



BOWLING PROPRIETORS' ASSOCIATION OF
PENNSYLVANIA

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CONSTITUTION & BY-LAWS

LAST UPDATED ON

OCTOBER 27, 2015

BOWLING PROPRIETORS' ASSOCIATION OF PENNSYLVANIA CONSTITUTION AND BYLAWS

ARTICLE I NAME OFFICE AND SEAL

Section 1.01. Name. This Association is incorporated as a not-for-profit corporation under the laws of the State of Pennsylvania, under the name of Bowling Proprietors' Association of Pennsylvania, Inc.

Section 1.02. Office. The principal office of the Association shall be located in the Office of the Executive Director, but may be changed from time to time by the Executive Committee.

Section 1.03. Seal. The Association may have a seal of such design as the Executive Committee may adopt.

ARTICLE II OBJECTIVES

Section 2.01. Objectives. The objectives of this Association shall be subject at all times to law and the objectives, stated in the Constitution and Bylaws of the Bowling Proprietors' Association of America, Inc., (BPAA) as applicable to and within the membership territory of this Association as hereinafter defined.

Section 2.02. Activities. The activities of this Association shall be only those which are consistent with and directed to the attainment of the aforesaid objectives, including without limitation the establishment and continuation of the recognition by BPAA of this Association as a qualified association as provided in the Constitution and Bylaws. No member of this Association may assist or otherwise participate in any such acts or practices by this Association. In particular, this Association shall not engage in any of the acts or practices prohibited by the BPAA Constitution and Bylaws and shall comply with each of the provisions of exhibit A to the BPAA Constitution and Bylaws, which are as follows:

Section 2.02a. This Association shall adhere to the BPAA Constitution and Bylaws as and to the extent such pertain to this Association and, in particular, but without limiting the foregoing; neither this Association nor its members shall in any way:

- (1) Fix, suggest, establish, determine or maintain, the prices, terms or conditions charged or imposed by any member for the use of his bowling establishment or facilities; or
- (2) Hinder, restrict or prevent any member from soliciting the patronage or customers of another member or from otherwise determining the manner, method or form in which he may compete with another member.

Section 2.02b. Participation in any tournament sponsored or conducted by or in behalf of this Association is open, upon the same terms and conditions, to all bowlers who do, or have done, any league, tournament, advertised exhibition or any other type of bowling (1) in a BPAA member establishment or (2) in a non-member establishment, or (3) whether such bowler is or is not a member of any bowling proprietor association.

Section 2.02c. As a condition of membership in this Association, each member establishment shall be a member of the comparable class of the BPAA for which it is eligible, unless in particular cases this condition is waived by the BPAA's Executive Committee.

Section 2.02d. Membership in this Association shall not be refused to any bowling establishment eligible therefore unless for a reason determined by BPAA to be a lawful reason.

Section 2.02e. The membership in this Association shall not be terminated by the Association unless for a reason determined by BPAA to be a lawful reason, and then only after reasonable notice and fair opportunity to be heard are afforded to the member concerned.

Section 2.02f. Anything in the Constitution or Bylaws of this Association, or in any other rules, resolutions, or code of ethics of the Association, if such there be, or in any agreement or understanding to which this Association or any of its members is a party, if such there be, which is in conflict with or otherwise in derogation of any of the above provisions is hereby revoked and of no further effect as to either this Association or any member.

ARTICLE III MEMBERSHIP

Section 3.01. Membership Territory. The objectives and activities of this Association shall be conducted and effectuated in and its membership shall be limited to the geographical area allocated to it from time to time pursuant to the Constitution and Bylaws of BPAA, referred to as the membership territory of the Association.

Section 3.02. Classes and Qualification. The classes and qualifications of membership of this Association shall be the same as those provided in the BPAA Constitution and Bylaws, namely, Regular, Associate, and Honorary. As a condition of membership in this Association, any regular or associate member shall be and remain a member of the comparable class in BPAA and in the qualified Local Association, if any, in the membership territory in which it is also located. Although desirable, all establishments under common ownership within the membership territory of this Association need not become members hereof in order to qualify one or some of them therefore.

Section 3.03. Members Under Prior Constitution. The establishment of any member under the prior Constitution and Bylaws of this Association, in good standing at the time of the effective date of this Constitution, which is eligible to be a Regular or Associate member hereunder, shall automatically become a member of the appropriate class under this Constitution. Any other member in good standing under the prior Constitution and Bylaws shall become an honorary member. Any association affiliated with this Association at the effective date hereof shall continue in affiliation as in interim relationship until one of the following events occurs:

(1) the Association becomes recognized by BPAA as qualified Local Association in which event it shall automatically be recognized as a qualified Local Association by this Association, subject to Article 4 hereof.

