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# BYLAWS

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2011-2012

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***GREATER TOLEDO  
ASSOCIATION***

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## Greater Toledo USBC Association

### 2011-2012 Merged Local Association Bylaws

#### Introduction

The association must abide by state corporate laws and may adopt additional provisions provided they do not conflict with the mandatory bylaws or state laws. The appropriate provision of state law takes precedence over the bylaws. Notes and footnotes appear only to provide clarification and examples. Parenthetical statements are for information only.

#### Article I Name

The name of the organization is the GREATER TOLEDO USBC Association.

#### Article II Nonprofit Corporation and Charter

##### Section A. Nonprofit Corporation

The association is organized as a nonprofit corporation and operates consistent with the requirements of an organization classified as tax exempt under Section 501(c)(3) of the Internal Revenue Code (IRC).

##### Section B. Charter

The association shall be chartered by USBC and subject to its authority. To maintain its charter, the association must:

1. Provide services for men, women and youth.
2. Adopt bylaws approved by USBC.
3. Not enact any bylaws or rules inconsistent with USBC's Bylaws.
4. Adhere to stated requirements as set forth in the USBC Bylaws and USBC Association Policy Manual.

##### Section C. Association Dissolution

Upon dissolution of this organization all of its assets remaining after payment of its lawful obligations shall be distributed in accordance with the requirements under Section 501(c)(3) of the Internal Revenue Code and regulations promulgated thereunder.

#### Article III Purpose

The purpose of the association as stated in the Articles of Incorporation, include, but are not limited to:

1. Providing equal opportunity for all in the sport of bowling without regard to race, religion, age, gender, disability, or national origin.
2. Promoting the game of American Tenpins.
3. Conducting and supporting bowling competition.

4. Engaging in any other activities permitted by an organization classified as tax exempt under Section 501 ( c)(3) of the IRS.

**Article IV**  
**Membership Dues**

Membership is in effect from August 1 through July 31 and is composed of:

1. **Adults** who have paid the appropriate USBC, state (if applicable) and local association dues; and
2. **Youth** who have paid the appropriate USBC and state dues and local processing fee in the association’s jurisdiction.

An individual joining a summer league after March 15 shall pay the dues/local processing fee that are known to be, or become effective for the next current season. On payment of the dues/processing fee, the individual shall become a member for the balance of the current season and the next season.

Each individual shall pay annual USBC membership dues, local dues (adult) or local processing fee (youth) and state association dues, except as provided in Rule 100e, Traveling League and 100l, Mail-O-Graphic League.

The adult members, and all officers and directors, by two thirds vote, determine and adopt local adult dues, if any.

The annual adult standard membership dues are as follows:

	<b>Local</b>	<u>\$10.00</u>
	<b>State BA</b>	<u>-0-</u>
(Optional)	<b>State WBA</b>	<u>1.00</u>
	<b>USBC</b>	<u>10.00</u>

The annual youth standard membership dues are as follows:

<b>Local Processing fee</b>	<u>\$ 2.00</u>
<b>State</b>	<u>.50</u>
<b>USBC</b>	<u>14.50</u>

The Board may waive all or part of local adult dues/youth processing fee for:

1. Members of other USBC associations having a reciprocal agreement with the association.
2. Other groups, such as senior, etc., as determined by the Board.

The association cannot charge additional non-dues assessments.

**Article V**  
**Board of Directors – Management**

**Section A. Board Composition, Authority and Duties**

The management and governance of the association is vested in the Board of Directors that includes the Officer and Director positions. The members and Youth Representatives determine the number of positions on the Board of Directors and their term. The total number of board members is 15, with 11 directors. At least 20% of the total number of Board members will be elected by the Youth Representatives and officers and directors who hold youth membership. The number of Board members elected by the Youth Committee is 3.

The board shall not engage in any acts constituting a conflict of interest. The Board's duties include but are not limited to:

1. Enforcing the bylaws.
2. Complying with the USBC Association Policy Manual.
3. Conducting championship level competition for its membership constituency (men, women and youth) and complying with state and local laws in their area.
4. Implementing USBC programs as requested.
5. Selecting/appointing the Association Manager.
6. Approving use of membership records.
7. Re-rating the league average of an association member when there is evidence the bowler's average does not represent the bowler's true ability.
8. Conducting suspension and reinstatement hearings if requested by USBC.

