

SOUTHEAST BOWLING ASSOCIATION, INCORPORATED
CONSTITUTION AND BY-LAWS
REVISED November 27, 2007

ARTICLE I - NAME AND PURPOSE

SECTION 1: NAME:

The name of this corporation is the Southeast Bowling Association, Incorporated herein referred to as SBA.

SECTION 2: PRINCIPAL OFFICE:

The principal office of the corporation shall be located at "300" West Main Street, Taylors, South Carolina. The corporation also may have offices at such other places as the Board of Directors may determine from time to time or as the activities of the Corporation may require.

SECTION 3: PURPOSE:

- A. To promote and foster the sport of bowling (American Tenpins) within the states located south of the Pennsylvania and New Jersey state lines; south and east of the Ohio River; and east of the Mississippi River with the assistance, guidance and direction of the United States Bowling Congress.
- B. To encourage and foster a spirit of good-fellowship without regard to race, color, religion, age, gender or national origin.
- C. To promote and conduct a sanctioned Annual SBA Championship Handicap Tournament, for all sanctioned bowlers, located within the boundaries described in Article 1, Section 3-A. Instructions for invitations to host, selection procedures, tournament management responsibilities and tournament rules are included as Appendix III, Annual Tournament Policies and Procedures.

SECTION 4: LIMITATIONS AND RESTRICTIONS:

- A. Income and distributions: no part of the assets, income, or net earnings of the corporation shall be distributable to or shall accrue to the benefit of its members, trustees, directors, officers, or any shareholder or private individual, but reasonable compensation may be paid for services rendered to enable the corporation to provide the functions for which it has been organized. No member, Trustee, Director, or Officer of the Corporation, or any shareholder or private individual, shall be entitled to share in the distributions of any corporate assets on dissolution of the corporation.

- B. Prohibited transactions: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not, directly or indirectly, participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- C. Scope of activity: Notwithstanding any other provision herein, the Corporation shall not carry on any other activities not permitted to be carried on by the Corporation exempt from Federal Income Tax under Section 501(c) (7) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any United States Internal Revenue Law.

ARTICLE II – MEMBERSHIP

Qualified individuals who are members of an USBC Chartered Local Association within the boundaries described in Article I, Section 3-A may be nominated and elected to any office of the SBA, as provided in Article IV of this Constitution.

ARTICLE III – MANAGEMENT

SECTION 1: MANAGEMENT

Management of the SBA shall be vested in the Board of Directors and the Council of Delegates when in session.

- A. The Board of Directors shall consist of the Officers and Directors. No proxy votes will be permitted.
- B. The Board of Directors, except for Directors at Large and Affiliated Directors, shall be elected or appointed for the term of one (1) year at the annual meeting. The Initial Members of the Board shall be those names set forth on the Corporation's Declaration and Petition for Incorporation.
- C. The Council and Delegates shall consist of members of the Board of Directors and one (1) duly appointed Delegate from each Local Association within the boundaries of the SBA, Inc., meeting the requirements set forth in Article IV, Section 1, paragraph G.

SECTION 2: VOTING:

Final voting power shall be vested in the Board. The Act of the majority of the members of the Board present, at any meeting at which there is a quorum, shall

be the act of the Board. {Note: Executive Director and Assistant Executive Director do not have a vote effective 6/26/99}

SECTION 3: POWERS:

The Board of Directors shall establish Policies and Procedures and make decisions for the furtherance of the purposes of the SBA.

SECTION 4: MEETINGS:

The SBA shall hold two (2) meetings each year.

- A. The Board of Directors shall meet on the Saturday following Thanksgiving Day at the location selected by members present at the previous Fall Meeting.
- B. The Annual Delegates Meeting shall be held in conjunction with the Tournament during the month of June. Voting power is vested in the members of the Board of Directors and duly appointed Delegates from those Local Associations qualifying for representation in accordance with Article IV, Section 1, paragraph G.
- C. The Annual and Fall Meetings of the SBA shall be open meetings.
- D. Written notice of such meetings, designating the date so fixed, shall be mailed to the last known address of each member of the said Board, not less than (30) days prior thereto.

SECTION 5: REMOVAL:

- A. Any member of the Board may, for sufficient cause, be removed from office by a two-thirds (2/3) vote of the Board.
- B. When a Board member is charged in writing with malfeasance, misfeasance, or nonfeasance of office, the President will appoint a Special Hearing Committee to consider such charges and recommend an appropriate course of action.
- C. The Executive Director will inform the accused, in writing, of the charges against him/her, the time and place at which the hearing will be conducted, and the accused rights to be heard, represented by counsel, and to produce witnesses to testify in his/her behalf.
- D. This notice will be sent, by Registered Mail, Return Receipt Requested, to the member's last known address at least ten (10) days prior to the scheduled hearing date.

