
BYLAWS

2017-2018



***GREATER TOLEDO
ASSOCIATION***

Greater Toledo USBC Association

2017-2018 Merged Local Association Bylaws

Introduction

The following document is the mandatory form of bylaws to be adopted by each merged local association and used in conjunction with the USBC Association Policy Manual.

The association must abide by state corporate laws and may adopt additional provisions provided they do no conflict with the mandatory bylaws or state laws. The appropriate provision of state law takes precedence over the bylaws.

Notes and footnotes appear only to provide clarification and examples. Parenthetical statements are for information only.

Article I Name

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

Article II Nonprofit Corporation and Charter

Section A. Nonprofit Corporation

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

Section B. Charter

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

1. Provide services for men, women and youth.
2. Adopt bylaws approved by USBC.
3. Not enact any bylaws or rules inconsistent with USBC's Bylaws.
4. Adhere to stated requirements as set forth in the USBC Bylaws and USBC Association Policy Manual.
5. Not use any part of the net earnings of the organization for the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes clause hereof.
6. Not have a substantial part of the activities of the organization for carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

7. Not carry on any other purpose not permitted to be carried on by an organization exempt from federal income tax under section 501©(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section C. Charter Dissolution

Upon termination of its charter, the USBC association shall transfer all of its assets remaining after payment of its lawful obligations to the USBC association that is a 501 © (3) tax-exempt organization(s) serving the bowling centers previously under their jurisdiction.

If the named recipients are unwilling to accept the assets, are no longer qualified as 501© (3) organizations, or are no longer in existence, then the assets shall be distributed for one or more exempt purposes within the meaning of section 501© (3) government, for a public purpose.

If the organization fails to transfer its assets within 30 days of their termination, USBC shall be entitled to take whatever action it deems appropriate to ensure such transfer.

These requirements are applicable to all associations whose charter has been revoked as well as all current and future associations.

Article III Purpose

The purpose of the association shall be to operate exclusively for charitable and educational purposes, including fostering national or International amateur sports competition within the meaning of Section 501 © (3) of the International Revenue Code, or corresponding section of any future federal tax code and to:

1. Provide equal opportunity for all in the sport of bowling without regard to race, religion, age, gender, disability, or national origin.
2. Promote the game of American Tenpins.
3. Conduct and support bowling competition.
4. Engage in any other activities permitted by an organization classified as tax exempt under Section 501 (c)(3) of the IRC.

Article IV Membership Dues

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

1. **Adults** who have paid the appropriate USBC, state (if applicable) and local association dues; and
2. **Youth** who have paid the USBC Standard Youth dues and bowl in USBC leagues in the association's jurisdiction.

Adults shall pay applicable membership dues, except as provided in Rule 100e, Traveling League and 1001, Mail-O-Graphic League.

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

The annual adult standard membership dues are as follows:

	Local	<u>\$10.00</u>
	State BA	<u>-0-</u>
(Optional)	State WBA	<u>3.00</u>
	USBC	<u>13.00</u>
		\$23.00 or <u>\$26.00</u>

The annual USBC Youth Standard Membership dues are \$4.00, state/local association dues are not allowed.

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

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

The **association** cannot charge additional non-dues assessments.

Membership is not transferable.

Article V Board of Directors – Management

Section A. Board Composition, Authority and Duties

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

1. Youth Representatives who consist of:
 - a. USBC Youth members, at least 14 years of age, bowling in USBC Leagues within the association's jurisdiction.
 - b. One adult representative, who is a USBC member, from each certified youth league (*A league is not eligible for representation if it has not submitted a league application.*)
 - c. One center representative, who is a USBC member, from each bowling center having at least one certified youth league.
2. Youth Directors.

The number of Youth Directors is **3**.

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

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

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

Section B. Eligibility

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

1. **Adult.** A USBC member of good standing of the association at the time of election and throughout their term.
Youth. USBC Youth member bowling in USBC Leagues within the association's jurisdiction.
2. Elected or appointed without regard to race, color, religion, gender, disability, national origin, or age, other than the minimum age of 14, unless state laws mandate a specific age, and be reasonable representative of the membership,
 - a. Any member of the Board authorized to sign contracts or acting as a signatory on the association accounts must be a minimum age of 18.
 - b. At least 20% of the Board must be elected by the Youth Representatives and officers and directors who hold youth membership.
 - c. A maximum of three bowling center proprietors may serve on the Board at one time. A proprietor is an individual who owns 25% or less of the equity shares, or who is inactive in the management of the bowling center and remains so during a term as an officer or director.
3. Applicants must have a minimum of three years of experience on a bowling association board, within the past ten years, to be considered for election as an Officer.

Section C. Election of Directors

Directors are elected by **Plurality*** vote of adult members, Youth Representatives and Board. They are elected by vote from:

1. A slate.

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

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

At least 20% of the total number of Board members must be Youth Directors. Voting will be by those individuals present and voting and by ballot if there is more than one nominee for each position.

Directors whose positions are subject to election by the adult members are elected by adult members and all Officers and Directors.

Youth Directors are elected by:

1. Youth Representatives
2. Youth Directors.

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

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

Section D. Term

The term for directors is 2 years, for a ***unlimited number of terms***. The number of years, the number of terms allowed and a stagger system are determined by the adult members, Youth Representatives and Board.

