

THE NEW YORK STATE UNITED STATES BOWLING CONGRESS WOMEN'S BOWLING ASSOCIATION, INC.

MISSION STATEMENT

The mission of the NYS USBC WBA is to maintain and increase interest in the sport of bowling by providing service, program and support of the parent organization USBC.

The NYS USBC WBA, like USBC and your local women's bowling association, provides a variety of services, programs and opportunities to you.

USBC membership is a bargain. You get the benefits and opportunities of three organizations for one low price.

Here are some of the services you receive for your \$1.00 state membership fee.

**A Website that provides;
News Highlights Page
Calendar of Events
Tournament Awards Program
Association Awards Program
State Hall of Fame
Delegate to National Meeting
History Files
State Senior Tournament
State Queen's Tournament
State Championship Tournament
Youth Scholarship Program
WBA Office and Staff
State Bowling Council Member
FAX and 800 Telephone Numbers
Conduct Annual Fund Raiser in Support of Breast Cancer Projects
Support Community and National Charitable**

WWW.NYSUSBCWBA.COM

New York State USBC WBA, Inc.

2009-10 Bylaws

Note: The options provided by USBC are *italicized* and **highlighted**.

Introduction

The following document is the mandatory form of bylaws to be 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 not conflict with the mandatory bylaws or state laws. The appropriate provision of state law takes precedence over the bylaws.

Article I Name

The association is chartered by the United States Bowling Congress (USBC). The name of the organization is the *New York State USBC WBA, Inc.*

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 USBC WBA (women only).
2. Adopt bylaws approved by USBC.
3. Not enact any bylaws or rules inconsistent with *USBC's Bylaws*.
4. Adhere to Performance Standards and 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 (IRC) 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. "Gender" does not apply to WBA associations.
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

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

The WBA delegates and Board, by two-thirds vote, determine and adopt adult dues, if any. ***The annual state dues are \$1.00*** (cannot exceed \$1.00).

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 Board and the WBA delegates determine the number of positions on the Board of Directors and their term. ***The total number of Board members is ten (10) with six (6) total number of Directors.***

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 (women) 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 the election and throughout their term.
2. Elected or appointed without regard to race, color, religion, gender, disability, national origin, or age, other than the minimum age of 14 years, unless state laws mandate a specific age, and be reasonably representative of the membership. "Gender" does not apply to WBA.
 - 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. 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.
3. ***A member of the Board of Directors for at least two (2) years, including year of nomination, for nomination as an Officer.***

Additional eligibility requirements, if any, are to be approved by the Board and the WBA Delegates.

Section C. Election of Directors

Directors are elected by a majority vote*, unless a plurality vote** is adopted by the Board and WBA delegates. *Directors are elected by a plurality** vote of the Board and the WBA delegates 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.

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

Section D. Term

The term for directors is two (2) years. Directors may serve a total of three (3) consecutive terms.

The number of years in a term, the number of terms allowed, and a stagger system are determined by the Board and the WBA delegates.

The stagger system adopted by the association is as follows:

<u><i>Even Years</i></u>	<u><i>Odd Years</i></u>
<i>President</i>	<i>1st Vice-President</i>
<i>2nd Vice-President</i>	<i>Sergeant-at-Arms</i>
<i>Three Directors</i>	<i>Three Directors</i>

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 hearing 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 re-appointment to the board.
- 4. **Vacancies.** Vacancies in positions on the board are filled for the unexpired portion of each term as follows:
 - a. The president, with Board approval, shall fill vacancies in director positions.
 - b. The Board fills vacancies in officer positions.

**Article VI
Officers**

Section A. President, Vice-Presidents, and Sergeant-at-Arms

The officers of this association shall include a president and vice-president *The officers of this association shall include a President, two (2) Vice-Presidents, and a Sergeant-at-Arms.*

*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.

Section B. Election

The WBA delegates, officers, and directors determine the election process.