Section 3.04. Applications for Membership. Except as otherwise provided above, written application shall be made to this Association for Regular or Associate Membership on forms provided by the Executive Director which shall be the same in substance as applications for such classes of membership in BPAA.

Section 3.05. Admission to Membership.

Section 3.05a. Admission or Refusal By Qualified Local Association. If and so long as this Association is recognized by BPAA as a qualified State Association, admission to membership herein shall automatically occur upon admission to membership in a Local Association qualified as provided in Article IV hereof. In the event membership is refused by any Local Association, this Association may take the same action as BPAA may take under its Constitution and Bylaws in cases of refusal of membership by a qualified state or Local Association, and may concur or not concur in the refusal, subject to section 2.02d hereof and to the final disposition by BPAA in the particular case.

Section 3.05b. In Other Cases. In the event there is no applicable qualified Local Association, admission to membership in any class in this Association, shall automatically take effect upon the expiration of thirty days from the date of delivery of the appropriate application form duly completed, together with the appropriate initiation fee, unless prior thereto, and in all events in accordance with Section 2.02d. hereof, membership is refused by a two-thirds vote of the Executive Committee or the Association, present and voting.

Section 3.05c. Notification of Admission. The President or Executive Director shall notify the applicant and BPAA of its admission to membership in this Association.

Section 3.05d. Notice of Refusal. In the event an application is refused by this Association, The President or Executive Director of the Association shall within five days after the action of the Executive Committee, so notify in writing BPAA and the applicant, including in such notification the reason or reasons for the refusal of membership, and advising the applicant that the refusal is subject to review by BPAA.

Section 3.05e. Effective Refusal. In the event the refusal of membership by this Association is concurred in by BPAA, the applicant shall not become a member hereof and is not eligible to submit another application for membership herein until at least one year thereafter.

Section 3.05f. Reconsideration of Refusal. In the event the refusal of membership by this Association is not concurred in by BPAA, the Executive Committee shall within thirty days reconsider such application as provided in section 2.07b. (III) of the BPAA Constitution and Bylaws, and either accept the application or reaffirm its refusal, as the case may be.

ARTICLE IV QUALIFIED LOCAL ASSOCIATION

Section 4.01. Recognition of Qualified Local Association. If and so long as this Association is recognized by BPAA as a qualified State Association, this Association shall recognize as qualified any city, district, or Bowling Proprietors' Association the membership territory of which is located in whole or in part within the membership territory of this Association and which is or becomes recognized by BPAA as a qualified Local Association. Any such Association shall have, by virtue of such recognition, the privileges provided herein or in the Bylaws of this Association for so long as such recognition by BPAA continues in effect. The following provisions shall apply to each such Association:

(a) Any establishment which is located within the membership territory of this Association and which is a member of a qualified Local Association shall automatically become a member in the comparable class of this Association without application therefore, unless such establishment in writing declines to become a member of this Association, in which event it shall not become a member thereof and its declination shall be forwarded to BPAA for consideration and disposition.

(b) The membership territory of any such qualified Local Association shall be the geographical area from time to time allocated to it by BPAA.

(c) Any member of any such qualified Local Association may appeal to this Association, as provided herein, from action by that Association adversely affecting the member and relating to the reclassification, suspension, or termination of its membership in that Association, provided there is no right of appeal in cases in which membership is automatically suspended or terminated by virtue of the BPAA Constitution and Bylaws.

(d) The disposition by this Association in any appeal from action by any such qualified Local Association shall be final and bind that Association subject to the disposition of BPAA in the event of further appeal.

Section 4.02. Suspension or Termination of Recognition. The suspension or termination of recognition by BPAA of any such qualified Local Association shall automatically suspend for the same period or terminate, as the case may be, the recognition of and privileges afforded to that Association by this Association.

ARTICLE V DURATION, TERMINATION, RECLASSIFICATION AND AUTOMATIC TERMINATION OF MEMBERSHIP

Section 5.01. Duration, Resignation, Reclassification, and Automatic Termination of Membership. The provisions regarding duration, resignation, reclassification, and automatic termination of membership in any class shall be the same as such provisions in the BPAA Constitution and Bylaws.

Section 5.02. Suspension or Expulsion of Members. Subject to Section 2.02e. hereof, a member of any class may be suspended for a period or expelled by action of the Executive Committee. Suspension or expulsion for nonpayment of dues, fees or assessments shall be governed by Article VII hereof and the Bylaws of this Association. In all other cases, the following provisions apply, which the Bylaws may implement as long as not inconsistent with or in derogation hereof:

Section 5.02a. Notice and Hearing. No member may be suspended for a period of time or expelled unless the Executive Committee 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 thirty days written notice of such proposed action and such grounds to be given to the member involved. The notice shall fix the time and place of a hearing before the Executive Committee. 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.

