

**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