



# Bylaws

*THE BOWLING PROPRIETORS' ASSOCIATION OF AMERICA  
IS A NOT-FOR-PROFIT ASSOCIATION  
INCORPORATED UNDER THE LAWS OF THE  
STATE OF ILLINOIS*

*June 21, 2021*

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# THE BYLAWS OF THE BOWLING PROPRIETORS' ASSOCIATION OF AMERICA (BPAA)

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## 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 will be pursuant to a non-exclusive royalty free license from BPAA granted pursuant to the Bylaws. All use of the BPAA Trademarks will inure to the benefit of the Association, and the Association will 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 will 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 will 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 will 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 will be only those which are consistent with and directed to the attainment of the aforesaid objectives. This Association will 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 will 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 will have the rights, privileges and obligations as hereinafter defined. The Board of Directors will have the conclusive discretion to determine in which class a particular establishment or individual is qualified.

**Section 2.02 – REGULAR MEMBERS.** Regular members are defined as any bowling establishment (whether such be owned by an individual, firm, corporation or other legal entity) whose membership dues are paid in full

pursuant to Section 6.04 and providing they do not qualify for membership under one of the membership classes in Section 2.03 thru 2.08.

**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, will, 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 will 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 will not apply to International Members.

**Section 2.04 – NEW CENTER STARTUP.** During planning, design and construction, a venue with bowling 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 36 months. In the event a location is not open within 36 months, it may petition the Executive Director of the BPAA for a continued startup membership. Upon opening of the venue, the standard member rates shall 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 will 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, will 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 will be eligible to be a 750+ Member. 750+ Members will enjoy all rights and privileges of the Association (National). A 750+ Member pays the Regular Member dues rate for the first 750 lane beds then one half (1/2) of the Regular member dues rate for the remaining lane beds.

**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 will 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 will 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.** A written request to the Director of Membership and/or Executive Director, acceptance of membership and payment of dues will constitute membership.

One membership only will be issued for each bowling establishment, and will entitle only that establishment 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 will 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 will 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 will apply directly to this Association for membership approval, applications for Regular Membership by establishments within the Membership Territory of a State or Local Association will be promptly forwarded to the appropriate State or Local Association in whose Membership Territory the establishment is located. That association will promptly take action thereon and will 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 will 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 will be fully stated in writing by the association involved and returned with the application, and such will 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 will so notify the applicant and the State or Local Association involved, and the applicant will not become a Member hereof.
- (iii) If the Board of Directors determines that the applicant will 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 will 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 will 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 will constitute acceptance of the applicant by such State or Local Association and the applicant will become a Member in the respective class thereof. Affirmance of refusal will not affect the Applicant's membership herein.

**Section 2.12 – ACTION BY BOARD OF DIRECTORS.** All applications requiring action by this Association will be acted upon by the Board of Directors. The Board of Directors may adopt, and the Executive Director will 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 will inure to the benefit of the Association.
- (ii) All promotional and advertising material bearing the BPAA Trademarks will 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 will be in a manner consistent with that of the BPAA and no member will alter or add material or subtract from the BPAA Trademarks in any way.
- (iv) The Association's Executive Director will review 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 will 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 will, 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 will 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 will 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 will, 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 will 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, will 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 will 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 will 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 will 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 that 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 will conduct the hearing and report its findings and recommendations to the Board of Directors. The Board of Directors will 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 will be determined as a result of the appeal. Otherwise, suspension for a period, or expulsion, by a State or Local Association will 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 will 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 will be forfeited and terminate.

**Section 4.06 – RECLASSIFICATION OF MEMBERSHIP.** Any Regular Member which subsequently becomes ineligible for membership in the class then held will 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, that changes or may affect its eligibility for the class of membership then held, will report the change within thirty (30) days to the Executive Director, who will 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 will 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 will 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 will 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 will 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 will 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 call 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 will 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 will 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 will 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 will remain open for not less than twenty (20) days from the date ballots are delivered. In addition, such action will 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 will be as determined by the Board of Directors.

**Section 6.02 – DUES - GENERAL.** The annual dues for each class of membership of the Association will be at the rate or rates approved by the Regular Members present at any Annual Meeting. Dues will 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 will 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 will 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 - PAYABLE; FAILURE TO PAY.** Dues for a calendar year will 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 January 31<sup>st</sup>, the Member will be dropped from membership unless on a pre-approved payment plan approved by the Executive Director. A Member dropped for non-payment of dues will not be eligible for any membership rights or privileges until dues are paid in full.