Officers are elected by a majority vote* of the WBA delegates, officers, and directors present and voting from:

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

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

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

Section C. Term

The term for elected officers is two (2) years. Officers may serve a maximum of two (2) consecutive terms in the same position. The number of years in a term (three maximum), the number of terms allowed, and a stagger system are determined by the Board and the WBA delegates.

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 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-Presidents

- a. Preside at all meetings when the president is absent.
- b. Performs other duties as prescribed by the Board or requested by the president.

3. Association Manager

- a. Selected/appointed by and accountable to the Board.
- b. Responsible for implementation of USBC's Performance Standards.
- c. 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.
- d. 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 Board and the WBA delegates/alternates shall be held at a time and place approved by the Board of Directors. (See Article IX, Section B, for the time frame for election of WBA delegates and alternates to the USBC Annual Meeting.)

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

*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.

1. **The association invites all associations, delegates and youth delegates within its jurisdiction, as follows:**

a. **Associations**

WBA will invite all WBA associations as well as those associations that have a combined membership of men, women, and youth.

- b. **Delegates Alternates.** Defined as members, at least 14 years of age at the time of the election, unless state laws mandate a specific age, who are elected by chartered local associations. Only adult membership will be used to determine the number of adult delegates and alternates an association is entitled to send to the USBC WBA state annual meeting.

<u>Membership</u>	<u>No. of Delegates</u>	<u>Membership</u>	<u>No. of Delegates</u>
<i>Up to 300</i>	<i>2</i>	<i>2101 – 2900</i>	<i>7</i>
<i>301 – 700</i>	<i>3</i>	<i>2901 – 3000</i>	<i>8</i>
<i>701 – 1100</i>	<i>4</i>	<i>3001 – 4000</i>	<i>9</i>
<i>1101 – 1500</i>	<i>5</i>	<i>4001 – 5000</i>	<i>10</i>
<i>1501 – 2100</i>	<i>6</i>	<i>5001 & Over</i>	<i>11</i>

A local association is not eligible to send delegates 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. **Credentials.** Credentials are *forwarded to the state association on or before December 1* prior to the opening of the annual meeting.

2. **Voice and Vote**

WBA delegates, voting officers and directors of the association, 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 allowed.

3. **Responsibilities**

WBA Delegates and Board members shall:

- 1) Adopt bylaws.
- 2) Adopt state adult dues, up to the established maximum.
- 3) Elect officers and directors to the Board.
- 4) Elect one delegate and one alternate to the USBC Annual Meeting.

4. **Meeting Notice**

Written notice of the meeting shall be forwarded to the Board and WBA 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 a least three Board members or at least twenty-five WBA delegates.

6. **Quorum**

Fifty (50) delegates constitute a quorum. The delegates and Board determine the number. (See the *USBC Association Policy Manual*, Chapter 5.)

*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.

7. **Action**

A majority vote of 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*, unless plurality vote** has been adopted in accordance with these bylaws. Election of WBA 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. Six (6) Board members constitute a quorum.** The Board and WBA delegates determine the number. (See the *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 WBA 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 a Finance Committee. The committee is responsible for reviewing and monitoring association financial matters.]

Section B. Other Committees

The president may establish other committees, with Board approval.

*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.

Article IX
Delegate and Alternate to USBC Annual Meeting

A delegate and alternate to the USBC Annual Meeting are elected by plurality vote** of those WBA 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 A. Eligibility

Delegates and alternates must be:

1. Elected by the Board and WBA 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 B. Election

The delegate and alternate 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 C. Vacancies

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

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

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

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 by a two-thirds vote at any WBA delegate meeting, by the delegates and Board present and voting.

The amendment must be:

1. Submitted in writing to the Association Manager or president.
2. ***Submitted by September 1 prior to the meeting when the association is considering the proposal.*** (See Section B, Change in Dues.) The date or number of days is to be set by the Board and WBA delegates.
3. ***Forwarded by the state association at least sixty (60) days before the meeting to:***
 - a. Local Association Managers.
 - b. State Board of Directors.
 - c. WBA Delegates.

Section B. Change in Dues

Forward a notice at least 15 days prior to the meeting at which the proposed change is considered to the Board and the WBA delegates.

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 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.