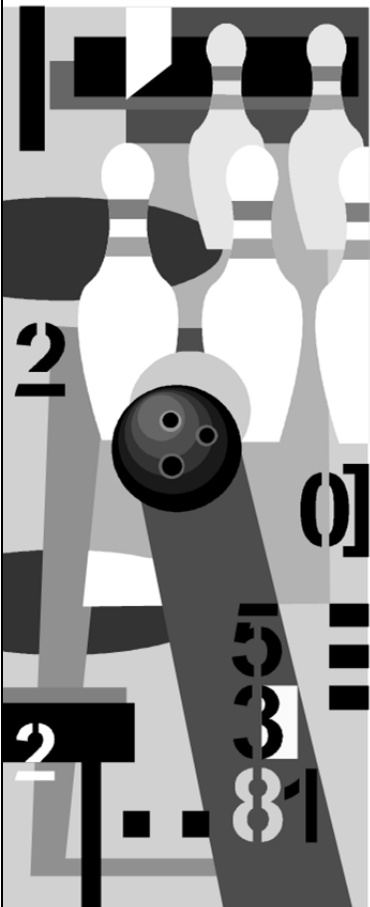


Sample State Association Bylaws

As referenced from Pg. 6 of the *State Board and Leadership Guide*

BOWLING PROPRIETORS' ASSOCIATION OF AMERICA
State Board *and* Leadership Guide Samples Section

January 2013



CONSTITUTION AND BYLAWS
of the
BOWLING CENTERS ASSOCIATION OF FLORIDA, INC.
As amended at the BCAF Annual Meeting at Shingle Creek in Orlando FL
October 1, 2008

ARTICLE 1
NAME, OBJECTIVES, AND ACTIVITIES

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

Section 1.02 – CORPORATE STRUCTURE. This Association shall be a non-profit association incorporated under the laws of the State of Florida in the name of the Bowling Centers Association of Florida, Inc. It may have a seal of such design as authorized by the Board of Directors.

Section 1.03 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.

Section 2.02 – FRIENDS OF BCAF MEMBERS. Any supplier of goods or services to the bowling industry is eligible to be a Friends of BCAF Member of this Association and is entitled to vote in the affairs of the Association related to such Members.

Section 2.03 – HONORARY MEMBERSHIP. Any deserving person may be elected to an Honorary Member of this Association upon submission the person's name and full statement in support of the nominee to the Executive Director 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 – AFFILIATED LOCAL CENTER MEMBERS. Affiliated local centers may form a group of proprietors, or their representatives, to promote and further their local area. They will however, have no special voting rights on the BCAF Board of Directors. They can have only volunteer members in the local organizations.

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

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 or an Associate 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.

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 Regular Members present at any annual meeting. Dues shall be paid on the basis of all tenpin lanes in the respective establishment.

Section 5.02a – DUES – FISCAL YEAR. Dues for a fiscal year shall be payable at the beginning of that fiscal year, January 1st. If the applicable dues of any member are not received in full by March 1 of that fiscal year, 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 for the year.

Section 5.02b – DUES – METHOD OF PAYMENT. State/National dues shall be paid directly to the Executive Director of the Association.

Section 5.03 – PRO-RATE DUES. New members applying for membership after March 1st of any year shall pay dues on a monthly pro-rated basis for the unexpired portion of the year. New members who apply for membership before March 1st of any year shall pay the full year's amount of dues.

Section 5.04 – METHOD OF COLLECTION. Dues collected by the Executive Director shall also include dues for the State Association and the National Association.

Section 5.05 – 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 this Constitution and Bylaws, be considered and collectible as dues.

Section 5.06 – FEES. The Board of Directors may from time to time establish reasonable amounts to be charged as Initiation and meeting registration fees. The Board of Directors may delegate the authority to set annual convention registration fees to the Member Events/Marketing Committee. The member events/marketing committee will, however, report to the Board their recommendations for approval.

ARTICLE 6
GOVERNMENT OF THE ASSOCIATION

Section 6.01 – BOARD OF DIRECTORS. The management of the property, business and the affairs of the Association is 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 6.05.

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 this Constitution and Bylaws, or as authorized by a prior vote of the Members.

ARTICLE 7 EXECUTIVE COMMITTEE

Section 7.01 – COMPOSITION. The Executive Committee of this Association shall be composed of the President, Vice President, the Secretary-Treasurer, the Executive Director and the last two immediate past presidents who are still active in the bowling business and are designated representative of Regular Members, and said past president serving a maximum of four (4) years.

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 emergency, the Executive Committee shall consider the matters and take such action as it considers necessary for the well being and the preservation of rights of the Association.

Section 7.03 – PRESIDEING 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 11.05.

ARTICLE 8 BOARD OF DIRECTORS

Section 8.01 – COMPOSITION. The Board of Directors of this Association shall be composed of the elected officers of the Association plus the immediate past president, and 8 members-at-large to be elected by the Membership at the annual meeting of this Association. In addition, the Board shall contain one Friends of BCAF Member elected by the Members at the Annual Meeting of the Association, and the Executive Director, both ex-officio members of the Board.