Section 5.02b. Disposition and Notification Thereof. Right to appeal. The Executive Committee 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 Executive Committee 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 of the Association shall within ten days after the action of the Executive Committee notify in writing the applicant and BPAA, including in such notification (1) the disposition determined by the Committee, (2) the procedure followed, (3) the specific reason or reasons for the disposition, (4) a statement advising the member that the disposition is subject to review if the member exercises the right of appeal provided herein, and (5) a copy of the applicable provisions respecting appeals.

Section 5.02c. Effect of Disposition. The disposition of the Executive Committee of this Association shall not become effective until it is upheld on appeal or until the expiration of the period of time provided for appeal if no appeal is taken, as the case may be. In the event the member appeals and the final action on the appeal overrules the disposition of the Executive Committee or in the event BPAA determines the reason for the disposition are not sufficient or that the disposition is otherwise unreasonable, unjustified or unfair, the disposition by the Executive Committee of this Association shall be deemed withdrawn and the determination of the appeal or of BPAA shall be substituted therefore.

Section 5.03. Effect of Termination of Membership. Upon termination of membership for any reason, all rights and privileges of membership including without limitation any rights in the property or other assets of the Association shall be forfeited and terminate.

ARTICLE VI VOTING RIGHTS

Section 6.01. In General. Voting rights are vested in Regular Members only.

Section 6.02. Requirements to Exercise. Each Regular Member in good standing, the representative of which has registered at the meeting and has paid such registration fee as is established for said meeting, shall be entitled to one vote whenever voting by members is provided herein.

Section 6.03. 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. The representative designated must in addition, have a proprietary interest in the Regular Member's business in order to serve as an officer or National Director of this Association.

ARTICLE VII FISCAL YEAR, DUES, FEES AND ASSESSMENTS

Section 7.01. In General. The Constitution and Bylaws shall provide the fiscal year of the Association, and shall provide the manner in which the amount of annual dues shall be determined, when dues are payable, and the effect of nonpayment thereof, and may provide for pro-rata dues.

Section 7.02. Fiscal Year. The fiscal year of this Association shall be from January 1 to December 31.

Section 7.03. Dues. Annual dues for each Regular Member and each Associate Member shall be at the rate determined by the Regular Members at any General Membership meeting.

Section 7.04. Dues - When Payable; Failure to Pay; Reinstatement. Dues for a fiscal year shall be payable in full at the beginning of that fiscal year, January 1. If the applicable dues of any member are not paid in full by February 1 following, the member shall be dropped from membership. Thereafter and until December 31 following, such member may apply for restoration to good standing, but only upon payment of full dues. A member dropped for non-payment of dues may apply for reinstatement upon recommendation of any Local Association affected or, if not within the membership territory, shall apply to the Executive Committee for reinstatement.

Section 7.05. Pro-Rata Dues. New members shall pay National and State dues on a monthly pro-rata basis for the unexpired portion of the year.

Section 7.06. Fees. The Executive Committee may establish from time to time non-discriminatory and reasonable amounts to be charged as initiation fees and meeting registration fees, which shall for all purposes of this Constitution be considered and collectible as dues.

Section 7.07. Assessments. The Regular Members by two-thirds vote of those present and voting may make and levy assessments at any annual or special meeting of the membership. Assessments so made and levied shall for all purposes of this Constitution be considered and collectible as dues.

Section 7.09. Appeals. Subject to law, no member is liable to pay any dues, fees, or assessments of the Association unless such are established as provided herein. A member may be suspended for a period or expelled for nonpayment of dues, fees, or assessments so established, in which event it may appeal as provided herein. Pending appeal, it shall remain in the status of a suspended member liable to pay such, and its status as a member hereof and its liability and the amount thereof shall abide the final disposition of the appeal.

Section 7.10. Reserve Funds. Reserve Funds will be the equivalent of two times the previous year's operating budget. If the reserves should ever reach 3 year's operating budget, and if the Executive Board doesn't have a plan for the extra year's reserves, 50% in dues reduction for members, till reserve funds come back down to 2 years.

ARTICLE VIII GOVERNMENT OF THE ASSOCIATION

Section 8.01. The Executive Board. The Executive Board consists of President, Vice-President, Treasurer, and the Immediate Past President. The property, business and affairs of this Association shall be vested in the Executive Board except where expressly reserved for Regular Members hereunder. The Executive Board shall be elected by the Regular Members at the annual fall meeting.

