



**Bylaws of the
Kentucky Bowling Proprietors Association
November 13, 2019**

Article 1 – Name, Objectives and Activities

Section 1.01 – Name and Seal. This Association is incorporated as a not-for-profit corporation under the laws of the State of Kentucky, under the name of Kentucky Bowling Proprietors Association. The Association may have a seal of such design as the Board of Directors may adopt.

Section 1.02 – Office. The principal office of the Association shall be located in Kentucky but may be changed by the Board of Directors.

Section 1.03 – Objectives. The objectives of this association shall be to perpetuate the best interests of its members, be it for their business or for bowling as a whole; to promote better relationships among its members; to disseminate information to its members beneficial to their business and to cooperate with and assist others in the furtherance of the best interests of bowling.

Section 1.04 – Activities. The activities of this Association shall be those which are consistent with the objectives outlined above, including without limitation the establishment and continuation of the recognition of the Bowling Proprietors Association of America of this Association as a qualified association as provided in the Bylaws of the national BPAA. This Association shall not engage in any of the acts or practices prohibited by the Bylaws.

Article 2 – Membership

Section 2.01 – Membership Territory. The membership shall be limited to the geographical area allocated to it pursuant to the Bylaws of BPAA, referred to as the membership territory of this Association.

Section 2.02 – Regular Member. Any bowling establishment (whether owned by an individual, firm, corporation or other legal entity) is eligible to be a Regular Member of this Association.

Section 2.03 – Membership in Qualified Local Associations. Any bowling establishment located within the Membership Territory of a qualified and recognized Local Association or Associations as defined hereinafter, shall, as a condition of Regular Membership in this Association, be and remain a Member in such Local Association unless in particular cases this condition is waived by the Board of Directors. Further, in order to be and remain a member in a Local Association, the establishment must also be and remain a member of the BPAA.

ARTICLE 3 – Qualified State and Local Associations

Section 3.01 -- Qualifications. A state, city, district or regional bowling proprietors' association now or hereafter existing is eligible to be recognized by BPAA as a qualified State Association or a qualified Local Association, as the case may be, if (a) it has adopted in its Bylaws provisions consistent with, and is conducting its affairs in accordance with, the objectives of BPAA, and (b) it has certified to this Association, on a form prescribed by the Association, that it has so adopted such provisions and that its affairs are being so conducted. The terms "State Association" or "Local Association" when used separately or together herein refer

to associations recognized as qualified as provided herein unless the text otherwise provides.

Section 3.01a – Name and License. The name of each State and Local Association is subject to approval of the BPAA Executive Director. Any change or modification of a State or Local Association name must first be approved by the BPAA Executive Director. Every State and Local Association is granted a non-exclusive royalty-free license to use BPAA Trademarks in connection with the State or Local Association’s name, and in connection with the promotion of services and events offered by or related to the Association. Use of BPAA Trademarks is subject to the provisions of Section 2.12 BPAA Bylaws.

Section 3.02 – Membership Territory. Upon being recognized by BPAA as qualified, each State and Local Association shall be allocated a Membership Territory, designated by the BPAA Board of Directors so far as possible on the basis of the geographical area in which the association renders services and its members are located. Such associations allocated a Membership Territory which is a state or which the BPAA Board of Directors deems to be equivalent to a state, are State Associations. In the event the proposed Membership Territory of a Local Association is located in whole or in part within the Territory of one or more State Associations, the BPAA Board of Directors will not designate the Local Association's Territory without first considering the recommendations of the State Association or Associations involved. Each State and Local Association shall, as a condition of qualification hereunder, agree to abide by the territorial allocations so designated, subject to the right of appeal herein.

Section 3.03 – Rights and Privileges. State and Local Associations shall enjoy, by virtue of their qualification hereunder, only the rights and privileges expressly set forth herein. Upon termination of qualification for any reason, all rights and privileges of the association involved shall immediately be forfeited and terminate.

Section 3.04 – Renewal of Certification. At least fifteen (15) days in advance of each Annual Meeting of BPAA, and at such other times as the BPAA Board of Directors may request, each State Association shall, for itself and its Local affiliated associations, if such be true, certify in writing signed by a duly authorized officer that (a) its Bylaws contains provisions consistent with the objectives of this BPAA, and (b) it has conducted, since the date of its last certificate, and is conducting its affairs in accordance with the objectives of this BPAA.

