILING FEE. The Board of Directors shall require the posting of a filing fee by the appellant in a sum not to exceed one hundred dollars (\$100.00). If the appeal is successful, the filing fee shall be refunded. The time within which the Board of Directors is required to give notice of the hearing shall be suspended until the filing fee has been paid.

Section 12.07 -- NOTICE AND HEARING. No appeal may be determined by the Board of Directors until after notice and hearing or opportunity to be heard. Notice of the time and place of hearing shall be sent to any other interested party, at least thirty (30) days before the hearing, and a reasonable opportunity to be heard shall be afforded at such time and place.

Section 12.08 -- RULES OF PROCEDURE. The Board of Directors shall adopt rules of procedure, not inconsistent herewith.

Section 12.09 -- FAILURE TO HEAR OR RULE ON APPEAL. Failure to give notice of time and place of the hearing within sixty (60) days after the postmarked date of the certified mailing of the notice of appeal or failure to rule on any appeal within thirty (30) days after the completion of the hearing, shall constitute an allowance of the appeal, unless either or both requirements are waived by the appellant.

Section 12.10 -- DETERMINATION OF APPEAL. In acting on any appeal, the Board of Directors may affirm, modify or overrule the action appealed. Without limiting the generality of the foregoing, when the action appealed is based on a failure or refusal to pay any fee, assessment or dues required by a State or Local Association, the Board of Directors may determine whether said fee, assessment or dues are unreasonable, discriminatory or oppressive, and in such event it may direct that such fee, assessment or dues shall be waived or modified.

Section 12.11 -- STATUS PENDING APPEAL. No action appealable as provided herein shall become effective until the completion of appeal proceedings herein provided, or until the time for taking an appeal has expired without an appeal being taken.

ARTICLE 13 -- INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

Section 13.01 -- INDEMNIFICATION. The Association shall indemnify each person who is or becomes a Director, Officer, Committee Member, Executive Director, or employee of the Association against the reasonable expenses actually and necessarily incurred by or imposed upon such person in connection with the defense of any action, suit or proceeding, and any appeal therein, in which he/she is a party by reason of any act or omission or alleged act or omission by him/her in such capacity.

Section 13.02 -- APPLICABILITY. Such indemnification is applicable to any action, suit or proceeding, civil or criminal, instituted after the effective date hereof by a Member in behalf or in the right of the Association or by others, and to any such person who is at the effective date hereof or becomes after that time a Director, Officer, Committee Member, Executive Director, or employee of the Association, whether or not such person continues in such capacity at the time the expenses are incurred or imposed.

Section 13.03 -- REASONABLE EXPENSES. The term "reasonable expenses" shall include without limitation court costs and expenses, reasonable attorneys' fees, and the amount paid by or in behalf of such person to the Association in or as a part of settlement.

Section 13.04 -- REASONABLE SETTLEMENT. Any disposition of such action, suit or proceeding other than by final judicial determination of the merits shall be deemed to be by settlement. The settlement and the expenses incurred incident and pursuant thereto by such person

shall be deemed reasonable expenses if the Association determines that such are reasonable in nature and in amount.

Section 13.05 -- LIMITATIONS. In the event the Association has in force a policy of insurance covering the indemnity of Officers and Directors, the amount of indemnification provided for herein shall not exceed the monetary limits of the Association's insurance policy, the amount of which shall be determined annually by the Board of Directors. Further, such indemnification shall not apply to any expense incurred or imposed:

- (a) In any action, suit or proceeding instituted by the Association or in any settlement thereof;
- (b) In any action, suit or proceeding in which such person is adjudged guilty of a crime;
- (c) In any civil action, suit or proceeding, or in any appeal herein, in relation to matters as to which it is adjudged that such person wrote or spoke or otherwise acted with actual malice; or
- (d) In any other civil action, suit or proceeding, or in any appeal therein, in relation to matters as to which it is adjudged that such person is liable for negligence or misconduct in the performance of his/her duty to the Association.