Section 8.02 – BPAA DIRECTORS. At such times as the Association has any Designated Representatives of Regular Members who serve on the board of directors of the Bowling Proprietors Association of America, all such persons shall be automatically included as full voting members of the Board; however, they shall not be included in the count to determine a quorum.

Section 8.03 – 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 8.04 – TERM OF OFFICE. Officers of the Association 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. The Friends of BCAF Representative shall serve a one-year term.

Section 8.05 – TERM LIMITS. An Officer of the Association may serve in the same office no more than two (2) consecutive years. At-Large Directors may serve no more than four (4) consecutive years in their respective positions. The Friends of BCAF Representative may serve no more than four (4) consecutive years in that position.

Section 8.06 – 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 shall be removed from the Board of Directors. This provision shall not apply to BPAA Directors or ex-officio Board members.

Section 8.07 – VACANCIES. Any vacancy that occurs by death, resignation or otherwise among the Board of Directors may be filled by the Board of Directors until the next regularly scheduled meeting of the general membership.

Section 8.08 – PRESIDING OFFICER. The president of this Association shall serve as Chairman of the Board of Directors.

Section 8.09 – 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 at least one annual general membership meeting of this Association.

Section 9.01a – TYPES. The required meeting shall, whenever feasible, be known as the “Annual Meeting and Trade Show.”

Section 9.01b – 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 9.02 – 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 9.03 – QUORUM. Not less than twenty (20) percent of the total membership shall constitute a quorum for the conduct of business at any general 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 9.04 – GOVERNANCE. Robert’s Rules of Order, when not inconsistent with these By-Laws, shall govern all proceedings of this Association.

Section 9.05 – 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, and the Secretary-Treasurer.

Section 10.02 – QUALIFICATIONS. Candidates for President, Vice President, and Secretary-Treasurer shall be representatives of Regular Members, provided they 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 Member who has all centers owned in Florida in Regular Membership.

Section 10.03 – ELECTION OF OFFICERS. The elected officers of this Association shall, except as otherwise provided herein, be elected by the Regular Members at the annual meeting of this Association. The election shall be by closed written ballot, except that a voice vote may be taken when the number of candidates does not exceed the number of positions to be filled. The nominee receiving a majority of the ballots cast of the particular office shall be declared elected.

Section 10.04 – NOMINATIONS. The Nominating Committee shall recommend candidates for election to each of the elected offices: President, Vice President, Secretary-Treasurer.

Section 10.05 – 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 10.06 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.

Section 10.07 – DUTIES OF OFFICERS. The duties of the officers of this Association shall be as follows:

Section 10.07a – 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 except the Nominating Committee. 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 10.07b – VICE PRESIDENT. The Vice President shall assist the President and perform such duties as may be assigned by the Board of Directors.

Section 10.07c – SECRETARY-TREASURER. The Secretary-Treasurer shall certify and authenticate the official records of the Association, supervise the custody thereof, supervise the custody of the Association's funds and financial records, submit reports of same at the Annual Meeting and should be chairman of the finance and budget committee and at any other time when requested by the President, or Board of Directors.

Section 10.07d – EXECUTIVE DIRECTOR. The Association shall retain an Executive Director who is deemed an appointed officer of the Association and they shall be a designated representative of an association management firm hired by the Association. The terms of service shall be negotiated and approved by the Board of Directors.

Section 10.07e – EXECUTIVE DIRECTOR and EXECUTIVE DIRECTOR'S TEAM'S DUTIES. 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.

**ADDENDUM: DIRECTOR SCOPE, MISSION, RESPONSIBILITIES AND GOALS
WRITTEN AND APPROVED BY THE BOARD OF DIRECTORS 2/2007.**

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 BCAF will improve the profitability of member centers; increase the public awareness and industry-relevant knowledge of the bowling centers in Florida; manage and represent the business of the association as director by the board and its officers. The executive director with the approval of the President and the BCAF board will hire and train individual(s) who can go into the community promoting bowling, work with High School and In School programs and be field liaison between BCAF/ BPAA and USBC.

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) 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 executive 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 call center 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.
14. The Executive Director, with the approval of the President and the BCAF Board, will hire and train individual(s) who can go out into the community promoting Bowling, work with High School and In School Programs and be field liaison between BCAF/BPAA and USBC.

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 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. Executive detailed plan of upcoming education opportunities for members.
6. Executive a detailed plan of implementing the youth initiatives of BPAA, including In-School Bowling and High School Bowling.
7. Establish regional or local member groups to enhance communication and mission.

ARTICLE 11 COMMITTEES

Section 11.01 – STANDING COMMITTEES. The President shall appoint, with the approval of the Board of Directors, the membership of the following standing committees and shall be an ex-officio member of each committee, having, by virtue of such ex-officio memberships, the right to vote in all committee affairs except Nominations.

BUDGET AND FINANCE COMMITTEE – Shall be composed of a least three members including the President, the Secretary-Treasurer of the Association, the Executive Director and at least one member selected from the membership at large.