Section 8.01a. Qualification for Executive Committee. Candidates for President, Vice President, and Treasurer, Past President and Directors at Large shall be representatives of Regular Members, provided they have been a member of the board of directors during the prior two (2) years and have been representatives of such Members in good standing for a period of two (2) years. Candidates for any of the three offices must be representatives of a Regular Members who has all centers owned in Pennsylvania in Regular Membership.

Section 8.02. Review by Members. All actions by the Executive Committee shall be reported at the next annual or special meeting of the members of this Association. Subject to the rights of third parties, the Regular Members shall have the right to rescind such actions upon a two-thirds vote of the Regular Members present and voting, except as to such matters specifically authorized by this constitution and Bylaws, or authorized by a prior vote of the membership, or initiated or completed prior to the consideration by the membership thereof.

ARTICLE IX EXECUTIVE BOARD

Section 9.01. Number Breakdown, Qualifications and Term. The elected officers of the Association shall constitute the Executive Committee, which is hereby vested with the property, business and affairs of the Association. The majority of the Executive Board shall consist of Director-at-Large, the number of which shall be ten. This elected Director-at-large shall be representatives of the Regular Members of the Association in good standing. They shall serve on the Executive Board along with the offices of President, Vice President, Treasurer, and Immediate Past President.

Section 9.01a The officers of the Association and the Directors-at-Large who are up for election shall be elected by the regular members at the Fall Membership Meeting.

Section 9.01b If a quorum of regular members is not in attendance at the Fall Membership Meeting, the Executive shall elect the officers and the directors-at-large.

Section 9.02. The immediate past president of this Association shall be a member of the Executive Committee providing he/she is a member in good standing, with full qualifications to participate in the deliberations and voting of the Directors, without reducing the number of designated Directors from his or her affiliated Local Association.

Section 9.03. Nominating Committee of the Association. The Nominating Committee shall be the Executive Committee of the Association. The officers shall be elected by the Regular Members at the annual meeting.

Section 9.04. Meetings. The Executive Committee shall regularly meet preceding any meeting of the members of the Association and as such other times designated by the Executive Committee, and shall specially meet upon the call of the President whenever he considers such a meeting to be in the interests of the Association. Notice of such meetings shall be given as the Executive Committee determines, but in no event less than 24 hours' notice.

Section 9.05. Quorum and Action. One-half of the entire membership of the Executive Committee (excluding vacancies) shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. Action shall be by a majority of the committee members present and voting on any questions, except as may otherwise be provided herein.

Section 9.06. Vacancies. Any vacancy that occurs by death, resignation or otherwise among the Board of Directors may be filled on an interim basis by the Executive Board until the next regularly scheduled annual meeting of the general membership.

Section 9.07. Term of Office. President and Vice President shall serve one-year terms, and may be re-elected to serve a second year's term. At-large Directors shall serve a two-year term. In the case of the Vice President not moving up to President, third year could be served by President.

Section 9.08. Term Limits. President and Vice President of the Association may serve in the same office no more than two (2) consecutive years. In second year, if Vice President doesn't move up to President, President can serve third year.

Section 9.09. Attendance Requirement. Board members are required to attend the regularly scheduled meetings of the Board of Directors. A Board member who is absent from two consecutive regularly-scheduled Board meetings can be removed from the Board of Directors. This provision shall not apply to the ex-officio Board members.

ARTICLE X MEMBERSHIP MEETINGS

Section 10.01. Membership Meetings. The Association shall hold two membership meetings annually: Summer and Fall, the time and place of which may vary. All members shall be notified thereof at least thirty days in advance of each meeting. The election of officers, Director-at-Large, and BPAA Directors, as provided herein, shall take place at the annual October (fall) meeting.

Section 10.02. Regular Membership Meetings. Regular membership meetings of the Association, in addition to the annual meeting, may be provided as often and at such time and place as called for by the Executive Board.

Section 10.03. Special Meetings. Special meetings of the Association shall be held at such time and place within the membership territory of this Association as may be designated in the notice thereof, upon the call of the President acting upon the request of a majority of the Executive Committee or upon the written request of at least 25% of the Regular Members in good standing of the Association. Any such notice, and any such request for the call of a special meeting, shall state the purpose or purposes for which the meeting is to be held. All members shall be notified thereof at least ten days in advance of the meeting.

Section 10.04. Quorum and Action. A quorum at any meeting of the meeting of the members shall consist of ten percent of the regular members in good standing. Action shall be taken by a majority of the regular members present and voting on any question, except as may otherwise be provided herein.