Section 13.06 -- NON-EXCLUSIVE. Such indemnification shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any provisions of any statute or common law, or the articles of incorporation, or any other Bylaw, or any agreement, or vote of the Members, or otherwise.

Section 13.07 -- SUCCESSORS. Such indemnification shall inure to the benefit of the heirs, executors, administrators, legal representatives and estate of any such person in the event of his/ her death, to the same extent as if such person were living.

Section 13.08 -- ASSOCIATION ACTION. To the extent not inconsistent with any pertinent judicial determination, the Association shall have the full and exclusive discretion to determine the applicability and proper amount of indemnification hereunder in any particular case. No person shall be entitled to indemnification who does not make written request therefore together with full disclosure of all information deemed relevant and desirable by the Association. Any person seeking indemnification hereunder shall be deemed interested and is disqualified from participating in any determination by the Association in connection therewith. The Board of Directors shall act by majority vote of its disinterested Members, and if there are none disinterested, the determination shall be made by independent counsel employed by the Association for this purpose.

ARTICLE 14 -- CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 14.01 -- CONTRACTS. Unless otherwise provided by the Board of Directors, any contract or any instrument in the name of and on behalf of the Association authorized to be executed by the Board of Directors shall be executed by any of the following officers: President, President-Elect or Vice President, Secretary, Treasurer, or Executive Director as outlined in the Governance Policies.

Section 14.02 -- LOANS. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 14.03 -- CHECKS, DRAFTS. Unless otherwise provided by the Board of Directors, all checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by any two (2) of the persons serving as President, President-Elect or Vice President, Secretary, Treasurer or Executive Director of the Association.

Section 14.04 -- DEPOSITS. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE 15 -- INTEREST OF DIRECTORS IN CERTAIN TRANSACTIONS

Section 15.01 -- VALIDITY. No contract or other transaction between the Association or the Board of Directors shall, in the absence of fraud, in any way be affected or invalidated by the fact that one or more of the Directors of the Association are pecuniary or otherwise interested in such contract, transaction or other act, or are pecuniary or otherwise interested in, or are officers, directors, shareholders, partners, or owners of, such other corporation or entity if at the time such contract, transaction or other act is considered and acted upon, the requirements of Section 15.02 are satisfied.

Section 15.02 -- REQUIREMENTS FOR VALIDITY. The interest of each Director and the Executive Director in such contract, transaction or other act shall be disclosed or shall have been known to at least the majority of the Board of Directors, and each interested Director shall not vote upon such contract, transaction or other act, provided however, that any such interested Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall vote upon any such contract, transaction or other act.

ARTICLE 16 -- INTERNATIONAL MEMBERSHIP

Section 16.01 -- CREATION OF INTERNATIONAL REGION. The geographic area outside of the United States of America, its territories and possessions, shall be deemed to be the International Region.

Section 16.02 -- RECOGNITION OF ASSOCIATIONS WITHIN INTERNATIONAL REGION. The Board of Directors may recognize an association comprised of International Members from any country, or portion thereof, located in the International Region. Such recognition does not constitute such an association as a qualified State or Local Association, and may be withdrawn at the pleasure of the Board of Directors.

Section 16.03 -- ELECTION OF INTERNATIONAL DIRECTORS. Whenever, and for so long as, there are three thousand (3,000) or more member lanes in any International Region, the member centers from that International Region shall elect an International Director in the manner provided by Section 10.04c. The International Director shall be and have the duties of a Regional Director.

ARTICLE 17 – AMENDMENTS

Section 17.01 -- PROCEDURE. The Bylaws may be amended, repealed, or altered in whole or in part by two-thirds (2/3) vote of the Regular Members present at any Annual or other authorized meeting, provided that the proposed change, with the reason or reasons therefore, is

- (a) sponsored by a Regular Member not later than the 1st day of February of the year in which the meeting is held, or sponsored by the Executive Director or the Governance Committee;
- (b) submitted by mail or otherwise published to the Regular Members at least thirty (30) days before the date of the meeting at which the proposal is to be considered; and
- (c) accompanied by a written report recommending either adoption or rejection from the Governance Committee.