It shall be the duty of the Budget and Finance Committee to formulate and propose an annual budget for the Association, conduct an annual review of the Association's financial condition and report results to the membership at the annual meeting. The committee shall also receive periodic and interim reports from the Secretary-Treasurer as to the Association's financial circumstances and make recommendations to the Board of Directors and the Membership with respect to the revenues and expenditures of the Association.

CONSTITUTION AND BYLAWS – Shall be comprised of at least three members, including the Executive Director.

It shall be the duty of this committee to consider all issues and questions regarding the Association's Constitution and Bylaws referred to it by the Board of Directors and/or the general membership.

Where amendments to the Constitution or Bylaws may be appropriate, it is the responsibility of this committee to provide both substantial and procedural guidance for the Association leadership, and to report its recommendations to the general membership.

MEMBER EVENTS COMMITTEE – Shall be composed of at least five (5) members, with the President having the right to appoint as many members as deemed necessary.

It shall be the duty of this committee together with the Executive Director to initiate and maintain effective events such as education, training programs to promote quality, efficiency, in the operations of member centers. In addition, this committee shall see to it that productive education presentations are offered as part of the annual meeting's.

This committee shall investigate suitable locations for general membership meetings of the association. Subject to the approval of the Board of Directors, the committee shall present recommended alternative to the general membership. The committee together with the Executive Director shall be responsible for all details of arranging and conducting the meeting.

As part of the responsibilities, the committee is specifically charged with ensuring the best possible prices for the meeting facilities, lodgings, and associated functions; publishing the approved meeting locations and dates at least one year in advance of said dates, providing a rotating of general geographic locations that provides equal access to members from throughout the state, and developing programs that maximize the incentives for both attendance and participation by all members of the Association.

INSURANCE COMMITTEE – Shall be composed of two or more members. It shall be the duty of this committee to formulate and oversee programs for various types of insurance for members of the Association. In addition, this committee shall make recommendations as to insurance to be carried by the Association.

LEGISLATIVE COMMITTEE – Shall be composed of a minimum of three members. It shall be the duty of this committee to consider and make recommendations concerning existing or proposed legislation or other laws affecting the bowling industry in the state; it shall recommend ways and means for local associations to establish working relationships with local legislators to deal with tax and legislative matters that arise from time to time, and shall act as a clearing house to provide information about existing and proposed legislation or other laws that could affect this Association.

MEMBERSHIP COMMITTEE – Shall be composed of a minimum of four members. It shall be the duty of this committee to secure new members for this Association and to devise ways and means to retain members or reinstate canceled members.

NOMINATING COMMITTEE – Shall be composed of representatives of eight (8) Regular Members who shall be appointed by the President with the approval of the Board of Directors. A minimum of one and a maximum of two of the membership shall be reserved for active past presidents who are representative of Regular Members. (This requirement may be waived if no past president's quality as representative of Regular Members.)

It shall be the duty of the Nominating Committee to solicit resumes from potential candidates, and to present to the membership at the Annual Meeting a recommended slate of officers and members-at-large for election, said slate to be composed of a least one candidate for each position and no more than two.

The recommendations of the Nominating Committee shall be published to the regular members by mail or otherwise at least (30) days prior to the annual meeting. The recommendations of the Nominating Committee shall be deemed nominations when the Nominating Committee reports at the annual meeting. After its report to the Members, additional nominations may be made from the floor by a Regular Member. No motion to close nominations shall be taken unless the presiding officer first requests nominations from the floor.

MARKETING COMMITTEE – Shall be composed of a minimum of five (5) members. It shall be the duty of this committee to administer programs and subsidies that promote the growth of bowling in all BCAF centers. The committee is specifically charged with assisting member centers with materials available, and subsidiary programs to help member centers build interest in bowling. The committee will analyze and conduct all ongoing and potential tournaments under the auspices of BCAF. This committee will, along with the Executive Director, be responsible for scheduling and oversight of recommended tournaments as well as administering payment of expenses and prize monies. This committee shall also be obligated to consider and analyze any promotion or tournament proposed by a developing entity in our industry, it is a benefit to member centers and bowling in general.

YOUTH BOWLING COMMITTEE – Shall be composed of a least three members. This committee shall supervise all youth bowling activities sponsored by this Association. (Responsibility for tournaments, if held, shall be shared with the Marketing Committee.) This committee shall also devise ways and means to promote and develop the game of bowling as a beneficial activity for young people in and out of school.

BCAF representatives in the Florida State USBC shall be drawn from the membership of this committee. In addition, this committee shall provide the Association liaison with the various entities within the Florida State education system (specifically the FAHPERED.)

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

Section 11.02 – COMMITTEE MEETINGS. Meetings of any committee may be called at any time by the President, or by the Chairman of the Committee with the approval of the President. A majority of any committee shall constitute a quorum. Any member of any committee who misses two (2) consecutive meetings of the committee shall, upon recommendation of the Committee Chairman, cease to be a member of that committee and will be ineligible for reappointment to a committee for a period of one (1) year.

Section 11.03 – SPECIAL COMMITTEES. The President may appoint other committees or subcommittees whenever he deems such action to be expedient or necessary to promote the best interests of the Association. No

committee or subcommittee appointed pursuant to this section shall continue beyond the term of the President by whom it was appointed.