Section 10.05. Order of Business. Robert's Rules of Order, when not inconsistent herewith, shall govern all proceedings of the Association. The Executive Committee shall designate the order of business at meetings of the Association and of the Committee, in the absence of which the order of business shall be as follows:

1. Roll Call.
2. Reading, Correction, and Ratification of Minutes.
3. President Report
4. Executive Director Report
5. Reports of Committees.
6. Old Business.
7. New Business.
8. Election and Installation of Officers and Directors.
9. Future Meeting Dates and Sites.
10. Adjournment.

Any question of priority of business shall be decided by the chair without debate.

Section 10.06. Minutes. At each meeting of the Association, the Executive Committee, and any committee of the Association, written minutes accurately reflecting the substance of what occurred shall be prepared. Minutes shall be sent to the Executive Board members within 20 business days after meeting by the executive director.

ARTICLE XI EXECUTIVE BOARD MEETINGS

Section 11.01. Executive Board Meetings. The Executive Board shall hold three meetings annually, the time and place of which may vary. The Executive Board shall be notified thereof at least thirty days in advance of each meeting. Conference calls can take place of meeting. Venue not to be same as membership meeting. The three meetings to be convenient to Executive Board members.

Section 11.02. Additional Meetings. Additional meetings shall be scheduled as Executive Board deems necessary.

Section 11.03. Special Board Meetings. Special Executive Board meetings of the Association shall be held at such time and place within the membership territory of this Association as may be designated in the notice thereof, upon the call of the President acting upon the request of a majority of the Executive Committee or upon the written request of at least 25% of the Regular Members in good standing of the Association. Any such notice, and any such request for the call of a special meeting, shall state the purpose or purposes for which the meeting is to be held. All members shall be noticed thereof at least ten days in advance of the meeting.

Section 11.04. Quorum and Action. A quorum at any meeting of the Executive Board shall consist of 50% of the Executive Board members. Action shall be taken by a majority of the Executive Board members present and voting on any question, except as may otherwise be provided herein.

Section 11.05. Mail Vote. Nomination ballots at the discretion of the President, questions may be submitted by the Executive Director for decision by mail to the Executive Committee, calling for mail vote by the Executive Board in order to void the call of a special meeting or for other good reason. Any question thus placed on file after such submission provided that in each case, votes of at least 66 (2/3) percent of the total members of the Executive Board (excluding vacancies) shall have been received. The Executive Director shall cause the vote and its result to be recorded in the minutes of the Association and the decision shall be considered as binding upon the Association as though an actual meeting had been held. The actual ballots mailed and received by the Association shall be kept available by Committee to dispose of them. In the discretion of the chairman of any committee, except the Appeals Committee, a mail vote may be taken on any question.

Section 11.06. Order of Business. Robert's Rules of Order. Robert's Rules of Order, when not inconsistent herewith, shall govern all proceedings of the Association. The Executive Board shall designate the order of business at meetings of the Association and of the Committee, in the absence of which the order of business shall be as follows:

1. Roll Call.
2. Reading, Correction, and Ratification of Minutes.
3. Communications.
4. Reports of Officers.
5. Reports of Committees.
6. Unfinished Business.
7. New Business.
8. Future Meeting Dates and Sites.
9. Adjournment.

Any question of priority shall be decided by the chair without debate

Section 11.07. Minutes. At each meeting of the Association, the Executive Board, and any committee of the Association, written minutes accurately reflecting the substance of what occurred shall be prepared. Minutes shall be sent to Executive Board members within 20 business days after meeting.

When approved and ratified by the members involved, such minutes shall be chronologically preserved by the Executive Director in the official minute book of the Association. The roll of members and reports of committees shall also be preserved in the minute book. The Association shall be deemed to have acted or refrained from action only as reflected in approved and ratified minutes so preserved. A meeting of any members hereof shall be deemed to be a meeting pursuant to this Constitution only if such meeting is authorized herein and minutes are so preserved. No action or non-action purportedly taken at any other meeting shall be the act of or otherwise bind the Association or any member hereof. Failure of any members to adhere to the provisions of this section shall be grounds for suspension or expulsion.

ARTICLE XII BPAA NATIONAL DIRECTORS

Section 12.02. Nomination and Election. The officers of the Association shall be elected by Regular Members at the annual meeting. Preceding the annual meeting, the Nomination Committee appointed and constituted as aforesaid shall report its recommendations for each of such officers to the President or the Executive Director at least thirty days prior to the annual meeting. The recommendations of the Nomination Committee shall be incorporated in the notice of the annual meeting and shall be deemed nominations when the Nominating Committee reports at the annual meeting. At the annual meeting, any member in good standing may nominate from the floor an additional candidate for any office. A majority of the votes of the Regular Members present and voting shall be required to elect.

