



# **Texas Bowling Centers Association, Inc.**

## **Bylaws**

**September 10, 2020**

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# Bylaws of the Texas Bowling Centers Association, Inc.

## ARTICLE 1 NAME and OBJECTIVES

**Section 1.01 – NAME.** The name of this Association shall be the Texas Bowling Centers Association, Inc.

**Section 1.02 – OFFICES.** The principal office of the Association shall be located at 7310 Creekbluff Drive, Austin, Texas 78750.

**Section 1.03 – CORPORATE STRUCTURE.** This Association shall be a non-profit association incorporated under the laws of the State of Texas and within the meaning of Section 501(c)(6) of the United States Internal Revenue Code.

**Section 1.04 - OBJECTIVES.** The objects of this Association shall be the perpetuation of the best interests of its members, be it for their businesses or for the game of bowling in general; to surround the game with such safeguards as to warrant absolute public confidence in its integrity and methods; to promote better relationship among its members; to protect its members, as much as possible, from oppressive and unreasonable legislation; to disseminated information to its members beneficial to the conduct of their business; to cooperate and assist all official organizations in the furtherance of the best interests of bowling; to encourage uniform, clean and ideal conditions under which bowling shall be conducted and to discourage all practices contrary to the best interests of the game; and to promote the game of bowling through the public media channels and in whatever other manner deemed necessary and appropriate.

## ARTICLE 2 MEMBERSHIP

**Section 2.01 – REGULAR MEMBERS.** Subject to Section 2.02, any bowling establishment (whether owned or leased by an individual, a firm, a corporation or other legal entity) is eligible to be a Regular Member of this Association and is entitled to one vote in the affairs of the Association and to hold office in the Association.

**Section 2.02 – INDIVIDUAL MEMBERS.** The following individuals may be Individual Members of the Association: (a) any bowling center manager who manages a bowling center that is owner and/or operated by a recognized college or university and that is located on a college or university campus; (b) any owner or manager of a bowling pro shop; or (c) any person engaged in writing, publishing or broadcasting about bowling. Individual Members shall enjoy all rights and privileges of the Association except the right to vote and to hold office in the Association.

**Section 2.03 – HONORARY MEMBERS.** Any deserving person may be elected as an Honorary Member of this Association upon submission the person's name and full statement in support of the nominee to the Board of Directors at least sixty (60) days in advance of an annual meeting and by a three-quarters (3/4) vote of the members present at such annual meeting. Honorary members may attend all meetings of the Association and participate in deliberations at such meetings but shall not be entitled to any other rights and privileges.

**Section 2.04 – APPLICATION FOR AND ADMISSION TO MEMBERSHIP.** A written request to the Executive Director, acceptance of membership and payment of dues will constitute membership. Only one membership 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 must apply for a separate membership for each bowling establishment so operated.

**ARTICLE 3**  
**DURATION, TERMINATION AND RECLASSIFICATION OF MEMBERSHIP**  
**(CONSISTENT WITH BPAA CONSTITUTION AND BYLAWS)**

**Section 3.01 – 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 3.02 – 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 3.03 – 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 shall be governed by the following provisions:

- 1) Notice and Hearing: No member may be suspended for a period of time nor expelled unless the Board of Directors shall first ascertain from BPAA whether or not the alleged grounds for such action are proper and sufficient and, if so, shall then cause at least 30 days written notice of such action and such grounds to be given to the member involved. The notice shall fix the time and place of a hearing before the Board of Directors. At the hearing, the question of suspension or termination of membership shall be considered, together with the charges upon which such proposed action is based. The member involved shall be permitted fair opportunity to appear at the hearing and to defend against the charges brought forth.
- 2) Disposition and Notification: The Board of Directors shall make such disposition of the matter as it determines appropriate provided however, that no monetary fines or penalties may be imposed. In the event the disposition of the Board of Directors is that the member be suspended for a period of time or expelled, the member may appeal as provided herein and the President or Executive Director shall within ten (10) days after the action of the Board of Directors notify in writing the applicant and BPAA, including in such notification (a) the disposition determined by the Board, (b) the procedure followed, (c) the specific reason or reasons for the disposition, (d) a statement advising the member that the disposition is subject to review if the member exercises the right of appeal provided herein, and (e) a copy of the applicable provisions respecting appeals.
- 3) Appeals: The Member aggrieved may appeal to BPAA any disposition of the Board of Directors within 30 days after the mailing or delivery date of the report of disposition by the Board of Directors, as provided in the Bylaws of BPAA. If such an appeal is taken, the disposition of the Board of Directors shall not become final or effective pending the result of the appeal, and the final action of BPAA on the appeal shall supersede and replace the said disposition.
- 4) Effect of Termination of Membership: Upon suspension or 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 terminated.