Article 12
APPEALS
(CONSISTENT WITH BPAA CONSTITUTION AND BYLAWS)

ARTICLE 13
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS
(CONSISTENT WITH BPAA CONSTITUTION AND BYLAWS)

ARTICLE 14
CONTRACTS, LOANS, CHECKS AND DEPOSITS
(CONSISTENT WITH BPAA CONSTITUTION AND BYLAWS)

ARTICLE 15
INTEREST OF DIRECTORS IN CERTAIN TRANSACTIONS
(CONSISTENT WITH BPAA CONSTITUTION AND BYLAWS)

ARTICLE 16
AMENDMENTS

Section 16.01 – PROCEDURE. This Constitution and Bylaws may be amended, repealed, or altered in whole or in part by two-thirds (2/3) vote of the Regular Members present or represented by a properly designated proxy 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 the Executive Director or the Constitution and Bylaws Committee, (b) submitted by mail or otherwise published to the Regular Members at least thirty (30) days before the date of the meeting at which the proposal is to be considered, and (c) accompanied by a written report recommending adoption or rejection from the Constitution and Bylaws Committee. Any change so proposed may be withdrawn by the sponsor at any time prior to the vote at the meeting, subject to the right of the Constitution and Bylaws Committee to adopt and become the sponsor thereof and thereupon to maintain the proposal on the agenda of the meeting. The proposed changes must be accepted or rejected as presented, or tabled for further consideration, and may not be amended from the floor.

Section 16.02 – EFFECTIVE DATE. Amendments become effective upon their adoption unless the amendment provides otherwise.

Section 16.03 – OFFICIAL COPY. The Executive Director shall maintain the official copy of the Constitution and Bylaws. All amendments shall promptly be appended to the foot of the official copy and shall state the date and place where adopted. The Executive Director shall make such official copy, or true and correct copies thereof, available at all meeting and shall provided current copies thereof upon request of any member of the Association.

ARTICLE 17
ADOPTION, EFFECTIVE DATE, AND REVOCATION OF OTHER RULES
(CONSISTENT WITH BPAA CONSTITUTION AND BYLAWS)

EXHIBIT A
REQUIRED PROVISIONS FOR QUALITIED STATE

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

(a) Fix, suggest, establish, determine or maintain, or attempt to fix, suggest, establish, determine or maintain, the prices, term or conditions charged or imposed by any member for the use of his bowling establishment of facilities; or

(b) Hinder, restrict or prevent any member from soliciting the patronage of customers of another member or from otherwise determining the manner, method or form in which he may compete with another member.

2. 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-BPAA-member establishment, or (3) whether such bowler is or is not a member of any bowling proprietor association.

3. 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.

4. 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.

5. 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 the member concerned.

6. Anything in the Constitution and 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.

AMENDMENTS TO THE BYLAWS

June 22, 2008

Article 5, Section 5.02b, removed “local dues will be collected by their local association

Article 10, Section 10.07e, removed “keep the roll of the members and of local association”

Article 8, BOARD OF DIRECTORS-Section 8.01-COMPOSITION-
Changed 7 members-at-large to 8 members-at-large

Article 11, COMMITTEES-Section 11.01-BUDGET AND FINANCE COMMITTEE.
Added President

Article 11, COMMITTEES-Section 11.01-NOMINATING COMMITTEE-removed
“local association presidents”.

October 1, 2008

Article 2, Section 2.04 added; “Section 2.04 – AFFILIATED LOCAL CENTER MEMBERS. Affiliated local centers may form a group of proprietors, or their representatives, to promote and further their local area. They will however, have no special voting rights on the BCAF Board of Directors, other than electing Directors to the State Organization when applicable. They can have only volunteer members in the local organizations.

Article 11.01 BUDGET AND FINANCE COMMITTEE, added “President”

Article 9, Section 9.02 changed to; “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.”

Article 10.07e; Addendum: Responsibilities; added wording as follows;

7. “on a quarterly basis”, and, “as deemed necessary by the Board of Directors, or the Executive Director.”

12. “Maintain a call center to notify members and non-members of important events or necessary information within the State.”

14. “The Executive Director, with the approval of the President and the BCAF Board, will hire and train individual(s) who can go out into the community promoting Bowling, work with High School and In School Programs and be field liaison between BCAF/BPAA and USBC.”

Article 10, GOALS, changed wording to; “OF THE ASSOCIATION AND THE EXECUTIVE DIRECTOR”

Section 11.01, NOMINATING COMMITTEE changed; five (5) to “eight (8)”

Section 11.01a added; “Section 11.01a – EXECUTIVE COMMITTEE. The Executive Committee may act in place of the Board of Directors when authority is designated to it by the Board of Directors, or, in emergency situations where Executive Committee action is temporary and subject to ratification by the Board of Directors. It shall consist of the immediate Past President of the Association, who shall serve as Chairman, the President, Vice President (or President Elect), the Secretary, the Treasurer, and two (2) additional Members. The additional Members shall be chosen from a pool of Candidates, minimum of three (3), maximum of four (4), submitted by the Nominating Committee with two (2) elected and approved by the Board of Directors. Candidates shall have a proprietary interest and be from those who are, or have been, Members of the Board of Directors during the prior two (2) years. Terms shall be one (1) year, with a maximum of two (2) years. A Quorum shall consist of four (4) members of the Committee.”