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

Section E. Resignation, Removal and Vacancies

1. **Resignation.** A Board member may resign from the Board of Directors by providing written notice of resignation to the president or, in the case of the president, to the Board.
2. **Removal for Ineligibility.** A Board member who is no longer eligible to serve on the Board may be removed by a two-thirds vote of the Board when a quorum is present.
3. **Removal for Cause.** When a Board member is accused, in writing, of failure to properly perform the duties of their office or otherwise engaging in improper or unfair activities or conduct, the Board may conduct a meeting following the Removal Procedures in the Suspension and Reinstatement Chapter. An appeal may be filed

- with USBC Headquarters within 15 days of the removal. Two-thirds written consent of the full Board is required to seek re-election and/or reappointment to the Board.
4. **Vacancies.** Vacancies are filled by the President, subject to approval by the Board.
 - 5.

Article VI Officers

Section A. President and Vice President

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

Section B. Election

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

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

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

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

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

Section C. Term

The term for elected officers is 2 years, for an unlimited number of terms in any office. Officers must have been a board member within the last five (5) years to seek an elected office. The members and Youth Representatives and Board determine the number of years in a term and the number of terms allowed and a stagger system.

Section D. Authority and Duties

1. President
 - a. Presides at all meetings.
 - b. Acts as spokesperson for the association
 - c. Appoints committees with Board approval.
2. 1st Vice President
 - a. Presides at all meetings when the president is absent.
 - b. Performs other duties as prescribed by the Board or requested by the president.
3. 2nd Vice President
 - a. Presides at all meetings when the president and 1st vice president are absent.
 - b. Performs other duties as prescribed by the Board or requested by the president.
4. Association Manager
 - a. Selected/appointed by and accountable to the Board.

- b. Acts as the ex officio non-voting secretary/treasurer of the Board or such other officer designation as required by law and determined by the Board.
- c. Responsible for other duties as prescribed by the Board and in the USBC Association Policy Manual.

Article VII Meetings

Section A. Annual Meeting

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

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

1. Attendance

Attendance is open to all adult members, USBC Youth members bowling in USBC Leagues within the association's jurisdiction and Youth Representatives.

2. Youth Representatives

Youth Representatives consist of the following:

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

3. Voice and vote

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

4. Responsibilities

Board, Adult members and Youth Representatives shall:

- 1.) Adopt bylaws, with the exception of adult and youth dues.
- 2.) Adopt local adult dues.
- 3.) Elect:
 - a) Delegates and Alternates for the USBC Annual Meeting
 - b) Delegates and Alternates representing adult members for the State Annual Meeting(s).
 - c) Youth Delegates and Alternates for the State Annual Meeting
 - d) The Board, including 20% of Youth Directors.

Note: A Board Member is a person elected to the Board, by the Adult members, Youth Representatives, and Board to service all members of the association. While 20% of the Board is elected to represent youth, and will likely have expertise in that area, they also serve the adult membership, while directors elected to serve adults also serve the youth members.

The Youth Committee makes recommendations to the entire board on programs, tournaments, fund raisers, etc. and the Board makes the final decision. On the adult side, committees also make these same recommendations and the Board makes the final decision.

5. Meeting Notice

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

6. Special Meetings

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

7. Quorum

- 1) 25 members constitute a quorum. The adult members, Youth Representatives and Board determine the number.

8. Action

A majority vote of those Members/Youth representatives present and voting, at a properly noticed meeting, when a quorum has been established, is required to take action, unless otherwise provided by law or these bylaws. Election of officers requires a majority vote.

Election of Directors requires a plurality in accordance with the bylaws. Election of delegates, Youth Delegates and alternates requires a plurality vote. Absentee and proxy voting are not permitted.

Section B. Board Meeting

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

1. **Notice.** Written notice for all regular and special meetings shall be forwarded to the Board, which should be at least 15 days prior to the meeting.
2. **Quorum***6 members** of board members constitute a quorum. (The adult members, Youth Representatives and Board determine the number.)
3. **Action.** A majority vote of those officers and directors present and voting, at a properly noticed meeting, when a quorum has been established, is required to take action, unless otherwise provided by law or these bylaws. Absentee and proxy voting are not permitted.

- 4. Actions Without a Meeting.** Actions that are deemed necessary to conduct business/operations of the association may be taken outside of a board meeting by use of mail, e-mail or teleconferencing. This type of action must be permissible by state law and approved by the delegates representing adult membership, Youth delegates and the board. **The association does allow the Board to vote via mail, e-mail or teleconferencing. (Approved 5/11/11)**

Section C. Parliamentary Procedure

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

**Article VIII
Committees**

Section A. Standing Committees

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

1. Finance Committee. The committee is responsible for reviewing and monitoring association financial matters.
2. Youth Committee. The Youth Committee is responsible for monitoring, promoting, reviewing and recommending youth programs conducted by the association.

Section B. Other committees

The president may establish other committees, with Board approval.

**Article IX
Delegates, Youth Delegates and Alternates**

Section A. USBC Annual Meeting

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

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

Section B. State Annual Meeting(s)

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

Section C. Eligibility

1. USBC Annual Meeting. Delegates and Alternates must be:
 - a. Elected by the adult members, Youth Representatives and Board.
 - b. At least 18 years of age.
 - c. **Adult.** A USBC member in good standing of the association at the time of election and throughout their term.

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

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

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

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

Section D. Election

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

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

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

Section E. Vacancies

Vacancies are filled for the un-expired portion of each term by Alternates in the order in which they are elected. If a vacancy still exists, the President fills the vacant position by appointment.

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

**Article X
Amendments**

Section A. Procedure

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

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

Section B. Change in Adult Dues

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

1. Be in writing.
2. Specify the amount of the change.
3. Specify the reason for the change.

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

Section C. Effective Date

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

Article XI Fiscal

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

Article XII Indemnification

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



***GREATER TOLEDO
ASSOCIATION***

These bylaws were codified after USBC Annual Meeting – May 2010.

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