Section 12.02a. President. The President shall be the chief executive officer of the Association, shall preside at all meetings of the Association and the Executive Committee, shall be ex officio a member of each committee, shall be responsible for implementing programs initiated by the Executive Committee: consulting members of the Executive Committee and Executive Director before making any final decision, shall exercise the authority vested in the office of the President by the Constitution and these Bylaws, and shall perform all acts otherwise ordinarily incident to the office of President. If the Association employs an Executive Director as specified under 12.05b, duties will include duties under 12.05b along with other duties delegated by the President.

Section 12.03b. Vice President. The Vice President in the absence of the President shall perform the duties and responsibilities which ordinarily pertain to the office of the President. He shall otherwise assist the President and carry out such other duties as may be delegated to him from time to time by either the President or the Executive Committee.

Section 12.03c. Treasurer. The Treasurer will verify all funds of the Association and see that the Executive Committee deposits the same in such bank or banks as are selected for that purpose by the Executive Committee. He shall verify the Executive records of all receipts and disbursements made in behalf of the Association and upon certification by the President or the Executive Director shall pay all expenses of the Association. He shall perform such other duties as may be delegated to him from time to time by the Executive Committee. The Committee may appoint an Assistant Treasurer or Treasurers who shall assist the Treasurer.

Section 12.03d. Terms. The President, Vice-President, and Treasurer shall serve for a term of one year, which coincides with the fiscal year. The President and Vice-President may be elected for two successive one-year terms. They may not run for a second term in those respected positions.

Section 12.04. Vacancies. Vacancies in any of the elected offices shall be filled by action of the President for the unexpired term.

Section 12.05. Executive Director.

Section 12.05a. Employment. At the discretion of the Executive Committee, an Executive Director may be employed on a permanent or temporary basis by the Association. The Executive Committee shall make all determinations respecting terms and conditions of employment and anything else. The Executive Director need not be a representative of a member of this Association.

Section 12.05b. Duties. Subject to the supervision of the President and the Executive Committee, the Executive Director shall manage the affairs of the Association, keep accurate records of all business transacted by the Association and all acts of the Executive Committee, attend all meetings of the Association, the Executive Committee, and any committees of the Association, supervise the collection of fees, dues and assessments and transmit such funds to the Treasurer for deposit and safekeeping, conduct all correspondence of the Association, maintain records of the employees, and agents of the Association and their salaries and terms of employment and supervise the performance by them of their respective duties, and perform such other duties as normally come within the scope of his office or as may from time to time be delegated to him by either the President or the Executive Committee. The Executive Director shall submit to the membership at its annual meeting a written report of the activities of the Association during the past year and further shall investigate and be conversant with all new developments and commercial activities beneficial to the membership and shall disseminate from time to time to the membership such information and data respecting legislation and other developments which may be helpful to the membership in the operation of their establishments.

ARTICLE XIII COMMITTEES

Section 13.01. Standing Committees. Except as otherwise provided herein, the President shall promptly after the annual fall meeting each year, appoint the chairman and members of Tournament, Budget and Finance, Membership, Constitution and Bylaws, Tax and Legislative, Promotions, Nomination, Appeals, Eastern Region Convention, Youth and any other such committee as the Constitution or Bylaws authorize, who shall serve for the ensuing year and may be reappointed.

Section 13.02. Special Committees. The President may appoint and designate the chairman of special committees whenever he deems such action to be expedient or necessary to promote the best interests of the Association. The President shall report to the Executive Committee each committee appointed by him and shall specify and make part of the minutes of the Executive Committee the members appointed and duties assigned to each such committee. No such committee shall continue in effect after the expiration of the term of the appointing president.

Section 13.03. Reports and Meeting. Every committee shall report its findings and activities to the Executive Committee at least twice a year and to the members at the annual meeting. The recommendations of any committee shall not be deemed to be the action of this Association until a written report by the committee describing the recommendation is approved or otherwise acted upon by the Executive Committee or the members. No committee shall act in the name of the Association until such approval is first obtained. Meetings of any committee may be called at any time by the chairman of the committee with approval of the President, or by the President. A majority of any committee shall constitute a quorum for the transaction of business.

Section 13.04. Compensation and Reimbursement of Expenses. Unless previously authorized by the Executive Committee, no other elected officer of the Association shall receive compensation for his services as such. Each fiscal year the President after his election to office shall be reimbursed for reasonable expenses accrued for attending National Meetings (Bowl Expo & Summit) up to \$800.00 with vouchers. Each fiscal year the 1st Vice-President and Treasurer after his election to office shall be reimbursed for reasonable expenses accrued for attending National Meetings up to \$600.00 with vouchers for both officers.