Section 3.05 – Suspension or Termination of Qualification and Recognition. The qualification and recognition by this BPAA of any State or Local Association may be terminated at any time by voluntary withdrawal by the association involved, or may be suspended for a period or terminated by this BPAA for a cause as provided herein.

Section 3.05a – Automatic Suspension. Failure to renew the certification as provided in Section 3.04 shall automatically suspend the rights and privileges of the association concerned until such time as the required certification can be and is filed with this BPAA.

Section 3.05b – Other Cause. False certification or other violations of this Bylaw are examples of cause for suspension or expulsion. The requirements and procedure for determining whether cause exists under Section 3.05b and, if so, whether the association concerned is suspended or expelled, shall be the same as provided in Section 4.03.

Section 3.06 – Non-Tenpin Departments. Upon application signed on behalf of a majority of the Regular Members having duckpin or other non-tenpin facilities within the Membership Territory of a State or Local Association, the Board of Directors of this Association may require that association to establish a separate department classified according to the type of non-tenpin bowling facilities involved. The duties of the department shall be to promote the type of bowling involved within the Membership Territory and to cooperate with and assist any national activities department established for the same type of bowling facilities. Provisions for enrollment in the department and for assessment of any member enrolled therein may be determined by the association involved, provided that no member of the association is qualified to enroll unless it is also enrolled in the comparable national activities department, if any, and provided further that the provisions of Section 2.03 hereof shall govern as applicable within the Membership Territory involved.

ARTICLE 4 – Duration, Termination and Reclassification of Membership

Section 4.01 – Duration of Membership. Each establishment admitted to membership in the Association pursuant to these Bylaws shall be a member of the Association until membership is terminated by voluntary withdrawal, or as otherwise provided herein. Unless otherwise provided, all requirements for membership in any class are continuing requirements which must be maintained in order to maintain membership.

Section 4.02 -- Resignation. A Member of any class may resign from this Association, after fulfilling all obligations to it. No resignation may become effective until all dues and assessments owing at the time of the resignation have been paid.

Section 4.03 – Suspension or Expulsion by the Association. For cause, a Member of any class may be suspended for a period, or expelled, by action of the Board of Directors. Suspension or expulsion for non-payment of dues or assessments is governed by Article 6. Suspension or expulsion for any other cause is governed hereby. An example of such cause is, but not limited to, violation of these Bylaws. No Member may be suspended or expelled for cause except (a) upon written complaint specifying the cause or causes, signed by a Regular Member in good standing, and (b) after due notice and hearing, or fair opportunity to be heard, before a special committee of not less than three impartial Regular Members appointed by the President. The special committee shall conduct the hearing and report its findings and recommendations to the Board of Directors. The Board of Directors shall adopt rules of procedure, not inconsistent herewith, to be followed by each such special committee in order to afford each Member complained of fair and reasonable opportunity to answer and present evidence.

Section 4.04 – Suspension or Expulsion by a State or Local Association. Any Regular Member within the Membership Territory of a State or Local Association, which is suspended for a period or expelled by the State or Local Association, may appeal in accordance with this and any other applicable Bylaws. Questions respecting membership in this Association shall be determined as a result of the appeal. Otherwise, suspension for a period, or expulsion, by a State or Local Association shall automatically suspend for the same period or terminate

membership in this Association, provided the State or Local Association involved has substantially adhered to its bylaws in so acting and has within thirty (30) days thereafter notified BPAA Executive Director in writing of its action, the specific reasons therefore, and the procedure followed in the particular case. In any particular case, the Board of Directors may determine to waive the requirement of membership in other associations, in which event, membership herein shall not be affected by the suspension or expulsion.

Section 4.05 – Effect of Termination of Membership. Upon termination of membership for any reason, all rights and privileges of membership including without limitation any rights in the property or other assets of the Association shall be forfeited and terminate.

Article 5 – Voting Rights

Section 5.01 – Voting Rights in General. Voting rights are vested in Regular Members only.