(See the Suspension and Reinstatement Chapter for re-rate, suspension, reinstatement and appeal procedures.)

**Section B. Eligibility**

A candidate for the Board (elected or appointed) must be.

1. A USBC member in good standing of the association at the time of election/appointment and throughout their term.
2. Elected or appointed with regard to race, color, religion, gender, disability, national origin, or age, other than the minimum age of 14, unless state laws mandate a specific age, and be reasonable representative of the membership,
  - a. Any member of the Board authorized to sign contracts or acting as a signatory on the association accounts must be a minimum age of 18.
  - b. At least 20% of the Board must be elected by the Youth Representatives and officers and directors who hold youth membership.
  - c. A maximum of three bowling center proprietors may serve on the Board at one time. A proprietor is an individual who owns 25% or less of the equity shares, or who is inactive in the management of the bowling center and remains so during a term as an officer or director.
3. Applicants must have a minimum of three years of experience on a bowling association board, within the past ten years, to be considered for election as an Officer.

**Section C. Election of Directors**

Directors whose positions are subject to election by the adult members are elected by Plurality\* vote of adult members, and all officers and directors, present and voting from:

1. A slate.
2. Nominations from the floor. Qualifications must be submitted in writing to the Nominating Committee, at least 24 hours prior to the meeting.

Qualifications must be submitted in a format specified by the Board.

At least 20% of the Board is elected by the Youth Representatives and those officers and directors who hold youth membership.

Voting will be by ballot if there is more than one nominee for each position.

\*A plurality vote is the largest number of votes cast for a given candidate. The candidate(s) receiving the most votes is (are) elected.

**Section D. Term**

The term for directors is 2 years, for a unlimited number of terms. The members and Youth Representatives determine the number of years in a term and the number of terms allowed. For two and three year terms the members and Youth Representatives establish a stagger system.

2 Year Stagger System	
Even Years President 2 <sup>nd</sup> Vice President 5 (4 adult and 1 youth) Directors	Odd Years 1 <sup>st</sup> Vice President Sergeant-at-Arms 6 (4 adult & 2 youth) Directors

**Section E. Resignation, Removal and Vacancies**

1. **Resignation.** A Board member may resign from the Board of Directors by providing written notice of resignation to the president or, in the case of the president, to the Board.
2. **Removal for Ineligibility.** A Board member who is no longer eligible to serve on the Board may be removed by a two-thirds vote of the Board when a quorum is present.
3. **Removal for Cause.** When a Board member is accused, in writing, of failure to properly perform the duties of their office or otherwise engaging in improper or unfair activities or conduct, the Board may conduct a meeting following the Removal Procedures in the Suspension and Reinstatement Chapter. An appeal may be fled with USBC Headquarters within 15 days of the removal. Two-thirds written consent of the full Board is required to seek re-election and/or reappointment to the Board.
4. **Vacancies.** Vacancies in positions on the Board are filled for the un-expired portion of each term as follows:
  - a. If elected by the members, director vacancies are filled by the president, subject to approval by the Board.
  - b. Director vacancies elected by the Youth Representatives and officers and directors who hold youth membership are filled by the Youth Committee.

- c. The Board fills vacancies in officer positions.

## **Article VI Officers**

### **Section A. President and Vice President**

The officers of this association shall include a president, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President and Sergeant-at-Arms. Their duties and responsibilities are to be placed in the association's Operations Manual.

### **Section B. Election**

The Officers are elected by a majority vote\* of the adult members, youth representatives and officers and directors, present and voting from:

- a. A slate.
- b. Nominations from the floor.

Qualifications must be submitted to the Nominating Committee, in writing, at least 24 hours prior to the opening of the annual meeting.

Voting will be by ballot if there is more than one nominee for each position.

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\*If a majority vote is not reached on the first ballot, the candidate receiving the lowest vote total is dropped and balloting continues until a candidate receives a majority vote.

### **Section C. Term**

The term for elected officers is 2 years, not to exceed three consecutive terms in any office. The members and Youth Representatives determine the number of years in a term and the number of terms allowed.