**Section 6.05 – DUES - METHOD OF PAYMENT.** Dues by a Member who is also a member of a State or Local Association may 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 will be paid directly to this Association.

**Section 6.06 – PRORATA DUES.** New Members, defined as those not in membership the previous two years, will 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 will have the exclusive power to make and levy assessments. Assessments so made and levied will, 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.** Subject to the vested rights of third parties, the Members will have the right to rescind any such actions taken by the board of directors 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 will be approved by a two-thirds (2/3) vote of the Board of Directors and a copy of the budget will be published 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 will 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 will 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 will 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 will 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.
- (vii) Non-voting ex-officio as determined by the Board of Directors

### **Section 8.02 – TERM OF OFFICE**

- (i) The President, the President-Elect or the Vice President, the Secretary, and the Treasurer will serve as members of the Board of Directors so long as they hold their office.
- (ii) The terms of office will 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.
- (iii) At-Large Directors will serve a two (2) year term. At-Large Directors will not serve as At-Large Directors of the Board of Directors for more than four (4) successive years.
- (iv) Regional Directors will serve a two (2) year term. Regional Directors will not serve as Regional Directors of the Board of Directors for more than four (4) successive years.
- (v) With the exception of officer and immediate past president positions, directors will 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.
- (vi) USBC Directors will serve a two (2) year term commencing on their approval by the BPAA Board. They will 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.
- (vii) Ex-officio will serve two-year terms subject to renewable every two years.

**Section 8.03 – NOMINATION OF AT-LARGE DIRECTORS.** No later than 200 days before the annual meeting is held individuals interested in serving as an At-Large Director of the Board of Directors, who will be an owner, partner, officer, director, or management employee of a Regular Member, will submit an application (approved form by the Nominating Committee) via mail or email to the Nominating Committee Chair. 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.

At-Large Director candidates will be submitted to the Nominating Committee for consideration and the Nominating Committee will recommend candidates for election.

The names of all qualified persons who have been nominated by the Nominating Committee to serve as At-Large Directors will be 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 Chair of the Nominating Committee 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 will 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 will 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 will be elected At-Large Directors. In the event of a tie for a directorship, a separate run-off election will 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, will 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 office so long as the officer is informed in advance, in writing, of the reason or reasons for such removal and they are 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 will 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 office so long as the director is informed in advance, in writing, of the reason or reasons for such removal and they are 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 will 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 will 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 approved by the Board of Directors. The time and place of the meeting will be published by the Executive Director at least 30 days prior to the meeting. The place of the Annual Meeting will be determined 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 will be at a time approved by the Board of Directors but in no instance will 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 will be published at least thirty (30) days in advance. The place of the Mid-Winter Meeting will be determined by the Board of Directors.

The President of the Association will preside at all business sessions of the Annual and Mid-Winter Meetings. The Executive Director will 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 will be the same as for the Annual Meeting.

**Section 9.01d – SPECIAL MEETINGS.** Special meetings of the Association will 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 will be in the same manner as for the Annual Meeting, except that fifteen (15) days' notice will be necessary.

**Section 9.01e – QUORUM.** One hundred (100) Regular Members present at any membership meeting of the Association will 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) will 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 will be submitted to a vote of such Members only. The ratio resulting from such vote will then be computed and votes so cast will 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) will be disregarded, and fractions of one-half (1/2) or greater will 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 will 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 emailed to the Directors at least fifteen (15) days in advance. There will 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 will 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 will 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 will be the same location which has been designated by the Board of Directors for its Annual Meeting and its Mid-Winter Meeting.

**Section 9.02b – SPECIAL MEETINGS.** Special meetings will be held at the time and place designated in the call thereof, when called by the President, upon notice emailed to each Director at least five (5) days in advance. The President alone may call the meeting but will call a meeting if they receive 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 will constitute a quorum. The President will preside and, when they are unable to be present, the President-Elect or the Vice President will preside instead.

**Section 9.02d – ATTENDANCE OF DIRECTORS.** Any Officer, At-Large Director or Regional Director who misses two (2) consecutive Regular Meetings of the Board will 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 will 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 will be identical to those applicable to meetings conducted in person. In addition, any action which is required or permitted to be taken at a meeting of the Board of Directors or any committee thereof 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 will be delivered to the Secretary of the association.

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

**Section 9.05 – PROCEDURE ON QUESTION.** Any motion or resolution made or offered at any meeting will, on request of the presiding officer, be reduced to writing and furnished to the presiding officer before the question may be put.