**Section 3.04 – 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 4  
VOTING RIGHTS AND REPRESENTATIVES**

**Section 4.01 – VOTING RIGHTS IN GENERAL.** Voting rights are vested in Regular Members only.

**Section 4.02 – REQUIREMENTS TO EXERCISE.** Each Regular Member in good standing shall be entitled to one (1) vote whenever voting by Members is provided herein, if said vote cannot be exercised in person, a proxy voting procedure as established and regulated by the Board of Directors shall be in effect.

**Section 4.03 – 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 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.

**Section 4.04 – 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. 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 5  
FISCAL YEAR, DUES, FEES, AND ASSESSMENTS**

**Section 5.01 – FISCAL YEAR.** The fiscal year of this Association shall run from January 1 to December 31.

**Section 5.02 – DUES.** The annual dues for Members of this Association shall be at the rate determined by the Board of Directors. Dues shall be paid on the basis of all bowling lanes in the respective establishment. The Board of Directors will set the dues for Individual and Honorary members.

**Section 5.02a – DUES – FISCAL YEAR.** Dues for a fiscal year shall be payable at the beginning of that fiscal year. If the applicable dues of any member are not received in full by February 1<sup>st</sup> of that fiscal year, the member shall be considered delinquent. Such delinquencies shall be reported to the Board of Directors. If the Board so orders, the delinquent member shall be dropped from the membership and thereupon forfeit all rights and privileges of membership. Delinquent members may be reinstated by the Board of Directors upon payment of dues and any arrears that may accumulate.

**Section 5.02b – DUES – METHOD OF PAYMENT.** Dues collected shall include dues for the State Association and the National Association and shall be paid directly to the BPAA.

**Section 5.03 – PRO-RATE DUES.** New members applying for membership shall pay dues on a monthly pro-rated basis for the unexpired portion of the year.

**Section 5.04 – ASSESSMENTS.** The Regular Members, by a two-thirds (2/3) vote of members present at a bona fide membership meeting or voting by proxy, 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 5.05 – FEES.** The Board of Directors may from time to time establish reasonable amounts to be charged as initiation and meeting registration fees.

## **ARTICLE 6 GOVERNMENT OF THE ASSOCIATION**

**Section 6.01 – BOARD OF DIRECTORS.** The management of the property, business and the affairs of the Association are vested in the Board of Directors. The Executive Committee, as provided herein, shall have and exercise such authority as in the Board of Directors and (a) with respect to any matter delegated to it by the Board and (b) between meetings of the Board of Directors. In acting under (b) immediately above, the Executive Committee is empowered to act on any matter in the same manner and to the extent of the Board of Directors, excluding however, assessments under Section 5.04.

**Section 6.02 – RESERVATION IN MEMBERS.** All actions taken by the Board of Directors shall be reported at 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.

## **ARTICLE 7 EXECUTIVE COMMITTEE**

**Section 7.01 – COMPOSITION OF EXECUTIVE COMMITTEE.** The Executive Committee of this Association shall be composed of the President, Vice President, Secretary-Treasurer, Sergeant-at-Arms, Executive Director and the Immediate Past President who are still active in the bowling business and are designated representative of Regular Members.

**Section 7.02 – AUTHORITY.** The Executive Committee shall consider and act upon all matters referred to it by the Board and shall exercise such authority as delegated to it by the Board of Directors, and otherwise provided herein. In matters deemed by the President to be an emergency, the Executive Committee shall consider the matters and take such action as it considers necessary for the wellbeing and the preservation of rights of the Association.

**Section 7.03 – PRESIDING OFFICER.** The President of the Association shall serve as the Chairman of the Executive Committee.

**Section 7.04 – MEETINGS.** Meetings of the Executive Committee may be called at any time at the discretion of the President with a three (3) day minimum notice.

**Section 7.05 – VACANCIES.** Any vacancy that occurs by death, resignation or otherwise among the Executive Committee shall be handled in accordance with Section 10.03.

## **ARTICLE 8 BOARD OF DIRECTORS**

**Section 8.01 – COMPOSITION.** The Board of Directors of this Association shall be composed of up to fifteen (15) members: ten (10) members-at-large elected by the association; four (4) officers, and the Immediate Past President. The Executive Director is an ex-officio Director with no voting rights.

**Section 8.02 – DUTIES.** The Board of Directors shall consider and execute any and all assignments which are referred to it by the Members to achieve the Association’s purposed in a prudent and ethical manner. It shall be the duty of the Board of Directors to form the policies to accomplish those purposes, and to assure that such policies are carried out.

**Section 8.03 – TERM OF OFFICE.** Officers and At-large Directors of the Association shall serve one (1) year terms. Officers can be reelected to one (1) consecutive term. At-large Directors can be reelected to more than one consecutive term.