### **Section D. Authority and Duties**

1. President
  - a. Presides at all meetings.
  - b. Acts as spokesperson for the association
  - c. Appoints committees, except Youth, with Board approval.
2. 1<sup>st</sup> Vice President
  - a. Presides at all meetings when the president is absent.
  - b. Performs other duties as prescribed by the Board or requested by the president.
3. 2<sup>nd</sup> Vice President
  - a. Presides at all meetings when the president and 1<sup>st</sup> vice president are absent.
  - b. Performs other duties as prescribed by the Board or requested by the president.
4. Association Manager
  - a. Selected/appointed by and accountable to the Board.
  - b. Acts as the ex officio non-voting secretary/treasurer of the Board or such other officer designation as required by law and determined by the Board.
  - c. Responsible for other duties as prescribed by the Board and in the USBC Association Policy Manual.

Article VII  
**Meetings**

**Section A. Annual Meeting**

An Annual Meeting of the association members/Youth Representatives shall be held at a time and place approved by the Board of Directors.

*(See Article IX, Section D for the time frame for election of delegates and alternates to the USBC Annual Meeting.)*

**1. Attendance**

Attendance is open to all members.

**2. Youth Representatives**

Youth Representatives consist of the following:

- a. Youth members, at least 14 years of age.
- b. One adult representative from each certified youth league. (A league is not eligible for representation if it has not submitted a league application.)
- c. One center representative from each center having at least one certified youth league.

**3. Voice and vote**

Voting officers, directors and adult members and Youth Representatives, at least 14 years of age, unless state laws mandate a specific age, have voice and vote. Members not meeting the above criteria may attend with voice only. Absentee and proxy voting are not permitted.

**4. Responsibilities**

- a. All adult members, Youth Representatives, officers and directors shall elect delegates and alternates for the USBC Annual Meeting.
- b. Adult members and all officers and directors shall:
  - i. Adopt bylaws, with the exception of the youth processing fee and Youth Committee eligibility requirements.
  - ii. Adopt local adult dues, up to the established maximum.
  - iii. Elect up to 80% of the total number of members of the Board.
  - iv. Elect delegates and alternates representing adult membership for the state annual meeting(s).
- c. Youth Representatives and those officers and directors who hold youth membership shall:
  - i. Adopt bylaws, with the exception of adult dues and youth processing fee.
  - ii. Adopt Youth Committee eligibility requirements.
  - iii. Elect the Youth Committee
  - iv. Elect Youth Delegates and alternates for the state annual meeting.
  - v. Elect at least 20% of the total number of members of the Board.

**5. Meeting Notice**

Written notice of the meeting shall be forwarded to the Board, Youth Representatives (league and center only) and league secretaries, which should be at least 15 days prior to the annual meeting.

**6. Special Meetings**

Special membership meetings may be called by the president or upon written request of at least three Board members or at least twenty-five members of the association.

#### **7. Quorum**

- a. 25 members constitute a quorum. The members and Youth Representatives determine the number.
- b. 7 Youth Representatives constitute a quorum for youth related elections and activities. The members and Youth Representatives determine the number.

#### **8. Action**

A majority vote of those members/Youth representatives present and voting, at a properly noticed meeting, when a quorum has been established, is required to take action, unless otherwise provided by law or these bylaws. Election of officers requires a majority vote. Election of delegates, Youth Delegates and alternates requires a plurality vote. Absentee and proxy voting are not permitted.

### **Section B. Board Meeting**

The Board shall meet, at a minimum, as often as required by state law. Special meetings may be held upon request of any board member if a majority of the Board approves.

1. **Notice.** Written notice for all regular and special meetings shall be forwarded to the Board, which should be at least 15 days prior to the meeting.
2. **Quorum\*\*\*50%** of board members constitute a quorum. (The members/Youth Representatives determine the number.)
3. **Action.** A majority vote of those officers and directors present and voting, at a properly noticed meeting, when a quorum has been established, is required to take action, unless otherwise provided by law or these bylaws. Absentee and proxy voting are not permitted.
4. **Actions Without a Meeting.** Actions that are deemed necessary to conduct business/operations of the association may be taken outside of a board meeting by use of mail, e-mail or teleconferencing. This type of action must be permissible by state law and approved by the delegates representing adult membership, Youth delegates and the board. (Approved 5/11/11)

### **Section C. Parliamentary Procedure**

The most recent edition of *Robert's Rules of Order, Newly Revised*, governs all meetings.

## **Article VIII Committees**

### **Section A. Standing Committees**

The association shall have the following Standing Committees: Finance and Youth.

1. Finance Committee. The committee is responsible for reviewing and monitoring association financial matters.
2. Youth Committee. Youth Committee Representatives are elected by a plurality vote of those Youth Representatives, present and voting from:
  - a. A slate provided by the Youth Committee.