Any change so proposed may be withdrawn by the sponsor at any time prior to the vote at the meeting, subject to the right of the Governance Committee to adopt and become the sponsor thereof and thereupon to maintain the proposal on the agenda of the meeting. Proper motions to amend the proposal shall be entertained at the meeting.

Section 17.02 -- EFFECTIVE DATE. Amendments become effective upon their adoption unless the amendment otherwise provides.

Section 17.03 -- OFFICIAL COPY. The Executive Director shall maintain the official copy of these Bylaws. All amendments shall promptly be appended to the foot of the official copy and shall state the date and place where adopted. The Executive Director shall make such official copy, or true and correct copies thereof, available at all meetings and shall provide current copies thereof upon request of any Member of the Association.

Section 17.04 -- SUSPENSION. The operation of any provision of these Bylaws may be suspended by a ninety percent (90%) vote of the Regular Members present at any authorized meeting of the Association.

ARTICLE 18 -- ADOPTION, EFFECTIVE DATE, AND REVOCATION OF OTHER RULES

Section 18.01 -- ADOPTION. These Bylaws shall be deemed adopted when approved by two-thirds (2/3) of the existing members of the Association present and entitled to vote at an Annual Meeting, Mid-Winter Meeting, or special meeting of the Association called for this purpose.

Section 18.02 -- EFFECTIVE DATE. The Bylaws shall take effect upon the adjournment of the meeting at which adopted.

Section 18.03 -- REVOCATION. The Bylaws supersedes and revokes the previous Bylaws of the Association, and any standing rules, resolutions, motions agreements or understandings, if any, by and between members or committees of this Association, theretofore in effect and inconsistent herewith, provided however that the incumbent officers and committee members elected or appointed pursuant to the prior Bylaws shall continue in office if and as provided hereunder, to implement these Bylaws until their successors shall have been selected and qualified hereunder.

I, Alan Nordman, Secretary of the Bowling Proprietors' Association of America, do hereby certify that the foregoing constitute the Bylaws of the Bowling Proprietors' Association of America as amended at a General Meeting of the Membership held in Orlando, Florida, on June 23, 2014.

In Witness Whereof, I have hereunto affixed my signature this twenty-fourth day of June, Two Thousand Thirteen.

A handwritten signature in black ink that reads "Alan Nordman". The signature is fluid and cursive, with the first name "Alan" and last name "Nordman" clearly distinguishable.

Alan Nordman
Secretary

APPENDIX

TRANSITION / EFFECTIVE DATE

WITH RESPECT TO THE AMENDMENTS APPROVED BY THE MEMBERSHIP AT THE 65TH ANNUAL CONVENTION IN LAS VEGAS, NEVADA, ON JUNE 15-20, 1997, ALL CHANGES WILL TAKE EFFECT IMMEDIATELY WITH THESE EXCEPTIONS:

ARTICLE 8

- (a) Section 8.01 (i), which provides that the President, Vice President, Secretary and Treasurer shall serve on the Board of Directors, shall become effective at the 1998 Annual Meeting of the Association. Until this time, five officers (President, Vice President, Secretary, Treasurer, and Sergeant-of-Arms) shall serve on the Board.
- (b) Section 8.01 (iii) pertaining to Regional Directors on the Board shall become effective on the election, by each region, of a Regional Director (who shall be the Regional Vice President elected by the region for the 1997-1998 year).
- (c) Section 8.01 (iv) relating to At-Large Directors shall become effective at the 1998 Annual Meeting of the Association. Until this time, only four (4) At-Large Directors shall be elected to serve on the Board of Directors. These four (4) At-Large Directors, who must be current National Directors, shall be elected by a special ballot cast by all National Directors present at the 1997 Annual Meeting of the Association from a list of four (4) candidates recommended by the Nominating Committee. Any National Director may make additional nominations from the floor. The four elected At-Large Directors shall serve a term of one (1) year ending at the start of the business session of the 1998 Annual Meeting of the Association.
- (d) Section 8.02 (ii) sets forth the term of office for the At-Large Directors. In order to create a “staggered term” format for At-Large Directors, the Nominating Committee (at the 1998 Annual Meeting of the Association) will recommend three (3) nominees who will be elected for one (1) year terms and three (3) nominees who will be elected for two (2) year terms each.
- (e) Section 8.02 (iii) sets forth the term of office for Regional Directors. In order to create a “staggered term” format for Regional Directors, a lottery drawing will be held during the business session of the 1997 Annual Meeting of the Association. The names of all twelve (12) Regional Directors will be placed in a box. The first six (6) Regional Director names drawn will serve two (2) year terms each. The remaining six (6) Regional Directors will serve one (1) year terms each.

ARTICLE 10

Sections 10.01 and 10.03c shall become effective at the close of business at the 1998 Annual Meeting of the Association. Until that time, the Association shall have five (5) officers (President, Vice President, Secretary, Treasurer and Sergeant-at-Arms) who shall each perform the duties customarily associated with said offices.

SECTION 14.01

This section shall become effective at the close of the 1998 Annual Meeting of the Association. Until that time, the three qualifying officers shall be the President, Secretary, or Executive Officer.

SECTION 14.03

This section shall become effective at the close of the 1998 Annual Meeting of the Association. Until that time, the three qualifying officers shall be President, Treasurer, or Executive Officer.

REVISIONS

Section 6.01 revised June 22, 1998
Section 7.03 revised June 22, 1998
Section 8.06 added June 22, 1998
Section 5.02 revised June 14, 1999
Section 5.04 added June 14, 1999
Section 9.02 revised June 14, 1999
Section 8.02 (iv) added June 19, 2000
Section 2.07 eliminated June 18, 2001
Section 2.09 revised June 18, 2001
Section 8.01 (v) added June 18, 2001
Section 8.02 (v) added June 18, 2001
Section 10.04c revised June 18, 2001
Section 5.02 revised June 17, 2002
Section 10.06 revised June 17, 2002
Section 2.01 revised June 16, 2003
Section 2.10 added June 16, 2003
Section 6.02 revised June 16, 2003
Section 10.04c revised June 16, 2003
Section 6.05 revised June 27, 2005
Section 10.01, 10.02, 10.03c revised June 27, 2005
Section 10.03b added June 27, 2005
Section 10.03e added June 27, 2005
Section 8.01, 8.02, 9.02c revised June 27, 2005
Section 2.01 revised July 11, 2006
Section 2.05a added July 11, 2006
Section 6.02 revised July 11, 2006

Section 3.01 revised January 22, 2008
Section 9.02b revised June 23, 2008 (added last sentence)
Section 11.01a added June 23, 2008
Section 1.01 revised January 26, 2010
Section 2.12 revised January 26, 2010
Section 3.01a revised January 26, 2010
Section 9.03 revised January 26, 2010
Section 9.03 revised June 28, 2010
Section 5.01 revised June 28, 2010
Section 5.04 revised June 28, 2010
Section 8.01 revised June 28, 2010
Section 8.02 revised June 28, 2010
Section 8.07 added June 28, 2010
Section 11.01 revised January 21, 2011
Section 11.02 revised January 21, 2011
Section 11.05 revised January 21, 2011
Section 9.02d revised June 25, 2012
Section 10.04c revised June 25, 2012
Section 8.03 revised January 29, 2013
Section 10.04a revised January 29, 2013
Section 11.01 revised January 29, 2013
General revisions June 24, 2013
Section 2.01 revised June 23, 2014
Section 11.01 revised June 23, 2014