ARTICLE XIV APPEALS

Section 14.01. Appeal from Action by this Association. Within thirty (30) days following the mailing or delivery date of notification thereof, any member of this Association may appeal from any action by the Association adversely affecting the member and relating to the reclassification of its membership or involving suspension or expulsion for nonpayment of dues, fees, or assessments or for other cause (exclusive of automatic termination of membership). Any such appeal shall be to BPAA.

Section 14.02. Appeal from Action by a Qualified Local Association. The appeal provided herein to members of a qualified Local Association recognized by this Association shall be taken within thirty (30) day from the mailing or delivery date of notification of the action complained of and shall to be to the Appeals Committee of this Association which shall hear and act upon every such timely appeal in accordance with the following provisions:

Section 14.02a. Appointment and Qualifications of Appeals Committee. If and so long as this Association is recommended by BPAA as a qualified State Association, an Appeals Committee shall be one of its standing committees. At the annual meeting each year, the President with the approval of the Executive Committee shall appoint its members and designate its chairman. There shall be at least five members of the committee, who shall be representatives of Regular Members of the Association in good standing.

Section 14.02b. Procedure. Such an appeal is taken by the filing of a written notice of appeal by the aggrieved party to the Local Association involved and to this Association. The mailing or delivery date of such notice to this Association shall be noted in the records of the Association and shall determine the timelines of the appeal. The chairman of the Appeals committee shall meet on call of the chairman at least once to consider each such appeal, giving at least thirty (30) days written notice of the time and place of the meeting to the part aggrieved, and shall afford that party opportunity to be heard at the time and place specified. One-half of the members of the Appeals committee shall constitute a quorum for the consideration of all matters brought before it. Although he may be included in the meeting for quorum purposes, no member of the Appeals Committee may sit in any matter involving a Local Association in the membership territory of which is located any bowling establishment in which he has a proprietary interest or which he is an employee. With the approval of the Executive Committee, the Appeals Committee may establish further rules of procedure not inconsistent herewith, including the requirement of a filing fee not to exceed \$25.00.

Section 14.02c. Disposition. Notwithstanding the action of the Local Association involved, the Appeals Committee may alter or revoke suspension or expulsion, or otherwise modify the action complained of when it deems such action to be unjustified, unreasonable, unfair or arbitrary. Specifically, but without limiting the generality of its powers hereunder, when the action complained of is based upon the failure or refusal to pay any dues, fee or assessment, the Appeals Committee may determine whether in all the circumstances the dues, fee or assessment have been fixed in an amount calculated to make membership prohibitive or oppressive, and in such event the Appeals Committee shall direct that such fee, assessment or dues shall be waived or modified.

The vote of two-thirds of the members present shall constitute the disposition of the committee which shall within five (5) days be reported in writing to the party aggrieved, to the President of the Association, and to BPAA, together with a statement advising the party aggrieved of such further right to appeal as may be provided herein and in the BPAA Constitution and Bylaws. Unless the party aggrieved waives this requirement, failure so to dispose of and report concerning any appeal within ninety (90) days after it is taken by the party aggrieved shall constitute the allowance of the appeal and the automatic withdrawal of the action complained of. Action of the Appeals committee which terminates or otherwise adversely affects an assessment for a program or promotion of the Local Association involved already announced or in effect, shall not become effective until such action has been approved by a majority of the Regular Members present and voting at any annual or special meeting of that Association.

Section 14.02d. Right of Further Appeal. The party aggrieved may appeal to BPAA any disposition of the Appeals Committee, within thirty days after the mailing or delivery date of the report of disposition by the Committee, as provided in the Constitution and Bylaws of BPAA. If such an appeal is taken, the disposition of the Appeals Committee 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.

Section 14.02e. Effect of Disposition. Any qualified Local Association recognized by this Association shall fully and promptly comply with any final disposition by this Association or of BPAA, and shall adhere to such disposition or precedent in any future matter involving the same or similar question.

Section 14.02f. Review by Executive Committee. Each disposition by the Appeals Committee shall be reported to the Executive Committee which may at its next following meeting modify such disposition in favor of the appellant. Such disposition, if and as so modified, shall become the final action of this Association if no appeals has been taken from the disposition of the Appeals Committee, or shall become the action appealed from if an appeal is taken from the disposition of the Appeals Committee. Otherwise, the authority to modify herein provided shall not affect the procedure or time for appeal.

ARTICLE XV INDEMNIFICATION AND BONDING

Section 15.01. Indemnification of Directors, Officers, and Staff. As and to the extent authorized by the Regular Members and available to this Association, the Association shall obtain insurance to provide indemnification to officers, directors, and employees of the Association.