Section 5.02 – Requirements to Exercise. Each Regular Member Center in good standing shall be entitled to one (1) vote for each establishment. Members may vote electronically in elections 5 days prior to the meeting, and any other vote deemed necessary to be electronic may also be approved by the board.

Section 5.03 – Representative of Members. Any owner, partner or corporate officer of an establishment which is a Regular Member of the Association shall by written communication to the Association designate himself or some other owner, partner, officer, director, or employee as its representative for the purpose of voting and otherwise participating in the affairs of the association.

Article 6 – Fiscal Year, Dues, and Fees

Section 6.01 – Fiscal Year. The fiscal year of this Association shall be January 1 through December 31 of the same year.

Section 6.02 – Annual Dues. The annual dues for members of this Association shall be at a rate of \$7.00 per lane bed per year or as established by the members of the Association at the Annual Meeting.

Section 6.03 – Dues – Fiscal Year. Dues are payable January 1st of each year. If such dues are not paid by February 1st of that fiscal year, the member shall be dropped from membership. Thereafter, and until December 31 following, such Member may apply for restoration to good standings, but only upon payment of full dues for the year. A Member dropped for non-payment of dues may apply for reinstatement upon recommendation of any Local Association affected or, if not within the membership territory of a Local Association, shall apply directly to the Executive Director of this Association for reinstatement.

Section 6.04 – Dues – Method of Payment. Dues by a Member shall be paid to National BPAA and shall include dues for the National Association.

Section 6.05 – Prorated Dues. New members applying for membership after February 1 of any year shall pay dues on a monthly pro-rated basis for the unexpired portion of the year. New members who apply for membership before February 1 of any year shall pay the full year's amount of dues.

Article 7 – Government of the Association

Section 7.01 –Board of Directors. The management of the business and the affairs of the Association are vested in the Board of Directors.

Section 7.02 – Reservation in Members. All actions taken by the Board of Directors shall be reported at the next regular or special meeting of the Members of the Association. Subject to the vested rights of parties, the Members shall have the right to rescind any such actions on a two-thirds (2/3) vote of the

Members present, except as to such matters specifically authorized by these Bylaws, or as authorized by a prior vote of the Members.

Article 8 –Board of Directors

Section 8.01 – Composition. The Board of Directors shall be composed of the officers of this Association, the immediate past president, and four Directors at Large representative of a member bowling establishment. Each member of the Board of Directors shall have full voting rights.

Section 8.02 – Duties. The Board of Directors shall consider and execute any and all assignments which are referred to it by the Members to achieve the Association’s purpose in a prudent and ethical manner. It shall be the duty of the Board of Directors to form the policies to accomplish those purposes, and to assure that such policies are carried out. Board Members performing specific duties or representing the Association at events may submit expense reports to the board for approval.

Section 8.03 – Voting. Only duly elected or appointed members of the Board of Directors may vote at Board meetings.

Section 8.04 – Meetings. The Board of Directors shall meet at any time deemed necessary by the President.

Section 8.05 – Quorum. Five (5) or more of the members of the Board of Directors must be present to constitute a quorum.

Article 9 – Meetings

Section 9.01 – Types. Annual, Regular and Special meetings of the Members are authorized as follows:

Section 9.02 – Annual. The annual meeting of this Association shall be held at a time fixed by the Board of Directors. Notice of the annual meeting shall be given to all members of the Association by mail at least thirty (30) days prior to the date for holding such meetings.

Section 9.03 – Regular. There shall be two Regular meetings per year, the dates and times to be determined by the Board of Directors.

Section 9.04 – Special. Special meetings of the membership may be called by the President and shall be called within twenty (20) days of the receipt of written request of any five (5) members of the Board of Directors. The President shall determine the time and place of such meetings.

Section 9.05 – Quorum. Not less than 25% of the total membership constitutes a quorum.

Section 9.06 – Governance. Robert’s Rules of Order Newly Revised, when not inconsistent with these Bylaws, shall govern all proceedings of the Association.

Section 9.07 – Order of Business. The *suggested* order of business at all meetings shall be as follows:

1. Roll Call of Members
2. Approval of Minutes of Previous Meetings
3. Communications
4. Reports of Officers and Committees
5. Action Items
6. Unfinished Business
7. New Business
8. Membership Input
9. Amendments to the Bylaws
10. Election and Installation of Officers
11. Next Meeting Date and Location
12. Adjournment

Section 9.08 – Procedure of Question. Any motion or resolution made or offered at any meeting shall, on request of the presiding officer, be reduced to writing and furnished to the presiding officer before the question may be put to the membership.