**Section 8.04 – ATTENDANCE REQUIREMENT.** Board members expected to attend the regularly scheduled meetings of the Board of Directors. The President and Executive Director will, at the best of their ability, publish a calendar of dates for Board of Directors meeting at the beginning of the fiscal year.

**Section 8.05 – VACANCIES.** Any vacancy that occurs by death, resignation or otherwise among the Board of Directors may be filled by the Board of Directors.

**Section 8.06 – PRESIDING OFFICER.** The President of this Association shall serve as Chairman of the Board of Directors.

**Section 8.07 – MEETINGS AND QUORUM.** The Board of Directors shall meet as deemed necessary by the President or any five (5) Directors, with written notice of such meetings given at least twenty (20) days in advance. A quorum for all Board of Directors meetings shall be not less than 50% of the total membership of the Board of Directors excluding ex-officio Board members.

## **ARTICLE 9 MEETINGS**

**Section 9.01 – FREQUENCY.** There shall be a least one annual general membership meeting of this Association.

**Section 9.02 – TYPES.** The required meeting shall, whenever feasible, be known as the “Annual Meeting and Trade Show.”

**Section 9.03 – NOTICE OF MEETINGS.** Notice of these meetings shall be published to all members of the Association at least thirty (30) days prior to the date of such meeting.

**Section 9.04 – 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 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 9.05 – QUORUM.** Not less than ten (10%) percent of the total membership shall constitute a quorum for the conduct of business at the annual membership meeting of this Association. Only Designated Representative of Regular Members who are in attendance at the meeting shall be counted toward the constitution of a quorum. Proxy representation, while entitled to voting rights, does not count toward a quorum.

**Section 9.06 – GOVERNANCE.** Robert’s Rules of Order, when not inconsistent with these By-Laws, shall govern all proceeding of this Association.



**Section 9.07 – ORDER OF BUSINESS.** The suggested order of business at all meetings may be as follows.

1. Call to order.
2. Reading of the minutes of the previous meeting.
3. Communications.
4. Reports of officers and committees.
5. Elections.
6. Unfinished business.
7. New business.
8. Adjournment.

## **ARTICLE 10 OFFICERS**

**Section 10.01 – DESCRIPTION.** The elected officers of this Association shall be the President, the Vice President, the Secretary-Treasurer, and the Sergeant-at-Arms.

**Section 10.02 – ELECTION OF OFFICERS.** The officers of this Association shall be elected at the March Board meeting and will start their term on April 1<sup>st</sup>.

**Section 10.03 – VACANCIES.** Should a vacancy in the office of President occur by death, disability, resignation or any other cause, the position shall be filled for the unexpired term by the Vice President. The board shall fill the other officer vacancies caused by the Vice President's removal from the position until the annual membership meeting.

**Section 10.04 - COMPENSATION AND EXPENSES.** No elected officer or director may receive compensation for his services as such except as expressly authorized by the Board of Directors. The President shall be reimbursed for all reasonable travel expenses arising out of the duties of his office. The president shall further be reimbursed for expenditures for Bowl Expo and travel expenses to meetings. The President with the approval of the Board of Directors, shall have the authority to negotiate a contract with the Executive Director for the duties to be performed and compensation to be received.

**Section 10.05 – DUTIES OF OFFICERS.** The duties of the officers of this Association shall be as follows:

**Section 10.05a – PRESIDENT –** The President shall preside at all meetings of the Association and the Board of Directors and serve as ex-officio on all committees with the right to vote on all. The President shall communicate at the Annual Meeting and at such to the 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 10.05b – VICE PRESIDENT / PRESIDENT ELECT.** The Vice President shall assist the President and perform such duties as may be assigned by the Board of Directors. Work closely with the President and, in the absence of the President, have all the powers, prerogatives, and responsibilities of the President. The Vice President will automatically be the President Elect and will succeed the President at the end of his/her final term.

**Section 10.05c – SECRETARY -TREASURER.** The Secretary – Treasurer shall certify and authenticate the official records of the Association. Said records are then submitted to BPAA.

**Section 10.05d – SERGEANT-AT-ARMS.** The Sergeant-at-Arms shall preserve order, admit persons to meetings, check credentials, keep records of attendance, and which other duties delegated by the president.

**Section 10.05e – EXECUTIVE DIRECTOR.** The Executive Director shall give notice of and attend all meetings of the Association, the Board of Directors, the Executive Committee, and such committees as may be deemed necessary by the President; keep minutes of the proceedings of the Association, the Board of Directors and the Executive Committee; handle all correspondence and execute all orders, votes, and resolution of the Association, the Board of Directors and the Executive Committee; collect all fees, annual dues and assessments; notify members of the appointment to committees; at the request of the committee chairman give notice of the meetings to the members of the committee; keep an account of all funds received and expended; deposit all sums received by him/her on behalf of the Association in a bank or trust company selected by the Executive Committee and render a report to the annual meeting or whenever called upon by the President or Board of Directors, or Executive Committee of all the affairs of the Association; perform such other duties as may be prescribed by the Board of Directors or the Executive Committee; and, generally, devote full time and best efforts in behalf of the Association. At the expiration of the position of Executive Director, he/she shall deliver to the President of the Association all books, records, funds and other property or paraphernalia of the Association within ten (10) days.