**Section 9.06 – MAJORITY VOTE.** All questions resulting in a majority vote by the persons present, entitled to vote, and voting thereon, a quorum being present, will be deemed passed at any meeting of the Association or Board of Directors, unless otherwise provided herein.

**Section 9.07 – 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 will be prepared. When approved by signature of the presiding officer and ratified by the members involved, such minutes will 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 will be published within sixty (60) days after the conclusion of each such meeting. Written reports of Committees presented at meetings will be so preserved. This Association will 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 will 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 will 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 will 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 will serve for a term of one (1) year and until their successor has been elected and qualified.

**Section 10.02 – QUALIFICATIONS.** Representatives of Regular Members (*see Section 5.03*) only will 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 will 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 they will become a Director for the term of their office. Incumbents will 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 will 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 will preside at all business sessions of the Association and will 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 will communicate at the Annual and Mid-Winter Meetings and at such other times as they may deem proper to the Association or the Board of Directors such matters and make such recommendations as may, in their 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, will 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 their final term.

**Section 10.03c – VICE PRESIDENT.** The Vice President will 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 will 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 will 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 will be elected by the Regular Members at the Annual Meeting.

**Section 10.04a – NOMINATIONS.** No later than 200 days before the annual meeting is held, individuals interested in serving as an Officer of the Association, who will be an owner, partner, officer, director, or

management employee of a Regular Member and have a minimum of a five percent (5%) equity ownership interest in a Regular Member's business (a "Proprietary Interest") must submit an application (form provided by the Nominating Committee) via mail or email to the Nominating Committee Chair.

The Nominating Committee will recommend candidates for election to each officer position. The recommendations of the Nominating Committee will be 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 will be deemed nominations when the Nominating Committee reports at the Annual Meeting.

Not later than sixty (60) days before the Annual Meeting, other individuals interested in an officer position may submit an application (form provided by the Nominating Committee) outside of the Nominating Committee process by mailing or emailing such application to the Chair of the Nominating. These individuals' credentials will be reviewed and verified as meeting the minimum qualification by the Nominating Committee. All nominations received after the (60) day deadline will not be considered for that election but may be considered for the next year's election.

The name(s) of all qualified person(s) who have submitted the proper documentation and been verified by the Nominating Committee as well as the recommendations of the Nominating Committee will be published to the Regular Members at least thirty (30) days before the Annual Meeting.

**Section 10.04b – ELECTION.** The election will 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 will be declared elected. If a majority of ballots are not cast for a particular person, the nominee receiving the smallest number of ballots will 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 will 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 will 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, will be considered a Region and is eligible to elect a Regional Director. If another Director is authorized within a Region, they will 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 any board member, the vacancy must be declared immediately by the President and the vacancy filled according to the position:

- A. If the President’s seat is vacated, the President-Elect and if there is no President-Elect, the Vice President will automatically succeed to the office of President and Chairperson of the Board of Directors for the un-expired term.
- B. In the event of a vacancy in any of the other offices of the Association, the President must promptly declare the office vacant and, in the event of such declaration, the Board of Directors at its next meeting following such declaration (other than a meeting held incident to the Annual Meeting of the Association) will elect a qualified person to fill the vacancy for the un-expired term.
- C. In the event of a vacancy of a Regional Director, the President must promptly declare the vacancy and the respective Region’s Regular Members will vote (by mail and/or email) as soon as practical after such vacancy has occurred. Until such time, the seat will be vacant and that region will be without representation.

**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 will be selected, and the terms of employment, compensation and title will 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 will 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 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 their services as such except as provided herein or as expressly authorized by the Board of Directors. The President will be reimbursed for all traveling, housing and restaurant expenses arising out of the duties of the office. They will further be reimbursed for expenditures for telephone, secretarial and office services incident to carrying out the duties of the 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 their duties as such, will be reimbursed by the Association.

## **ARTICLE 11 – COMMITTEES**

**Section 11.01 – BOARD COMMITTEES.** The Board of Directors will have the following Standing Committees: (a) Audit, (b) Awards, (c) Budget and Finance, (d) Governance, (e) Executive Evaluation, and (f) Nominating. The President will appoint committee chairpersons and committee members to serve congruent with President’s term subject to approval of the Board of Directors. The President may also establish additional Standing Committees with Board approval.