Section 9.09 – Minutes. At each meeting of the Association and Board of Directors written minutes accurately reflecting the substance of what occurred shall be prepared.

Article 10 – Officers

Section 10.01 – Officers and Qualifications. The officers of this Association shall be a President, Vice-President, and Secretary/Treasurer.

Section 10.02 – Terms and Election. The President, Vice-President, Secretary/Treasurer of this Association shall be elected at the Annual Meeting and shall serve a term of two (2) years but may not hold the same office for more than two (2) successive terms. The President and Secretary/Treasurer shall be elected in even-numbered years and the Vice-President shall be elected in odd-numbered years.

Section 10.03 – Nominations. Any Regular Member in good standing and with necessary qualifications and thirty (30) days' notice to the Nominating Committee may be nominated from the floor.

Section 10.04 – Vacancies. Should any vacancy in any office occur, the Board of Directors shall elect a replacement for the remainder of the term.

Section 10.05 – Compensation and Expenses. No elected officer may receive any compensation for their services. Expenses related to representation of the Kentucky BPAA at national conventions and other Association-related events must be approved by the Board of Directors.

Section 10.06 – Duties. The duties of the Officers of this Association are as follows:

- **President.** The President shall preside at all meetings of the Association, preside at all the meetings of the Board of Directors, shall serve on all committees as an ex-officio member of the committees with the right to vote on all committees, shall appoint Association Regular Members to all established committees, and shall act as the spokesperson of the Association.

- **Vice-President.** The Vice-President shall assist the President and perform such duties as may be assigned to the office by the Board of Directors. In the absence of the President the Vice-President shall take the place of the President.
- **Secretary/Treasurer.** The Secretary/Treasurer shall certify the official records of the Association, supervise the custody of the Association's funds and financial reports, submit financial reports at the Annual Meeting and any other time when requested by the President or the Board of Directors and perform any duties assigned by the President or the Board of Directors.

Section 10.07 – Removal. Any officer may be removed from office by a three-quarters (3/4) vote of the Board of Directors members present at a regular meeting or a special meeting for purpose, provided that due notice of such proposed action shall have been given in writing to the officer charged at least thirty (30) days prior to said meeting.

Article 11 – Committees

Section 11.01 – Standing Committees. The following standing committees shall be appointed by the President:

- **Nominating Committee.** The Nominating Committee shall receive, and review qualifications of all names submitted and recommend a list of qualified candidates to fill all elected seats.
- **Tournament Committee.** The Tournament Committee shall review and approve all tournaments facilitated by the state.
- **Special Committee.** The President or Board of Directors may appoint other committees or subcommittees or add additional members whenever such action shall be deemed expedient or necessary to promote the best interests of this association.

ARTICLE 12 – Appeals

Section 12.01 – Right of Appeal from Action by the Association. Any member of any class may appeal from any action by the Association affecting the Member and relating to the reclassification, suspension or termination of its membership,

provided there is no right of appeal in cases of automatic termination of membership for non-payment of any dues, assessments or fees owed to this Association.

Section 12.02 – Right of Appeal from Action by a Local Association. Any Member of a Local Association may appeal to this Association from any action of the Local Association affecting the reclassification, suspension, or termination of its membership therein, provided that there is no right of appeal in cases of automatic termination of membership or unless the Member affected first exercises and exhausts such right of appeal as it has to any other Local Association.

Section 12.03 – Right of Appeal Concerning Membership Territory. Any Local Association may appeal from any action by this Association relating to the allocation or change in allocation of the Membership Territory of that Association.

Section 12.04 – Time Limit For and Method of Appeal. An appeal authorized herein shall be taken within thirty (30) days after the mailing or delivery date of notification of the action complained. The mailing to the Chief Executive Officer of the Association of a written notice by Certified Mail of the appeal giving the name and address of the appellant and describing the action appealed from constitutes taking the appeal.