**SCOPE:** The Executive Director of this Association is relied upon to lead the Association and its members to accomplish the goals of the Association as both management and prime resource to fulfill the agenda put forth by the Board of Directors and officers.

**MISSION:** The Executive Director of TBCA will improve the profitability of member centers; increase the public awareness and industry-relevant knowledge of the bowling centers in the State of Texas; manage and represent the business of the Association as director by the Board and its officers.

**RESPONSIBILITIES:**

1. Establish and maintain personal, meaningful communication with member centers, local proprietor groups, and regional proprietor groups.
2. Maintain the member centers' statistics database (MemberMax or other Board approved database) while keeping members and BPAA aware of information and changes.
3. Grow membership when possible and keep accurate statistics of non-members for association database.
4. Maintain and update the Association web site.
5. Implement and execute the initiatives of the BPAA and the Board of Directors while keeping members aware of these initiatives and all member benefits.
6. Uphold the bylaws of the Association and make the Board aware of any transgressions of the bylaws by members.
7. Produce the member newsletter on a quarterly basis and other member communications as deemed necessary by the Board of Directors or the Executive Director.
8. Coordinate educational opportunities for members.
9. Coordinate board meetings, travel arrangements, and annual meeting for member centers and the Board of Directors.
10. Identify and develop other opportunities to meet the mission of the Association and its members.
11. Identify and recognize achievements, ideas or milestones of member centers.
12. Maintain a communication means to notify members and non-members of important events or necessary information within the state.
13. Publicly represent the Association and its members to the community.

**GOALS: OF THE ASSOCIATION AND THE EXECUTIVE DIRECTOR**

1. Increase the amount of shared income through BPAA Smart Buy Program.
2. Complete a comprehensive statistical database using MemberMax (or other Board approved database) of member centers and non-member centers.
3. Complete a personal check up visit with all members and discuss opportunities.
4. Implement a plan to improve member awareness of web site.
5. Execute a detailed plan of upcoming education opportunities for members.
6. Execute a detailed plan of implementing the youth initiatives of BPAA, including In-School Bowling and High School Bowling.

## ARTICLE 11 COMMITTEES

**Section 11.01 – COMMITTEES.** The President may appoint committees or subcommittees whenever such action to be deemed expedient or necessary to promote the best interests of the Association.

## ARTICLE 12 INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

**Section 12.01 – INDEMNIFICATION.** BPAA 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 12.02 – 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 12.03 – 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 BPAA in or as a part of settlement.

**Section 12.04 – 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 BPAA determines that such are reasonable in nature and in amount.

**Section 12.05 – LIMITATIONS.** In the event BPAA 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 BPAA's insurance policy, the amount of which will be determined annually by the BPAA 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 12.06 – 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 12.07 – 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 12.08 – BPAA ACTION.** To the extent not inconsistent with any pertinent judicial determination, BPAA 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 BPAA. Any person seeking indemnification hereunder will be deemed interested and is disqualified from participating in any determination by BPAA 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 BPAA for this purpose.

### **ARTICLE 13 CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 13.01 – 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, Sergeant-at-Arms, or Executive Director as outlined in the Governance Policies.

**Section 13.02 – 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 13.03 – 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 person serving as President, President-Elect or Vice President, Secretary-Treasurer, Sergeant-at-Arms, or Executive Director of the Association.

**Section 13.04 – 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.

**Section 13.05 – ACCOUNTS RECONCILIATION.** All accounts held by the Association will be reconciled by the Secretary-Treasurer and Executive Director no less than three times a year. All reconciliations will be reported to the Executive Committee.

### **ARTICLE 14 INTEREST OF DIRECTORS IN CERTAIN TRANSACTIONS**

**Section 14.01 – 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 14.02 – 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 15 AMENDMENTS**

**Section 15.01 – 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 or by the Executive Director and; (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. 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 Board of Directors 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 15.02 – EFFECTIVE DATE.** Amendments become effective upon their adoption unless the amendment otherwise provides.

**Section 15.03 – 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 15.04 – 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 16 ADOPTION, EFFECTIVE DATE, AND REVOCATION OF OTHER RULES**

**Section 16.01 – 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 16.02 – EFFECTIVE DATE.** The Bylaws will take effect upon the adjournment of the meeting at which adopted.

**Section 16.03 – 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.