SECTION 6: NOMINATIONS:

It shall be the exclusive duty of the Council of Delegates, at each Annual Meeting, to elect and or appoint Directors and Officers of the SBA. The Nominating Committee shall finalize the slate of nominees for the ensuing year, at least thirty (30) days before the meeting. {Appendix I, Section X}

SECTION 7: EXECUTIVE COMMITTEE

An Executive Committee consisting of the President, Executive Vice President, State Vice Presidents, Executive Director, Assistant Executive Director and five (5) Immediate Past Presidents/SBA Directors at Large, shall have the power to carry out and enforce all objects of the SBA and transact any and all business when the Board of Directors is not in session. States not represented on the Executive Committee may apply for affiliation.

ARTICLE IV - OFFICERS, TERMS OF OFFICE AND THEIR DUTIES

SECTION 1: NOMINATIONS AND ELECTIONS

The officers of the SBA shall be a President, an Executive Vice President, Vice Presidents, an Executive Director, and an Assistant Executive Director. With the exception of the President, Executive Director, and Assistant Executive Director, all Officers shall be elected at the Annual Meeting and shall hold their respective offices from August 1st through July 31st of the ensuing year. The Executive Vice President shall automatically ascend to the office of the President.

- A. Vice President: Each Vice President must be a bona-fide resident of the State they are elected to represent in the SBA.
- B. Executive Director: The Executive Director of the SBA shall be appointed by the Executive Committee, prior to the Annual Meeting, for a term of five (5) years which will become effective August 1st of the year elected (1993). Continuance in office will be subject to confirmation annually by the Executive Committee.
- C. The Assistant Executive Director of the SBA shall be appointed by the Executive Committee, prior to the Annual Meeting, for a term of one (1) year which will become effective August 1st of each year.
- D. Directors:
 - (1) State Directors shall be elected or re-elected to a term of one year at the Annual Delegates Meeting. Each Vice President will recommend, in writing, to the Executive Director and Chairman of the Nominating Committee, a maximum of five (5) qualified individuals from his/her State, for nomination as State Directors

on the SBA Board. Final recommendations will be submitted by April 1st of each year.

- (2) Affiliated Directors – Officers and Directors of the USBC Board who reside within the boundaries of the SBA; participate in its activities and programs; and actively support its goals and objectives may be recommended by the Executive Committee for appointment as “Affiliated Directors” so long as they qualify in accordance with this sub-paragraph and occupy the qualifying position in the United States Bowling Congress.
 - (3) SBA Directors at Large – Upon recommendation of the Executive Committee, the SBA Board may elect the outgoing Immediate Past President to the position of SBA Director at Large for a single term of five (5) years. SBA Director at Large will enjoy all privileges and voting rights for the term of his/her office.
- E. An Executive Director Emeritus of the SBA may be elected by the Executive Committee.
- F. Each USBC Chartered Local Association, within the boundaries of the states comprising the area of the SBA, that has members participating in the Annual SBA Tournament and otherwise supports the goals and objectives set forth in the Article 1, Section 3, paragraph A and B, may send one Delegate to the Annual Meeting of SBA.
- G. All Officers and Directors of the SBA must be members of the United States Bowling Congress in good standing.

SECTION 2: DUTIES

- A. President. The President shall be the Chief Executive Officer of the SBA and shall preside at any business meeting of the SBA and at all Annual Meetings of the Board of Directors. The President shall have such other powers and perform such other duties as usually pertain to this office.
- B. The President shall be compensated for transportation and motel expenses incurred in attending the Fall and Annual Meetings of the SBA, for meeting with Host Association of the Annual SBA Tournament when called upon, to complete arrangements for the handling of the Tournament, and for any trips authorized by the Board of Directors.
- C. Executive Vice President: The Executive Vice President shall assist the President and prepare to ascend to the Office of President. Committees and an agenda, for the year to be served as President, shall be prepared so as to present them at the Annual Meeting.

He/she shall preside in the absence of the President and ascend to chair in the event the President is unable to perform his/her duties.

D. Vice Presidents:

- (1) Vice Presidents shall perform all acts delegated to them by the President and shall act as the Representative of the State from which elected as a member of the Executive Committee and the Board of Directors.
- (2) Vice Presidents will recommend, in writing, to the Executive Director and Chairman of the Nominating Committee, a maximum of five (5) qualified individuals from his/her State, for nomination as State Directors on the SBA Board. Final recommendations will be submitted by April 1st of each year.
- (3) Vice Presidents shall coordinate and direct the efforts of the State Directors within his/her state to promote interest and participation in the SBA.

E. Directors:

- (1) The duties of the State Directors, Affiliated Directors and SBA Directors at Large shall include stimulating interest in SBA, promoting entries for the Annual Tournament, and shall make every effort to attend all meetings upon written notice from the Executive Director of the SBA and will actively participate in Committee assignments. Committees are defined in Appendix I, Standing Rules.
- (2) State Directors will provide a written summary of activities to their respective State Vice President no less than once each year.

