

NORTH CAROLINA USBC ASSOCIATION, INC. BYLAWS

Introduction

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

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

Note 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 North Carolina State USBC Association, Inc., 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*.
5. Not use any part of the net earnings of the organization for the benefit of, or be distributable 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 set forth in the purpose clause thereof.
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 purposes not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(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(c)(3) tax-exempt organization(s) serving the bowling centers previously under their jurisdiction, provided such entity is exempt under Section 501(c)(3) of the Internal Revenue Code.

If the named recipients are unwilling to accept the assets, are no long qualified as 501(c)(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(c)(3) code, or shall be distributed to the federal government, or to a state or local 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 as stated in the Article 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 activity 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/affiliate membership, in accordance with USBC and local association/affiliate bylaws, become members of this association through the payment of applicable annual state dues, if any.

The Board and Delegates*, by two-thirds vote, determine and adopt adult dues, if any. The annual state dues are \$1.00. (Cannot exceed \$5.00)

The annual state standard membership dues are \$4.00. State/local association dues are not allowed.

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.

Membership is not transferable.

Article V Board of Directors – Management

Section A. Board Composition, Authority and Duties

1. The management and governance of the association is vested in the Board of directors that includes the Officer and Director positions. The total number of directors is 12. The total number of Board members is 15. At least 20% of the total number of Board members must be Youth Directors, one of which must be a Youth Leader (Youth Director #4). The Board and Delegates* determine:
 - a. The number of positions on the Board.
 - b. Terms.
 - c. Term limits, if any.
2. The Board shall not engage in any acts constituting a conflict of interest. The Board's duties include but are not limited to:
 - a. Enforcing the bylaws.
 - b. Complying with the *USBC Association Policy Manual*.
 - c. Conducting championship level competition for:
 - (1) **Adults**. Its member constituency (men and women) and complying with state and local laws in their area.
 - (2) **Youth**. All USBC Youth Members.
 - d. Implement USBC programs.
 - e. Select/appoint the *Association Manager*.
 - f. Approve use of membership records.
3. The officer positions are: President, Vice President and Sergeant-at-Arms. All officers and directors will serve a three-year term with the exception of the Youth Leader (Youth Director #4), who will serve a one-year term.

Section B. Eligibility

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

- 1. **Adult.** A USBC member in good standing of the association at the time of election and throughout their term.
Youth. USBC Youth members 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 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 Youth Directors.
 - 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 corporation 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, will be developed by the Nominating Committee to be approved by the Delegates representing adult membership, Youth Delegates, and the Board.

A candidate for an officer position must have served a minimum of two (2) years during the past five (5) years on the Board of the NCS USBCA.

Section C. Election of Directors

Directors are elected by plurality vote by the Board and Delegates* from.

- 1. A slate provided by the Nominating Committee.
- 2. Nominations from the floor.

At least 20% of the total number of Board members must be Youth Directors. Youth Directors and Directors are elected by the Board and Delegates*.

Youth Director #4 must be a Youth Leader who will serve a one-year term.

Qualifications must be submitted to the Nominating Committee at least 14 days prior to the opening of the annual meeting.

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

Section D. Term

The term for directors is three (3) years with the exception of the Youth Leader (Director #4), who will serve a one-year term. The number of years in a term and the number of terms allowed, and the stagger system are determined by the Board and Delegates*.

The stagger system will be:

A	B	C
President	Vice President	Sergeant-at-Arms
Directors 1 – 3	Directors 4 – 6	Directors 7 – 8
Youth Director 1	Youth Director 2	Youth Director 3
Youth Director 4	Youth Director 4	Youth Director 4

“A” will be elected 2009-2012-2015, etc.

“B” will be elected 2008-2011-2014, etc.

“C” will be elected 2007-2010-2013, etc.

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 re-election 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. The Board fills vacancies in the President's position. All other vacancies are filled by the President, subject to approval by the Board.

Note: When filling Youth Director vacancies, the Youth Committee will be consulted for their recommendations.

Article VI Officers

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

The officers of this association shall include the President, Vice President and Sergeant-at-Arms.

Section B. Election

The Board and Delegates* determine the election process. Officers are elected by a majority vote of the Delegates representing adult membership, Youth Delegates, and the Board, present and voting from:

1. A slate provided by the Nominating Committee.
2. Nominations from the floor. Qualifications must be submitted to the Nominating Committee at least 14 days prior to the opening of 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 three years, not to exceed three years in a term. The Board and Delegates* determine the number of years in a term and the number of terms allowed.

The office of President is limited to two consecutive three-year terms.

[See Article V. Board of Directors - Management, Section D Term for stagger.]

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: All committees should be composed of both Board members and non-Board members.

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. Performs those duties as prescribed by the Board of directors or as 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 *USBA Association Policy Manual*.

Article VII Meetings

Section A. Annual Meeting

An Annual Meeting of the Board and association/affiliate 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, and Delegates*/Alternates* must be at least 14 years of age, unless state law mandates a specific age.