Section 12.05 – Appeals Hearing. Each appeal authorized herein shall be heard and determined by the Board of Directors.

Section 12.06 – Filing Fee. The Board of Directors shall require the posting of a filing fee by the appellant in a sum not to exceed one hundred dollars (\$100.00). If the appeal is successful, the filing fee shall be refunded. The time within which the Board of Directors is required to give notice of the hearing shall be suspended until the filing fee has been paid.

Section 12.07 – Notice and Hearing. No appeal may be determined by the Board of Directors until after notice and hearing or opportunity to be heard. Notice of the time and place of hearing shall be sent to any other interested party, at least thirty (30) days before the hearing, and a reasonable opportunity to be heard shall be afforded at such time and place.

Section 12.08 – Rules of Procedure. The Board of Directors shall adopt rules of procedure, not inconsistent herewith.

Section 12.09 – Failure to Hear or Rule on Appeal. Failure to give notice of time and place of the hearing within sixty (60) days after the postmarked date of the certified mailing of the notice of appeal or failure to rule on any appeal within thirty (30) days after the completion of the hearing, shall constitute an allowance of the appeal, unless either or both requirements are waived by the appellant.

Section 12.10 – Determination of Appeal. In acting on any appeal, the Board of Directors may affirm, modify or overrule the action appealed. Without limiting the generality of the foregoing, when the action appealed is based on a failure or refusal to pay any fee, assessment or dues required by a State or Local Association, the Board of Directors may determine whether said fee, assessment or dues are unreasonable, discriminatory or oppressive, and in such event it may direct that such fee, assessment or dues shall be waived or modified.

Section 12.11 – Status Pending Appeal. No action appealable as provided herein shall become effective until the completion of appeal proceedings herein provided, or until the time for taking an appeal has expired without an appeal being taken.

ARTICLE 13 – Indemnification of Directors, Officers and Others

Section 13.01 -- Indemnification. The Association shall indemnify each person who is or becomes a Director, Officer, Committee Member, Chief Executive Officer, or employee of the Association against the reasonable expenses actually and necessarily incurred by or imposed upon such person in connection with the defense of any action, suit or proceeding, and any appeal therein, in which he/she is a party by reason of any act or omission or alleged act or omission by him/her in such capacity.

Section 13.02 -- Applicability. Such indemnification is applicable to any action, suit or proceeding, civil or criminal, instituted after the effective date hereof by a Member on behalf or in the right of the Association or by others, and to any such person who is at the effective date hereof or becomes after that time a Director,

Officer, Committee Member, Chief Executive Officer, or employee of the Association, whether or not such person continues in such capacity at the time the expenses are incurred or imposed.

Section 13.03 – Reasonable Expenses. The term "reasonable expenses" shall include without limitation court costs and expenses, reasonable attorneys' fees, and the amount paid by or on behalf of such person to the Association in or as a part of settlement.

Section 13.04 – Reasonable Settlement. Any disposition of such action, suit or proceeding other than by final judicial determination of the merits shall be deemed to be by settlement. The settlement and the expenses incurred incident and pursuant thereto by such person shall be deemed reasonable expenses if the Association determines that such are reasonable in nature and in amount.

Section 13.05 – Limitations. In the event the Association has in force a policy of insurance covering the indemnity of Officers and Directors, the amount of indemnification provided for herein shall not exceed the monetary limits of the Association's insurance policy, the amount of which shall be determined annually by the Board of Directors. Further, such indemnification shall not apply to any expense incurred or imposed:

- (a) In any action, suit or proceeding instituted by the Association or in any settlement thereof;
- (b) In any action, suit or proceeding in which such person is adjudged guilty of a crime;
- (c) In any civil action, suit or proceeding, or in any appeal herein, in relation to matters as to which it is adjudged that such person wrote or spoke or otherwise acted with actual malice; or
- (d) In any other civil action, suit or proceeding, or in any appeal therein, in relation to matters as to which it is adjudged that such person is liable for negligence or misconduct in the performance of his/her duty to the Association.

Section 13.06 – Non-Exclusive. Such indemnification shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any provisions of any statute or common law, or the Articles of Incorporation, or any other Bylaw, or any agreement, or vote of the Members, or otherwise.