- b. Nominations from the floor. Qualifications must be submitted to the Nominating Committee, in writing, at least 24 hours prior to the annual meeting.

The Youth Committee is responsible for:

- a. Developing eligibility requirements for Board members representing the youth, to be approved by the members and Youth Representatives.
- b. Developing eligibility requirements for the Youth Committee, subject to approval of the Youth Representatives.
- c. Monitoring, promoting, reviewing and recommending youth programs conducted by the association.

### **Section B. Other committees**

The president may establish other committees, with Board approval.

## **Article IX**

### **Delegates, Youth Delegates and Alternates**

#### **Section A. USBC Annual Meeting**

Delegates and alternates are elected by plurality vote of those adult members, Youth Delegates and officers and directors, present and voting.

**Note:** The definition of a delegate is an individual, 18 years or age or older, who holds USBC membership.

#### **Section B. State Annual Meeting(s)**

- 1. Delegates and alternates representing adults are elected by plurality vote of those adult members present and voting.
- 2. Youth Delegates and alternates are elected by plurality vote of those local Youth Representatives present and voting.

#### **Section C. Eligibility**

- 1. USBC Annual Meeting. Delegates and Alternates must be:
  - a. Elected by the Board, adult members and Youth Representatives.
  - b. At least 18 years of age.
  - c. A USBC member in good standing of the association at the time of election and throughout their term.
- 2. State Annual Meeting(s). Nominees must be:
  - a. Elected by adult members or Youth Representatives.
  - b. At least 14 years of age.
  - c. A USBC member in good standing of the association at the time of election and throughout their term.
  - d. **Any candidate for delegate, youth representative, and alternate must have attended one annual local membership meeting.**
  - e. **Any candidate for delegate, youth representative, and alternate must have been an active participant in the events conducted by the Association in the previous year.**

If a member is elected to represent more than one association to attend the same meeting, the first election shall stand and any succeeding election shall be declared null and void.

A local association is not eligible to send delegates/Youth Delegates if it is declared delinquent or USBC has revoked its charter.

**Note:** An association that has not processed dues for the current season shall be considered delinquent.

#### **Section D. Election**

Delegate, Youth Delegates and alternates serve for one year, beginning August 1, and are elected by:

1. A slate provided by the nominating committee
2. Nominations from the floor. Qualifications must be submitted in writing, to the nominating committee, at least 24 hours prior to the meeting.
3. Plurality vote. The election shall be by ballot, except a voice vote may be taken when the number of candidates does not exceed the number of positions to be filled.
4. Alternates shall serve in order of their election.

The election is to be held in compliance with the USBC or State Annual Meeting requirements.

#### **Section E. Vacancies**

Vacancies are filled for the un-expired portion of each term as follows:

1. If elected by adult members, vacancies are filled by the alternates in the order in which they were elected. If a vacancy still exists, the president fills the vacant position by appointment.
2. If elected by the Youth Representatives, vacancies are filled by the alternates in the order in which they were elected. If a vacancy still exists, the Youth Committee fills the vacant position by appointment.

The appointee must also meet the eligibility requirements as elected positions.

### **Article X Amendments**

#### **Section A. Procedure**

Any member of the association may submit proposed amendments to these bylaws. The local association bylaws may be amended at any membership meeting by a two-thirds vote of the members/Youth Representatives present and voting. The amendment must be:

1. Submitted in writing to the Association Manager or president.
2. Submitted at least 45 days prior to the membership meeting when the association is considering the proposal.

#### **Section B. Change in Adult Dues**

Forward a notice to each league secretary and the Board at least 15 days prior to the meeting at which the proposed change is considered. The notice must:

1. Be in writing.
2. Specify the amount of the change.

3. Specify the reason for the change.  
Notification of any adopted change in adult dues, and the reason for the change will be forwarded in writing to each league secretary.

**Section C. Effective Date**

All amendments are effective August 1, following adoption, unless otherwise specified when adopted.

**Article XI  
Fiscal**

The fiscal year of this association is August 1 through July 31.

**Article XII  
Indemnification**

Directors, officers and other authorized volunteers, employees or agents shall be indemnified against claims for personal and individual liability arising in connection with their positions or service on behalf of the association to the full extent permitted by law.



These bylaws were codified after USBC Annual Meeting – May 2010.  
Previous revision 7/15/2009  
Revised 5/11/11