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

- a. Associations serving men, women and youth are entitled to Delegates representing adult membership and Youth Delegates/Alternates.
Delegates/Alternates. Only adult membership will be used to determine the number of adult Delegates/Alternates to which an association is entitled.
Youth Delegates/Alternates. Only youth membership will be used to determine the number of Youth Delegates/Alternates to which an association is entitled.
- b. Associations serving men and women only (BA).
Delegates/Alternates. Association membership will be used to determine the number of Delegates/Alternates to which an association is entitled.
- c. Associations serving women only (WBA).
Delegates/Alternates. Association membership will be used to determine the number of Delegates/Alternates to which an association is entitled.
- d. Associations serving youth only (Youth Association).
Youth Delegates/Alternates. Association membership will be used to determine the number of Youth Delegates/Alternates to which an association is entitled. Youth Delegates/Alternates are defined as members, at least 14 years of age unless state laws mandate a specific age, elected by chartered local associations.
- e. Affiliates. Affiliates representing adult and/or youth members will be entitled to Delegates as follows:
 - (1) Affiliates with both adult and youth members will be entitled to one (1) adult and one (1) youth Delegate.
 - (2) Affiliates with only adult members will be entitled to one (1) adult Delegate.
 - (3) Affiliates with only youth members will be entitled to one (1) youth Delegate.

The number of Delegates representing adult membership and Youth Delegates/Alternates an association/affiliate is entitled to is as follows:

Adult Delegate Structure:

<u>Merged</u>		<u>Non-Merged</u>	
250 and less	2	250 and less	1
251 – 500	3	251 – 500	2
501 – 750	4	501 – 750	3
751 – 1000	5	751 – 1000	4
1001 – 1250	6	1001 - 1250	5
1251 – 1500	7	1251 – 1500	6
1501 – 1750	8	1501 – 1750	7
1751 – 2000	9	1751 – 2000	8
2001 and up	10	2001 and up	9
Affiliates	1	Affiliates	1

Youth Delegate Structure:

<u>Merged and Non-Merged</u>	
Up to 100	2 Minimum of one must be a youth.
101 – 250	3
251 – 500	4
501 – 1000	5
1001 and up	6
Affiliates	1

A local association/affiliate is not eligible to send Delegates representing adult membership and Youth Delegates/Alternates, if it is declared delinquent or USBC has revoked its charter.

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

- 2. **Credentials.** Credentials are forwarded to the state association at least 45 days prior to the opening of the annual meeting.
- 3. **Voice and Vote.** Voting Board and 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.
- 4. **Responsibilities**
 The Board and Delegates* shall:
 - a. Adopt bylaws, with the exception of youth dues.
 - b. Adopt state adult dues, up to the established maximum.

- c. Elect:
 - (1) Two Delegates and two Alternates for the USBC Annual Meeting.
 - (2) The members of the Board, with at least 20% representing youth.

Note: 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 make the same recommendations, and the Board makes the final decision.

- 5. **Meeting Notice**
 - a. Written notice of the meeting shall be forwarded to the Board and Delegates* at least 15 days prior to the annual meeting.
- 6. **Special Meetings**
 - a. Special Delegate* meetings may be called by the President or upon written request of at least three (3) Board members or at least twenty-five (25) Delegates*.
- 7. **Quorum**
 - a. 50 Adult Delegates* representing adult membership constitute a quorum.
 - b. 20 Youth Delegates* constitute a quorum for youth.
 - c. A quorum of both Adult Delegates and Youth Delegates must be present in order to conduct business.
 - d. (See Meetings in the *USBC Association Policy Manual*.)
- 8. **Action**
 - a. A majority vote of the Board and Delegates* present and voting, at a properly noticed meeting, when a quorum of both Adult Delegates and Youth Delegates has been established, is required to take action, unless otherwise provided by law or these bylaws.
 - b. Election of officers requires a majority vote. Election of directors, national Delegates and Alternates, and Youth Directors require a plurality 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. Absentee and proxy voting are not permitted.

Section B. Board Meeting

The Board shall meet at least annually. Special meetings may be held upon the request of any Board member if a majority of the Board approves.

- 1. **Notice.** Written notice of all regular and special meetings shall be forwarded to the Board at least 15 days prior to the meeting.
- 2. **Quorum.** 8 Board members constitute a quorum. The Delegates* determine the number.
- 3. **Action.** A majority vote of the Officers and Directors, present and voting, at a properly called 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 and e-mail.

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 annual budget and other 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
Adult Delegates and Alternates to USBC Annual Meeting

Section A. USBC Annual Meeting

Two Delegates and two Alternates are elected by plurality vote.

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. At least 18 years of age.
2. **Adult.** A USBC member in 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.

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. Elections

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

1. Board and Delegates*.
2. A slate provided by the Nominating Committee.
3. Nominations from the floor. Qualifications must be submitted to the Nominating Committee at least 14 days prior to the opening of the annual meeting.
4. 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.
5. 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 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/affiliate may submit proposed amendments to these bylaws. The state association bylaws may be amended at any Membership meeting by a two-thirds vote of the Board and Delegates* present and voting. The amendment must be:

1. Submitted in writing to the Association Manager or President.
2. Submitted by November 1 of that year when the association is considering the proposal. (The date or number of days to be set by the Delegates representing adults, 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. Board.
 - c. Delegates*.

Section B. Change in Adult Dues

Forward a notice to each Board member and Delegate* 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/affiliate.

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:

Delegate* or Delegates* is defined as adult members and Youth Delegates representing USBC Youth members bowling in USBC leagues within the association's jurisdiction.

A Delegate* votes once regardless if that person represents adults, youth, or both.

Adopted: Feb. 12, 2006

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May 21, 2010 (USBC mandated)
May 21, 2011 (USBC mandated)
January, 7, 2012 (USBC mandated)
February 20, 2012 (USBC mandated)
August 1, 2012
January 1, 2013 (USBC mandated)
August 1, 2014 (USBC mandated)
April 30, 2015 (USBC mandated)