F. Executive Director:

- (1) The Executive Director shall keep and preserve all records of the SBA, and keep minutes of all Meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, and shall discharge such other duties as may be imposed upon him/her by the President and the Board of Directors. The Executive Director shall also function as SBA Treasurer and have charge and custody of and be responsible for all funds of the SBA, and deposit all such moneys in a recognized banking facility in the name of the SBA, as the Board chooses. All withdrawals shall require the signature of the President or the Assistant Executive Director and the Executive Director. He/she shall discharge such duties as are customarily performed by such officer in a corporation of like character and such additional duties as may, from time to time, be imposed upon him/her by the President and the Board of Directors.

- (2) He/she shall prescribe and supervise the activities of the Assistant Executive Director.
- (3) He/she shall receive traveling and motel expenses for trips made in the interest of the SBA. Such trips, except the trip to the Fall and Annual Meetings and Inspections, shall be authorized in advance by the President. Itemized vouchers must be presented to substantiate such expenses.
- (4) He/she shall be responsible for arrangements for the Fall and Annual Meetings for the SBA.

G. Assistant Executive Director:

- (1) Shall perform such duties as the Executive Director and the Executive Committee shall assign.

H. Executive Director Emeritus: This is an office of prestige and the Honoree will be treated accordingly. Executive Director Emeritus may be reimbursed for expenses to attend the Annual and Fall Meetings.

I. Dismissal from Office: When the conduct of an Officer or director is derogatory to the interests of the SBA or he/she fails to perform the duties of his/her office, he/she is subject to removal from office by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE V - VACANCIES

If at any time between the Annual Meetings of the Board of Directors, a vacancy exists upon the Board because of resignation, death or incapacitation, the President with the approval of the Executive Committee is authorized and empowered to appoint a suitable person to fill the unexpired term of office. The Executive Committee may select the Immediate Past President to serve an additional term in case the Executive Vice President cannot ascend to the office.

ARTICLE VI – HONORARY MEMBERSHIP AND SPECIAL RECOGNITION

SECTION 1:

Past Presidents and other members who have served the SBA with diligence and distinction for at least ten (10) years may be recommended by the Nominating Committee for "Honorary Life Membership". This honor does not include member voting privileges and may be awarded to deserving individuals only when the individual leaves the Board as an active member.

SECTION 2:

There shall be an SBA Hall of Fame (HOF). Criteria for election may be found in Appendix II, Hall of Fame By-Law and Regulations.

SECTION 3:

All members of the SBA who, while members of a comparable bowling organization rendered outstanding and exemplary service over an extended period of time to such organization and who, except for length of membership in SBA are otherwise fully qualified for recognition as a "Honorary Life Member of the SBA, election to the SBA Hall of Fame, or Executive Director Emeritus" will be credited with a like period of service for the purpose of meeting membership requirements for election to Honorary Life Membership, to the Hall of Fame, or Executive Director Emeritus in the SBA.

ARTICLE VII - QUORUMS

A simple majority of the Board of Directors and Delegates present at any regular or special meeting called pursuant to the Bylaws shall constitute a quorum for the legal transaction of business.

ARTICLE VIII - AMENDMENTS OR REPEALS

These Bylaws may be modified, amended, or repealed by a two-thirds (2/3) vote of the Council at any Annual or Special Meeting called for the purpose of making revisions, amendments or repeals. All proposed changes to the Constitution must be submitted to the Executive Director in writing sixty (60) days prior to the Fall Meeting date. Proposed changes should be clearly stated and supported by reason for the proposed change. Notice of the meeting shall designate the revision, amendment or repeal that shall be discussed.

ARTICLE IX - ACCOUNTING YEAR

The accounting year of the Corporation shall end on December 31st of each year.

ARTICLE X - DISSOLUTION OR LIQUIDATION

In the event of the dissolution of the Corporation, no Member, Trustee, Director, or Officer of the Corporation, or any Shareholder or private individual shall be entitled to share in the distribution of any corporate assets, but the assets of the Corporation shall be applied and distributed as follows:

- A. All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provisions shall be made therefore; and
- B. All of the remaining assets of the Corporation shall be transferred or conveyed to some organization or organizations organized and operated exclusively for such purposes and in such a manner so that it is or they are at that time a qualifying exempt organization or organizations under Section 501 (c) (3) of the said Internal Revenue Code or future law.

ARTICLE XI - CONDUCTING OF MEETINGS

The most recent publication of Robert's Rules of Order shall govern all meetings of the SBA. The regular order of business at all meetings of the SBA shall be as follows:

- A. Call to Order.
- B. Roll Call.
- C. Reading of Minutes of previous meeting.
- D. Report of Officers, in order.
- E. Report of Executive Committee.
- F. Report of Other Committees.
- G. Unfinished Business.
- H. New Business.
 - 1. Selection of site for Annual Meeting and Tournament. (Handled at June Meeting)
 - 2. Selection of Site for Fall Meeting. (Handled at November Meeting)
- I. Election of Officers, as applicable.
- J. Adjournment.