



Virginia State USBC 2011-2012 Merged State USBC Association Bylaws

Introduction

This association must abide by state corporate laws and may adopt additional provisions provided they do not conflict with the mandatory bylaws or state laws. The appropriate provision of state law takes precedence over the bylaws.

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

Article I Name

The name of the organization is the **Virginia State USBC** Association, chartered by the United States Bowling Congress.

Article II Nonprofit Corporation and Charter

Section A. Nonprofit Corporation

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

Section B. Charter

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

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

Section C. Association Dissolution

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

Article III Purpose

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

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

Article IV Membership and Dues

Adults who have obtained USBC and local association membership, in accordance with USBC and local association bylaws, become members of this association through the payment of applicable annual state dues, if any.

Youth who have obtained USBC membership and paid the local processing fee, in accordance with USBC bylaws, become members of this association through the payment of applicable annual state dues.

The delegates representing adult membership, and all officers and directors by a two-thirds vote, determine and adopt adult dues, if any.

The annual state adult dues are \$1.00 (Cannot exceed \$1.)

The annual state youth dues are \$0.50.

The Board may waive all or part of state dues for:

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

The association cannot charge additional non-dues assessments.

Article V Board of Directors - Management

Section A. Board Composition, Authority and Duties

The management and governance of the association is vested in the Board of Directors that includes the Officer and Director positions. The delegates representing adult membership, Youth Delegates, and Board determine the number of positions on the Board of Directors and their term. **The total number of Board members is 18, with 14 total number of directors.** At least 20% of the total number of Board members will be elected by the Youth Delegates and officers and directors who hold youth membership. **The number of Board members elected by the Youth Delegates and officers and directors who hold youth membership is 4.**

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

1. Enforcing the bylaws.
2. Complying with the *USBC Association Policy Manual*.
3. Conducting championship level competition for its membership constituency (men, women and youth) and complying with state and local laws in their area.
4. Implementing USBC programs as requested.
5. Selecting/appointing the Association Manager.
6. Approving use of membership records.

Section B. Eligibility

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

1. A USBC member in good standing of the association at the time of election and throughout their term.

2. Nominees for the offices of President and Vice Presidents must have served at least one year on the Virginia State USBC Board.

3. 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 reasonably representative of the membership.
 - a. Any member of the Board authorized to sign contracts or acting as a signatory on association accounts must be a minimum age of 18.
 - b. At least 20% of the Board must be represented by youth and elected by the Youth Delegates 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 is the owner, partner, or corporate officer of a bowling center or group of bowling centers. Excluded from the definition of 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.

Additional eligibility requirements, if any, are to be approved by the delegates representing adults, Youth Delegates, and Board.

Section C. Election of Directors

Directors are elected by a majority vote, unless plurality vote is adopted, by the delegates representing adults, Youth Delegates and the Board. Directors whose positions are subject to election by the delegates representing adults are elected by a plurality vote of those delegates, officers and directors, present and voting from:

1. A slate.
2. Nominations from the floor.

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

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

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

Section D. Term

The term for directors is 3 years, with a limit of (2) consecutive terms per position. The delegates representing adult membership, Youth Delegates, and Board determine the number of years in a term and the number of terms allowed. For two- and three-year terms the delegates representing adult membership, Youth Delegates, and Board establish a stagger system.

Stagger System for Elections:

For initial election, Group A will serve one year; Group B will serve two years; and Group C will serve three years.

Group A – 2nd Vice President, Directors Number 10 – 14

Group B – 1st Vice President, Directors Number 5 – 9

Group C – President, Sergeant-At-Arms, Directors Number 1 - 4

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 of the *USBC Association Manual*. An appeal may be filed with USBC within 15 days of the removal. Two-thirds written consent of the full Board is required to seek reelection and/or re-appointment to the Board.

4. **Vacancies.** Vacancies in positions on the Board are filled for the un-expired portion of each term as follows:

a. If elected by the delegates representing adult membership, and officers and directors who hold adult membership, director vacancies are filled by the president, subject to approval by the Board.

b. Director vacancies elected by the Youth Delegates and officers and directors who hold youth membership are filled by the Youth Committee.

c. The Board fills vacancies in officer positions.

Article VI Officers

Section A. President and Vice President

The officers of this association shall include a president and two (2) vice presidents and a sergeant-at-arms. (The association determines if more than one vice president or a sergeant-at-arms is necessary and defines their duties and responsibilities to be placed in the association's operations manual.)

Section B. Election

The delegates representing adult membership, Youth Delegates, and all officers and directors determine the election process (**Select One.**)

1. Officers are elected by a majority vote of the Board of Directors from among the current directors unless the state laws mandate otherwise; or
2. Officers are elected by a majority vote of the delegates representing adult membership, Youth Delegates, officers and directors, present and voting from:
 - a. A slate.
 - b. Nominations from the floor.

Virginia State USBC uses Option 2.

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

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

Section C. Term

The term for elected officers is 3 years, not to exceed three years in a term and not to exceed two consecutive terms per position. The delegates representing adult membership, Youth Delegates, and Board determine the number of years in a term and the number of terms allowed.

Section D. Authority and Duties

1. President

- a. Presides at all meetings.
- b. Acts as spokesperson for the association.
- c. Serves as the liaison to the state proprietors association, if applicable.
- d. Appoints committees, except Youth, with Board approval.

Note: Committees should be composed of both Board members and non-Board members. (See Chapter Six of the *USBC Association Policy Manual, Committees.*)

2. 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. Sergeant-at-Arms

- a. Keep order at all meetings.
- 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 association delegates representing adult membership and Youth Delegates shall be held at a time and place approved by the Board of Directors. (See Article IX, Section C for the time frame for election of delegates and alternates to the USBC Annual Meeting.)