AMENDMENTS TO THE BYLAWS (cont'd)

October 1, 2008

Article 2, Section 2.04 removed; “other than electing Directors to the State Organization when applicable.” Voted on, and passed at October 1 BOD Meeting.

**Illinois State Bowling
Proprietors Association, Inc.**

Constitution
&
Bylaws



As Amended
November 15, 2011

ILLINOIS STATE BOWLING PROPRIETORS ASSOCIATION

CONSTITUTION AND BY LAWS

ARTICLE I NAME

The name of the Association shall be Illinois State Bowling Proprietors Association, INC. doing business as Illinois State Bowling Proprietors Association, (ISBPA).

ARTICLE II OFFICE

The principal and registered office of the Association shall be in the area designated by the Board of Directors.

ARTICLE III SEAL

The Association may have a seal of such design as the Board of Directors may adopt.

ARTICLE IV STATUS

The Association shall be a non-profit organization.

ARTICLE V OBJECTIVES AND PURPOSES

The purposes of this Association shall be: Subject at all times to the law, to protect, promote, foster and advance the interests of its members in their respective businesses of operating bowling centers and kindred other businesses; to increase the patronage of the recreational centers of its members; to improve the conditions under which the centers function; to protect the members against unfair and unjust exactions; to act as liaison officer between the members and all other associations and departments of government; to collect and disseminate data, statistics and all other information of interest to the members to promote a more enlarged and friendly intercourse among those engaged in the industry; to promote stable conditions in the industry; to do such further acts and things as may be helpful in the accomplishment of the foregoing and of any purpose that would be of benefit to the members in such a way that would warrant absolute public confidence in its integrity and methods.

ARTICLE VI MEMBERSHIP

Section 1. The proprietor or representative appointed by the proprietor, (whether such proprietor be an individual, a firm or a corporation) is eligible to be a member of the Association, provided such proprietor is a member in good standing of the affiliated local Association in the area where the business is located, if such Association exists.

Section 2. Any group affiliated with bowling will be eligible for associate membership subject to rules and regulations that may or from time to time hereafter be adopted by the Board of Directors.

Section 3. Whenever a membership is held in the name of a corporation and that corporation owns and/ or operates more than one center within the territory of the Association, the individual representing said corporation, in which they shall exercise the voting power of the membership for more than one center, must have at least a 10% stock ownership in each of those centers which they are representing, in which event they shall be appropriately designated and their name shall be certified by the Board of Directors.

Section 4. Any member center may be represented and vote at any meeting of the Association either in person or by properly authorized representative. Such representative shall be a person directly associated with the center, firm or corporation, which he represents and be certified by the Board of Directors prior to the meeting.

Section 5. Members shall pay the annual dues established by the General Membership. The Board of Directors shall decide upon the date and manner that such dues are declared to be due and owing. No portion of these annual dues shall be refunded for any reason.

Section 6. Members who fail to pay the dues, assessments and fees prescribed in these by-laws, whether initial or periodic, may be suspended by a two-thirds vote of the directors attending any board meeting of which there is a quorum present, and shall, for the period of suspension, forfeit all rights and privileges of membership in the Association.

Section 7. This Association shall affiliate with the Bowling Proprietors Association of America, Inc. (BPAA) and shall be represented at the meetings of BPAA pursuant to BPAA Bylaws. This Association shall be bound and abide by the Constitution & Bylaws of the BPAA wherever applicable to this Association.

ARTICLE VII ELECTIONS

Section 1. The President shall, during an election year, **not less than 120 days prior to the annual meeting**, select or appoint a nominating committee consisting of not less than five (5) nor more than seven (7) Association members in good standing, the majority of whom shall be directors and /or Past Presidents.

Section 2. The nominating committee so appointed shall meet prior to the Annual Meeting and select from the qualified members of the Association who are in good standing the names of at least six (6) and not more than nine (9) candidates for the office of At-Large Directors. The nominating committee shall also offer to the General Membership a complete slate, which will include, at least 1 but not more than 2, nominees for each of the offices of President, Vice President, Secretary, Treasurer and Sergeant-At-Arms. **The committee shall report the slate of candidates to the Association Headquarters not less than 60 days prior to the Annual Meeting.**

Section 3. The members at the annual meeting shall, as appropriate, elect the officers of the Association, and the Directors At Large. The recommendations of the nominating 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 or candidates for any office or directorship, provided the candidate meets the qualifications of that office or directorship. A majority of the votes of the members present and voting shall be required to elect.

Section 4. ELECTION. The election shall be by closed, written ballot, except that a voice vote may be taken when the number of candidates does not exceed the number of positions to be filled. The nominee receiving a majority of ballots cast for the particular office shall be declared elected. If a majority of ballots are not cast for a particular person, the nominee receiving the smallest number of ballots shall be dropped, and another ballot taken among the remaining nominees, and so on, until a majority is obtained.