Section 13.07 -- Successors. Such indemnification shall inure to the benefit of the heirs, executors, administrators, legal representatives and estate of any such person in the event of his/ her death, to the same extent as if such person were living.

Section 13.08 – Association Action. To the extent not inconsistent with any pertinent judicial determination, the Association shall have the full and exclusive discretion to determine the applicability and proper amount of indemnification hereunder in any particular case. No person shall be entitled to indemnification who does not make written request therefor together with full disclosure of all information deemed relevant and desirable by the Association. Any person seeking indemnification hereunder shall be deemed interested and is disqualified from participating in any determination by the Association in connection therewith. The Board of Directors shall act by majority vote of its disinterested Members, and if there are none disinterested, the determination shall be made by independent counsel employed by the Association for this purpose.

ARTICLE 14 – Contracts, Loans, Checks and Deposits

Section 14.01 -- Contracts. Unless otherwise provided by the Board of Directors, any contract or any instrument in the name of and on behalf of the Association authorized to be executed by the Board of Directors shall be executed by any two of the following officers: President, Vice President, or Secretary/Treasurer.

Section 14.02 -- Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE 15 – Interest of Directors in Certain Transactions

Section 15.01 -- Validity. No contract or other transaction between the Association or the Board of Directors shall, in the absence of fraud, in any way be affected or invalidated by the fact that one or more of the Directors of the Association are pecuniarily or otherwise interested in such contract, transaction or other act, or are pecuniarily or otherwise interested in, or are officers, directors, shareholders, partners, or owners of, such other corporation or entity if at the time such contract, transaction or other act is considered and acted upon, the requirements of Section 15.02 are satisfied.

Section 15.02 – Requirements for Validity. The interest of each Director and Officer in such contract, transaction or other act shall be disclosed or shall have been known to at least the majority of the Board of Directors, and each interested Director shall not vote upon such contract, transaction or other act, provided however, that any such interested Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall vote upon any such contract, transaction or other act.

Article 16 – Amendments

Section 16.01 – Procedure. These Bylaws may be amended, repealed, or altered in whole or in part by two-thirds (2/3) vote of the Regular Members present and voting in any authorized meeting, provided that the proposed change or changes, with the reason or reasons thereof, are submitted by mail to all members at least thirty (30) days before the date of the meeting at which such are to be considered. Any Regular Member in good standing may sponsor a proposed amendment. No proposed change may be submitted at a meeting of the Members for a vote unless accompanied by a report recommending either the adoption or rejection of the proposed change from the Board of Directors or the Bylaws Committee.

Section 16.02 – Effective Date. Amendments shall become effective upon their adoption unless the amendment provides otherwise.

Section 16.03 – Official Copy. The Secretary shall maintain the official copy of the Bylaws. All amendments shall promptly be appended to the foot of the official copy and shall state the date and place where adopted. The Secretary shall make the official copy available at all meetings of the Association and shall provide current copies upon the request of any member of the Association.

(c) Accompanied by a written report recommending either adoption or rejection from the Bylaws Committee.

Any change so proposed may be withdrawn by the sponsor at any time prior to the vote at the meeting, subject to the right of the Bylaws Committee to adopt and become the sponsor thereof and thereupon to maintain the proposal on the agenda of the meeting. Proper motions to amend the proposal shall be entertained at the meeting.

ARTICLE 17 -- ADOPTION, EFFECTIVE DATE, AND REVOCATION OF OTHER RULES

Section 17.01 -- ADOPTION. These Bylaws shall be deemed adopted when approved by two-thirds (2/3) of the existing members of the Association present and entitled to vote at an Annual Meeting, Mid-Winter Meeting, or special meeting of the Association called for this purpose.

Section 17.02 -- EFFECTIVE DATE. The Bylaws shall take effect upon the adjournment of the meeting at which adopted.

Section 17.03 -- REVOCATION. The Bylaws supersedes and revokes the previous Bylaws of the Association, and any standing rules, resolutions, motions agreements or understandings, if any, by and between members or committees of this Association, theretofore in effect and inconsistent herewith, provided however that the incumbent officers and committee members elected or appointed pursuant to the prior Bylaws shall continue in office if and as provided hereunder, to implement these Bylaws until their successors shall have been selected and qualified hereunder.