**Section 11.02 – EXECUTIVE DIRECTOR COMMITTEES.** The Executive Director will, from time to time, appoint such committees and sub-committees whenever they deem it necessary to promote the best

interests of the Association. The President, with input from the Executive Director, 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 will elect all Association representatives who will serve on outside Boards. The nominating process will be established by the Board of Directors.

**Section 11.04 – TASK FORCES.** The President may appoint a task force whenever they deem such action to be expedient or necessary to promote the best interests of the Association. A task force may continue to function beyond the term of the President.

**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 will constitute a quorum except where otherwise provided herein. Any member of a Committee who misses two (2) consecutive meetings of the Committee will cease to be a member of such Committee and will 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 will 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 and Executive Director will 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 will 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 will be heard and determined by the Board of Directors.

**Section 12.06 – FILING FEE.** The Board of Directors will 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 will be refunded. The time within which the Board of Directors is required to give notice of the hearing will 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 will be sent to any other interested party, at least thirty (30) days before the hearing, and a reasonable opportunity to be heard will be afforded at such time and place.

**Section 12.08 – RULES OF PROCEDURE.** The Board of Directors will 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, will 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 will be waived or modified.

**Section 12.11 – STATUS PENDING APPEAL.** No action appealable as provided herein will 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 will 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 they are 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" will 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 will be deemed to be by settlement. The settlement and the expenses incurred incident and pursuant thereto by such person will 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 will not exceed the monetary limits of the Association's insurance policy, the amount of which will be determined annually by the Board of Directors. Further, such indemnification will 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 their duty to the Association.

**Section 13.06 – NON-EXCLUSIVE.** Such indemnification will 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 will 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 will have the full and exclusive discretion to determine the applicability and proper amount of indemnification hereunder in any particular case. No person will 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 will be deemed interested and is disqualified from participating in any determination by the Association in connection therewith. The Board of Directors will act by majority vote of its disinterested Members, and if there are none disinterested, the determination will 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 will 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 will be contracted on behalf of the Association and no evidence of indebtedness will 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 Governance Policies as approved 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, will 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 will be deposited in a timely manner 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 will, 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 will be disclosed or will have been known to at least the majority of the Board of Directors, and each interested Director will 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 will 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, will 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 will elect an International Director in the manner provided by Section 10.04c. The International Director will 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) 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 will 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 and the Association’s legal counsel will maintain the official copy of these Bylaws. All amendments will promptly be appended to the foot of the official copy and will state the date and place where adopted. Association bylaws will be published and available to all members.

**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 will 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 will 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 will continue in office if and as provided hereunder, to implement these Bylaws until their successors will have been selected and qualified hereunder.

*I, Tyler Herreman, 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 Louisville, Kentucky, on June 21, 2021. In Witness Whereof, I have hereunto affix my signature this 21<sup>st</sup> of June, 2021.*



Tyler Herreman  
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 will serve on the Board of Directors, will become effective at the 1998 Annual Meeting of the Association. Until this time, five officers (President, Vice President, Secretary, Treasurer, and Sergeant-of-Arms) will serve on the Board.
- (b) Section 8.01 (iii) pertaining to Regional Directors on the Board will become effective on the election, by each region, of a Regional Director (who will be the Regional Vice President elected by the region for the 1997-1998 year).
- (c) Section 8.01 (iv) relating to At-Large Directors will become effective at the 1998 Annual Meeting of the Association. Until this time, only four (4) At-Large Directors will be elected to serve on the Board of Directors. These four (4) At-Large Directors, who must be current National Directors, will 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 will 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 will become effective at the close of business at the 1998 Annual Meeting of the Association. Until that time, the Association will have five (5) officers (President, Vice President, Secretary, Treasurer and Sergeant-at-Arms) who will each perform the duties customarily associated with said offices.

#### SECTION 14.01

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

#### SECTION 14.03

This section will become effective at the close of the 1998 Annual Meeting of the Association. Until that time, the three qualifying officers will 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 2.04 revised June 23, 2014  
Section 2.09 eliminated June 23, 2014  
Section 2.10 eliminated June 23, 2014  
Section 2.05 renumbered June 23, 2014  
Section 11.01 revised June 23, 2014  
Section 11.01 revised January 13, 2015  
General revisions June 23, 2015  
Section 2.02 revised June 27, 2016  
Section 2.09 revised June 27, 2016  
Section 6.04 revised June 27, 2016  
Section 10.04 revised June 27, 2016  
Section 10.05 revised June 27, 2016  
Section 2.04 revised January 15, 2019  
Section 11.01a eliminated June 21, 2021