Section 5. Absentee Voting: The Board of Directors shall provide for absentee voting at the Annual Meeting of the General Membership for the Officers of the Association, and Directors at Large.

5.a Absentee ballots must list all candidates for all positions to be elected and allow for write-in candidates for each position as well.

5.b All absentee ballots must be received at the Association Headquarters office by mail or fax at least 10 days prior to the Annual General Membership meeting.

5.c All absentee ballots shall be opened by the Association Executive Director 7 days before the Annual Meeting of the General Membership. If, upon review of the absentee ballots a write-in candidate is discovered, the Association Executive Director shall immediately, (1). Certify that the write-in candidate is qualified to serve. (2). Contact the write-in candidate and verify that, if elected, the candidate will serve.

5.d The Sergeant-At-Arms shall count and certify all ballots, including absentee ballots, properly cast in all General Membership elections. After counting and certifying all ballots cast, the Sergeant-At-Arms shall report the election results verbally to the President at the Annual Meeting of the General Membership.

5.e Absentee Ballots (Mail or Fax Ballots): with respect to mail or fax ballots. After receipt by the Association Executive Director by mail or fax 10 days prior to the Annual General Membership Meeting, if a member should wish to vote in person at such meeting, the mail or fax vote shall be declared void and the in-person vote will be counted.

ARTICLE VIII **DUES AND FINANCES**

Section 1. Each individual center, firm or corporation when admitted to membership shall pay a year's dues in advance and shall pay yearly, in advance, all dues, fees and assessments as duly established, so long as such membership shall continue.

Section 2. The General Membership shall have the authority to make such changes in the amount of dues and fees as shall be deemed to be in the best interests of the Association at any meeting of the General Membership. Any changes made shall be determined on a case-by-case basis.

Section 3. The Board of Directors shall have the exclusive power to make and levy assessments. No assessment can be levied except by a majority vote of the members present and voting of the Board of Directors at a special meeting called for that purpose only. Notice of such meetings shall be mailed at least 15 days in advance. All assessments thus levied shall be binding on all members of the Association and shall become part of their financial record with the Association.

ARTICLE IX **OFFICERS AND THEIR POWERS AND DUTIES**

Section 1. The officers of the Association shall be a President, Vice President, Secretary, Treasurer and a Sergeant-At-Arms. To be eligible to serve as an officer of the Association, a member must have served at least (2) two years on the Board of Directors. **The elected officers shall serve for a term of two years commencing upon the date of their election, and continuing through the second year following their election and until their successors shall be duly elected and qualified. Protocol for the installation of new Officers and Directors At Large shall be established by the Board of Directors.** Any officer may be elected for a further term not to exceed two years, so that each officer may serve a maximum of 4 years in any one office.

Section 2. The President shall preside at all meetings of the Association, at all meetings of the Board of Directors, and shall perform such functions as shall be required by the Board of Directors.

Section 3. The Vice President shall, during the absence or disability of the President, exercise all the powers and discharge all the duties of the President until the President shall return, or his successor is chosen. He shall also perform such functions as shall be required by the Board of Directors.

Section 4. The Secretary shall certify and authenticate the official records of the Association. The Secretary shall obtain and maintain an official corporate seal for the Association. The Secretary, as directed by the Officers and/or the Board of Directors of the Association, shall affix this seal to documents. The Secretary shall ensure the original copy of these By-Laws shall bear the official seal of the Association, and shall perform such functions as shall be required by the Board of Directors.

Section 5. The Treasurer shall review, at least quarterly, the financial records of the Association, the bank statements, bank reconciliation, check registers and any and all other documents related to the financial condition of the Association, and shall perform such functions as shall be required by the Board of Directors.

Section 6. The Sergeant-At-Arms shall, under the direction of the President or the Board of directors, be the guardian of the entrance to the various meetings of the Association and shall keep an accurate record of those in attendance. He shall supervise the conduct of members during the meetings. It shall be his duty to see that only those holding membership in the Association are admitted to any Association meeting, with the exception of invited guests. It shall be his duty to count the vote, when, from time to time, a vote is called. He shall report the vote immediately and verbally to the President, or anyone whom the President may have assigned to relieve him in the conduct of the meeting. He shall also perform such functions as shall be required by the Board of Directors.

Section 7. The President, the Treasurer and Secretary shall submit to the Association, at the Annual Meeting, his/her official report for the preceding year.

Section 8. Any officer may be removed from office by a two-thirds vote of the Board of Directors present at a regular meeting or at a special meeting called for the purpose provided that due notice of such proposed action shall have been given in writing to the officer charged at least five (5) days prior to said meeting.

Section 9. In case of temporary absence or disability of an officer, his position may be filled pro-tem by the President.

Section 10. A vacancy caused by death, resignation or removal of any officer or by the failure of the Association to elect, may be filled for the unexpired term by the Board of Directors.