Section 15.02. Bonds. As a condition precedent to qualification to serve, the Treasurer, the Executive Director and such other officers and employees as may be designated by the Executive Committee, shall be bonded in such amount as shall be fixed by the Executive Committee.

ARTICLE XVI AMENDMENTS

Section 16.01. Amendments. This constitution and Bylaws may be amended, repealed, or altered in whole or in part by two-thirds vote of the Regular Members present and voting at any authorized meeting, provided that the proposed change or changes, with the reason or reasons therefor, are submitted by mail to all members at least thirty days before the date of the meeting at which such are to be considered. Any Regular Member in good standing may sponsor a proposed amendment. No proposed change or changes may be submitted at a meeting of the members for a vote unless accompanied by a report recommending either the adoption or rejections of the proposed change or changes from the Executive Committee or, in the event there is such a standing committee of the Association, the Constitution and Bylaws Committee.

Section 16.02. Limitations. No amendment to this Section 16.02 or to Article 2 hereof shall be deemed effective unless consistent with or pursuant to the order or decision of a court of competent jurisdiction or consented to by the Anti-Trust Division of the Department of Justice.

Section 16.03. Effective Date. All amendments shall become effective upon their adoption unless the amendment otherwise states.

Section 16.04. BPAA Approval. Notwithstanding anything to the contrary herein stated, no action pursuant to this Article XVI shall be deemed effective until, either before or after such action has been taken, the proposed amendment shall have been submitted to BPAA and found by it to be in conformity with BPAA Constitution and Bylaws.

Section 16.05. Official Copy. The Executive Director shall maintain the official copy of the Constitution. All amendments shall be promptly be appended to the foot of the official copy and shall state the date and place where adopted. The Secretary shall make such official copy, or true and correct copies thereof, available at all meetings of the Association and the Executive Committee, and shall provide current copies thereof upon request of any member of the Association.

ARTICLE XVII GENERAL PROVISIONS

Section 17.01. Authority to Adopt. The Executive Committee and the Regular Members hereof are each empowered to adopt and thereafter may amend, such Bylaws for the Association as it or they deem necessary or desirable, provided that no bylaw or amendment thereto shall be effective if, in the language or effect, it is inconsistent with or in derogation of any provision of this Constitution. The Association shall provide to BPAA copies of its Bylaws, and of any amendment thereto, promptly after adoption.

Section 17.02. Required Vote. In adopting or amending the Bylaws, the Executive Committee shall act by two-thirds vote of the entire Committee, excluding vacancies and the Regular Members shall act by majority vote of those present.

Section 17.03. Subjects for the Constitution and Bylaws. The purpose of the Constitution and Bylaws of this Association shall be to implement and provide detailed rules for the government of the Association; without limitation, subjects who shall be provided are:

- a) The qualifications, manner of nomination and election, duties, terms, and vacancies, of the officers and members of the Executive Committee.
- b) The selection of such National Directors as this Association is entitled to select by virtue of the BPAA Constitution and Bylaws.
- c) The recognition and privileges granted by this Association to any city, or district Bowling Proprietors Association the membership territory of which is located in whole or in part within the membership territory of this Association, provided however that this Association shall not recognize or afford any privileges to any such association which is not recognized by BPAA as a qualified Local Association.
- d) The annual meeting of the Association, and regular and special meetings of the members and of the Executive Committee, and notice, quorum, voting, and order of business requirements therefor. e) The time schedules for payment of dues, fees, or assessments, and the procedures for suspension or expulsion for nonpayment thereof.

In addition to such other subjects as may be authorized hereunder, other subjects which may be provided so long as not contrary to state law, are the office and duties of Executive Director; bonds, reimbursement of expenses of officers, directors, committees, and committee members; mail votes by the members, Executive Committee, and committees; indemnification of directors, officers and employees; and waivers of notice for meetings.

ARTICLE XVIII ADOPTION EFFECTIVE DATE, REVOCATION OF OTHER RULES

Section 18.01. Adoption. This Constitution and Bylaws shall be deemed adopted when approved as provided for amendments to the previous Constitution and Bylaws of this Association or, if the present members of the Association present, entitled to vote, and voting at an annual meeting of any special meeting of the Association called for this purpose.

Section 18.02 Effective Date. This Constitution and Bylaws shall take effect immediately upon adoption.

Section 18.03. Revocation. Upon adoption, this Constitution and Bylaws supersedes and revokes the previous Constitution and Bylaws of this Association, and any standing rules, resolutions, motions, codes of ethics, agreements or understandings, if any, by and between members, and committees of this Association, theretofore in effect and inconsistent herewith, provided however that the officers and directors of the Association elected under the previous Constitution and Bylaws shall continue in office to implement this Constitution until their successors have been elected and qualified hereunder.