Attendance is open to all members. Voting officers, directors, delegates/alternates representing adult membership and Youth Delegates/alternates must be at least 14 years of age, unless state laws mandate a specific age.

1. The Association Invites All Associations Within Its Jurisdiction, As Follows:

Merged Associations:

- a. Associations serving men, women and youth are entitled to delegates representing adult membership and youth membership, as follows, except youth delegates shall not be less than 20% of the total delegates allowed with a minimum of 1 youth delegate:

2,000 - and under	3 delegates
2,001 - 6,000 members	4 delegates
6,001 - 10,000 members	5 delegates
10,001 - and above	6 delegates

Non-Merged Associations:

- b. Associations serving men, women and youth individually are entitled to delegates as follows:

3,000 and under	1 delegated – each association
3,001 and above	2 delegates – each association

A local association is not eligible to send delegates representing adult membership and/or Youth Delegates/alternates 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.

- c. **List of Delegates.** A list of elected delegates shall be forwarded to the State association **at least 30 days prior** to the opening of the annual meeting.

2. Voice and Vote

Voting officers and directors, delegates representing adult membership and Youth Delegates, at least 14 years of age, unless state laws mandate a specific age, have voice and vote. Other members may attend with voice only. Absentee and proxy voting are not permitted.

3. Responsibilities

- a. All Delegates representing adult members, Youth Delegates, and officers and directors shall elect two delegates and two alternates for the USBC Annual Meeting.
- b. Delegates representing adult membership and all officers and directors shall:
 - 1) Adopt bylaws, with the exception of youth dues and Youth Committee eligibility requirements.
 - 2) Adopt state adult dues, up to the established maximum.
 - 3) Elect up to 80% of the total number of members of the Board.
- c. Youth Delegates and those officers and directors who hold youth membership shall:
 - 1) Adopt bylaws with the exception of adult and youth dues.
 - 2) Adopt Youth Committee eligibility requirements.
 - 3) Elect the Youth Committee.
 - 4) Elect at least 20% of the total number of members of the Board.

4. Meeting Notice

Written notice of the meeting shall be forwarded to the Board, delegates representing adult membership and Youth Delegates, at least 15 days prior to the annual meeting.

5. Special Meetings

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

6. Quorum

- a. 25 Delegates representing adult membership constitute a quorum.
- b. 3 Youth Delegates constitute a quorum for youth related elections and activities. (See USBC Association Policy Manual, Chapter 5.)

7. Action

A majority vote of the delegates representing adult membership and Youth Delegates, 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.

Election of officers requires a majority vote. Election of directors requires a majority vote. Election of 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 the 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 at least 15 days prior to the meeting.

2. **Quorum. 10 Board members constitute a quorum.** The delegates representing adult membership, Youth Delegates, and Board determine the number. (*See USBC Association Policy Manual, Chapter 5.*)

3. **Action.** A majority vote of the 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. **Action(s) 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 Board. The procedures found in the *USBC Association Policy Manual*, Chapter Five, Section D, Item 4 must be followed.

The association **does** allow the Board to vote via mail, e-mail, or teleconference.

Section C. Parliamentary Procedure

The most recent edition of *Robert's Rules of Order, Newly Revised*, shall govern 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 the association's financial matters.

2. Youth Committee. The Youth Committee is elected by plurality vote. Youth Committee members whose positions are subject to election are elected by a vote of those Youth Delegates, officers and directors who hold youth membership, present and voting from:

- a. A slate provided by the Youth Committee.
- b. Nominations from the floor.

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

The Youth Committee is responsible for:

- a. Developing eligibility requirements for Board members representing the youth to be approved by the delegates representing adult membership, Youth Delegates and Board.
- b. Developing eligibility requirements for the Youth Committee, subject to approval of the Youth Delegates and officers and directors who hold youth membership.
- c. Monitoring, promoting, reviewing and recommending youth programs conducted by the association.

Section B. Other Committees

The president may establish other committees, with Board approval.

Article IX Delegates and Alternates to USBC Annual Meeting

Section A. USBC Annual Meeting

Two delegates and two alternates are elected by plurality vote of those delegates representing adult membership, Youth Delegates, and officers and directors, present and voting. (See Article VI, Section A of the national bylaws for representation.)

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

Section B. Eligibility

Delegates and Alternates must be:

1. Elected by the Board and delegates.
2. At least 18 years of age.
3. A USBC member in good standing of the association at the time of election and throughout their term.

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.

Note: If the association's charter has been revoked they are ineligible to send delegates to the USBC Annual Meeting.

Section C. Election

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

1. A slate.
2. Nominations from the floor.

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

3. Plurality vote. The election shall be by ballot, except that 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 Annual Meeting requirements.

Section D. Vacancies

Vacancies in delegate positions are filled for the un-expired portion of each term by the alternates, in the order in which they were elected. If a vacancy still exists, the president fills the vacant position(s) by appointment.

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

Article X Amendments

Section A. Procedure

Any member of the association may submit proposed amendments to these bylaws. The state association bylaws may be amended at any delegate/Youth Delegate meeting by a two-thirds vote of the delegates representing adult membership, Youth Delegates, 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 meeting when the association is considering the proposal. (The date or number of days is to be set by the delegates representing adult membership, Youth Delegates and Board. (See Section B, Change in Dues.)
3. Forwarded by the state association at least 30 days before the meeting to:
 - a. Local Association Managers.
 - b. State Board of Directors.
 - c. Delegates representing adult membership and Youth Delegates eligible to vote.

Section B. Change in Adult Dues

Forward a notice to each delegate representing adult membership and Board member 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 local association.

Section C. Effective Date

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

Article XI Fiscal Year

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.

Note: Voting procedure:

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.

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