Section 11. Executive Director:

a. Employment: At the discretion of the Board of Directors, the Association may employ an Executive Director on a permanent or temporary basis. The Board of Directors shall make all determinations respecting terms and conditions of employment. The Executive Director need not be a representative of a member of this Association.

b. Duties: The Executive Director shall be held directly accountable to the Board of Directors, and shall adhere to the Board of Directors' Policy Manual. The Policy

Manual shall define all actions, duties and or functions of the Executive Director. Subject to the actions of the Board of Directors, the Board of Directors may direct other duties or responsibilities to the Executive Director.

ARTICLE X **BOARD OF DIRECTORS**

Section 1. The Board of Directors shall constitute the governing body of the Association. It shall be vested with the full power and authority to put into effect the decisions of the Association.

Section 2. The Board of Directors shall consist of the following: President, Vice-President, Secretary, Treasurer, Sergeant-At-Arms, Immediate Past President, one Director elected from and representing each of the active locals, and six members that shall be elected by the General Membership as Directors At Large. The Executive Director and The Parliamentarian (Carver Coach) shall also serve as an exofficio member of the Board of Directors unless otherwise elected to the Board.

2.a Each local Association of the Association which has been certified by the Board of Directors **not less than 120 days prior to the Annual Meeting of each election year**, shall conduct a local election for a member of the Board of Directors. Such elections shall be held in time to permit notification to the Headquarters Office **not less than 30 days prior to the Annual Meeting**.

2.b Election of the Directors At Large shall be held at the Annual Meeting of the General membership of the Association.

2.c **The elected Directors At Large shall serve for a term of two years commencing upon the date of their election, and continuing through the second year following their election and until their successors shall be duly elected and qualified.**

2d. Past Presidents who wish to serve on the board must complete a certification form at least 30 days prior to the Annual Meeting stating their desire to serve on the board. This certification states they have an active ownership/management interest in a member center and that they are willing to comply with all Board policies, including attendance, which govern any elected or appointed board member. The term of a certified past President shall run for 2 years or until they no longer meet the conditions of this by-law. There will be no maximum number of terms for which a Past President can be certified

Section 3. Eligibility for membership on the Board of Directors shall be limited to two representatives of a member center.

Section 4. Over 50% of the members of the Board of Directors shall constitute a quorum for the transaction of business at any of its meetings, except as herein otherwise provided.

Section 5. In the event that a Director At Large vacancy occurs on the Board of Directors, the President may appoint another qualified person to fill the vacancy for the remainder of the unexpired term, with the approval of the Executive committee.

Section 6. The elected officers of the Association shall constitute the Executive Committee, which is hereby vested with the property, business and affairs of the Association between meetings of the Board of Directors. The President shall serve as chairperson of the Executive Committee. It shall meet upon the call of the President with at least 24 hours notice. The President shall also direct that a simple majority shall constitute a quorum for the Executive Committee. All provisions of the Constitution and By Laws and the Board Policy Manual applicable to the Board of Directors shall apply to the Executive Committee when acting in place of the Board of Directors. The Executive Director is Exofficio member of the Executive Committee.

Section 7. The Board of Directors' Policy Manual shall govern all actions by the members of the Board of Directors. The Board of Directors may from time to time, by a majority vote of members present, change, modify, delete, or adopt policy changes within the Board Policy Manual.

ARTICLE XI **TERRITORIAL RIGHTS OF AFFILIATED ORGANIZATIONS**

No changes of territorial rights may be made except at a meeting of the Board of Directors and by agreement of the executive committee of the Association and the local associations affected by such change.

ARTICLE XII **MEETING OF MEMBERS**

Section 1. The Annual Meeting of the members of the Association shall be held each year at a time and place designated by the Board of Directors. All Business lawfully to be transacted by any meeting of the members, general or special, may be transacted at the Annual Meeting of the members without further or special notice. Notice of the time and place of the Annual Meeting shall be mailed to each member of the Association at least thirty (30) days prior to the date fixed for such meeting.

Section 2. Special meetings of the members of the Association may be called by the President at any time, and at such place as the President may designate. Notice of such meetings shall be mailed to each member of the Association at least ten (10) days before such meeting. It shall be the duty of the President to call a special meeting of the members upon written request of a majority of the members of the Association.

Section 3. A quorum of all general membership meetings of the Association shall be ten (10) percent of the members in good standing.

Section 4. Except as otherwise provided by law, or in these by-laws, action by the members of the Association in meeting duly assembled shall be affirmative vote by a majority of members present.

Section 5. All Business meetings shall be in closed session unless otherwise authorized by the Executive Committee.

ARTICLE XIII **COMMITTEES**

The President shall name members of the following standing committees:

Awards
Marketing
Nominating
Tournament & Events

The Board may appoint committees as necessary. The President and/or Executive Director also shall be empowered to appoint such other committees or task forces, as he may deem necessary from time to time for the benefit of the Association. All committees other than standing committees shall report directly to the Executive Director. The President and Executive Director shall be Exofficio members of all committees and task forces.

ARTICLE XIV **RULES OF PROCEDURE AND CONDUCT**

Section 1. The Board shall adopt rules for the conduct of regular Board of Director meetings to ensure that all directors are able to discuss issues and deliberate on all matters brought before the Board. Roberts Rules of Order, when not inconsistent with these by-laws, shall govern all annual membership meetings, unless otherwise directed by the Board.

Section 2. The order of business at the annual meeting of the Association shall be as follows:

- (1) Roll Call
- (2) Reading of minutes of previous meetings
- (3) Reports of Officers and Committees
- (4) Communications
- (5) Unfinished business
- (6) New business

- (7) Election of Directors At Large
- (8) Election of Officers
- (9) Adjournment

ARTICLE XV
FISCAL YEAR

The fiscal year of the Association shall terminate on the 31st day of December of each year.

ARTICLE XVI
INTERPRETATION OF CONSTITUTION AND BY-LAWS

The decision of the Board of Directors on any question involving the interpretation of these by-laws shall be final.

ARTICLE XVII
AMENDMENT OR REPEAL

Section 1. This Constitution and By-Laws, or any part thereof, may be changed, repealed, or amended by a vote of the majority of the members present at the annual meeting or at a special meeting called for that purpose.

Section 2. Any provisions of this Constitution and By-Laws may be amended by a two-thirds vote of the Board of Directors at any regular or special meeting of the Board.

Section 3. All amendments to this Constitution and By-Laws made by the Board of Directors shall remain in full force and effect until the next annual meeting of the members of the Association, and, thereafter, if approved by a majority vote of the members present at such annual meeting of the members of the Association.

ARTICLE XVIII
INDEMNIFICATION

Section 1. Subject to all of the other provisions of the Article, the Association shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative or investigative proceeding, whether formal or informal (other than an action by or in the right of the Association). Such indemnification shall apply only to a person who was or is a director or officer of the Association or who was or is serving at the request of the Association as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonable incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner which such person reasonably believed to be in or not

opposed to the best interests of the Association. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe that such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or on a plea of no contest or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the association, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Subject to all of the provisions of this Article, the Association shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor because (a) the person was or is a director or officer of the Association, or (b) the person was or is serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against the expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Association. However, indemnification shall not be made for any claim, issue or matter in which the person has been found liable to the Association unless, and only to the extent that, the Court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the Court considers proper.

Section 3. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and any proceeding brought to enforce the mandatory indemnification provided by this Article.

Section 4. The right to indemnification conferred in this Article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the Association as well as in such person's capacity as a director or officer. Except as provided in Section 3 of this Article, the corporation shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board of Directors.

Section 5. Any indemnification under Sections 1 or 2 of this Article (unless ordered by a court) shall be made by the Association only as authorized in this specific case. The Association must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 1 or 2, whichever is applicable. Such determination shall be made in any of the following ways: (a) by majority vote of a quorum of the Board consisting of directors

who are not parties to such action, suit or proceeding; (b) by a committee of directors who are not parties to the action if the quorum described in clause (a) above is not obtainable (the committee shall consist, however, of not less than two (2) disinterested directors); or (c) in a written opinion by independent legal counsel.

Section 6. If a person is entitled to indemnification under Sections 1 or 2 of this Article, for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Association shall indemnify the person for the portion of the expenses, judgments, penalties, fines or amounts paid in settlement for which such person is entitled to be indemnified.

Section 7. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 1 or 2 of this Article may be paid by the Association in advance of the final disposition of the action, suit or proceeding, on receipt of an agreement by or on behalf of the person involved to repay such expenses if it is ultimately determined that the person is not entitled to indemnification by the Association. The agreement shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

Section 8. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Association. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 9. The Association may, but is not obligated to, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Association to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation or to the extent authorized from time to time by the Board of Directors.

Section 10. The indemnification provided in this Article continues for a person who has ceased to be a director or officer of the Association and shall inure to the benefit of the heirs, executors, administrators, representatives and assigns of that person.

Section 11. The Association may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the Association or (b) was or is serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance may protect against any liability asserted against that person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Association would have power to indemnify against such liability under this Article or the laws of the State of Illinois.

Section 12. If there are any changes in the Illinois statutory provisions applicable to the Association and relating to the subject matter of this Article, then the

indemnification to which any person shall be entitled shall be determined by such changed provisions in the law, but only to the extent that any such change permits the Association to provide broader indemnification rights than such provision has permitted the Association to provide before any such change.

ARTICLE XIX
CONSTRUCTION OF CONSTITUTION AND BY-LAWS

Any gender reference in the Agreement shall be construed to include the masculine, feminine or neuter, as appropriate, and any reference to any number includes both singular and plural, where the context permits or requires. Use of such pronouns, number references or descriptive titles in this document is for convenience only, and is not intended to affect in any manner, the construction of this document.

These By-laws, as amended, have been adopted by the Board of Directors of the Illinois State Bowling Proprietors Association Inc. and shall be effective as of August 1, 2002. The By-laws shall be reviewed by the Board of Directors at least every two (2) years from and after the date of these amendments.

The Executive Director of the Association shall maintain these By-laws and the original certified by the Association Secretary shall be maintained in the office of the Executive Director.

The Constitution and By-laws of the Bowling Proprietors Association of Illinois Inc. have been adopted, accepted and approved by Board of Directors of the Association March 13, 2002 and were approved by the General Membership this 10th day of April, 2002.

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

R. William Duff, Jr., Executive Director