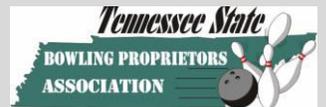


**TENNESSEE STATE BOWLING
PROPRIETORS' ASSOCIATION
CONSTITUTION AND BYLAWS**

Adopted on April 5, 2018



CONSTITUTION AND BYLAWS
OF THE
TENNESSEE STATE BOWLING PROPRIETORS ASSOCIATION
APRIL 2018

ARTICLE 1
NAME, OBJECTIVES, AND ACTIVITIES

Section 1.01 – NAME. The name of this Association shall be the Tennessee State Bowling Proprietors Association. The association’s physical address will be at the BPAA offices at 621 Six Flags Drive, Arlington, TX 76011.

Section 1.02 – CORPORATE STRUCTURE. The Association shall be a non-profit association incorporated under the laws of the State of Tennessee in the name of the Tennessee State Bowling Proprietors Association.

Section 1.03 - OBJECTIVES. The objectives of this Association shall be the perpetuation of the best interests of its members, be it for their businesses or for the game of bowling in general; to surround the game with such safeguards as to warrant absolute public confidence in its integrity and methods; to produce better relationship among its members; to protect its members, as much as possible, from oppressive and unreasonable legislation; to disseminate information to its members beneficial to the conduct of their business; to cooperate and assist all official organizations in the furtherance of the best interests of bowling; to encourage uniform, clean and ideal conditions under which bowling shall be conducted and to discourage all practices contrary to the best interests of the game; and to promote the game of bowling through the public media channels and in whatever other manner deemed necessary and appropriate.

ARTICLE 2
MEMBERSHIP

Section 2.01 – REGULAR MEMBERS. Any bowling establishment (whether owned or leased by an individual, a firm, a corporation, or other legal entity) is eligible to be a Regular Member of this Association and is entitled to one vote in the affairs of the Association.

Section 2.02 – HONORARY MEMBERSHIP. Any deserving person may be elected to an Honorary Member of this Association upon submission of the person’s name and full statement in support of the nominee to the Executive Director at least thirty (30) days in advance of an annual meeting and by a two-thirds (2/3) vote of the members present at such annual meeting. Honorary members may attend all meetings of the Association and participate in deliberations at such meetings, but shall not be entitled to any other rights and privileges.

Section 2.03 – AFFILIATED LOCAL CENTER MEMBERS. Affiliated local centers may form a group of proprietors, or their representatives, to promote and further their local area. They will however, have no special voting rights relating to TNBPA business matters and decisions.

ARTICLE 3
DURATION, TERMINATION, AND RECLASSIFICATION OF MEMBERSHIP
(CONSISTENT WITH BPAA CONSTITUTION AND BYLAWS)

ARTICLE 4
VOTING RIGHTS AND REPRESENTATIVES

Section 4.01 – VOTING RIGHTS IN GENERAL. Voting rights are vested in Regular Members only.

Section 4.02 – REQUIREMENTS TO EXERCISE. Each Regular Member in good standing shall be entitled to one (1) vote whenever voting by Members is provided herein. If said vote cannot be exercised in person, a proxy voting procedure as established and regulated by the Executive Committee shall be in effect.

Section 4.03 – REPRESENTATIVES OF MEMBERS. Any owner, partner or corporate officer of an establishment which is a Regular Member 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 5
FISCAL YEAR, DUES, FEES, AND ASSESSMENTS

Section 5.01 – FISCAL YEAR. The fiscal year of this Association shall run from January 1 to December 31.

Section 5.02 – DUES. The annual dues for Regular Members of this Association shall be at the rate determined by the Regular Members present at any annual meeting. Dues shall be paid on the basis of all tenpin lanes in the respective establishment.

Section 5.02a – DUES-FISCAL YEAR. Dues for a fiscal year shall be payable at the beginning of that fiscal year, January 1st. If the applicable dues of any member are not received in full by February 1 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 standing, but only upon payment of full dues for the year.

Section 5.02b – DUES-METHOD OF PAYMENT. State/National dues shall be paid directly to the Bowling Proprietors Association of America (BPAA).

Section 5.03 – PRO-RATED DUES. New members applying for membership after February 1st 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 1st of any year shall pay the full year's amount of dues.

Section 5.04 – METHOD OF COLLECTION. Dues collected by the BPAA shall also include dues for the State Association and the National Association.

Section 5.05 – ASSESSMENTS. The Regular Members, by a two-thirds (2/3) vote of members present at a bona fide membership meeting or voting by proxy, shall have the exclusive power to make and levy assessments. Assessments so made and levied shall, for all purposes of this Constitution and Bylaws, be considered and collectible as dues.

Section 5.06 – FEES. The Executive Committee may from time to time establish reasonable amounts to be charged as meeting registration fees. The Executive Committee shall have the authority to set annual and fall meeting fees, and other meeting fees, as such warranted.

ARTICLE 6 GOVERNMENT OF THE ASSOCIATION

Section 6.01 – EXECUTIVE COMMITTEE. The management of the property, business and the affairs of the Association is vested in the Executive Committee. The Executive Committee, as provided herein, shall have and exercise such authority with respect to any matter delegated to it by the Regular Members between meetings of the TNBPA membership.

Section 6.02 – RESERVATION IN MEMBERS. All actions taken by the Executive Committee shall be reported at the next regular or special meeting of the Regular Members of this Association. Subject to the vested rights of third parties, the Regular Members shall have the right to rescind any such actions upon a two-thirds (2/3) vote of the Regular Members present, except as to such matters specifically authorized by the Constitution and Bylaws, or as authorized by a prior vote of the Regular Members.

ARTICLE 7 OFFICERS AND EXECUTIVE COMMITTEE

Section 7.01 – COMPOSITION. The Officers and the Executive Committee of this Association shall be composed of the President, Vice President, Treasurer, Sargent-at-Arms, Past President and the Executive Director.

Section 7.02 – QUALIFICATIONS. Candidates for President, Vice President, Treasurer and Sargent-at-Arms shall be representatives of Regular Members, provided they have been a Regular Member in good standing of the TNBPA for a period of (2) two years.

Section 7.03 – AUTHORITY. The Executive Committee shall consider and act upon all matters referred to it by the Regular Members. In matters deemed by the President to be an emergency, the Executive Committee shall consider the matter and take such action as it considers necessary for the wellbeing and the preservation of rights of the Association.

Section 7.04 – TERM OF OFFICE. Officers of the Association shall include the President, Vice President, Treasurer, Sargent-at-Arms, Past President and the Executive Director. All officers, other than the Executive Director, shall serve two-year terms. All officers, other than the Executive Director, cannot serve in the same position for more than one two-year term.

Section 7.05 – ELECTION OF OFFICERS. The elected officers of this Association shall, except otherwise provided herein, be elected by the Regular Members at the fall annual meeting of this Association. A voice vote may be taken, unless the vote is close, in which case a closed written ballot will be done. The nominee receiving a majority of voice votes or ballots for the particular office shall be declared elected.

Section 7.06 – VACANCIES. Should a vacancy of the Presidency occur by death, resignation or otherwise, the position shall be filled for the unexpired term by the Vice President. Any vacancy which occurs by death, resignation or otherwise, among the other members of the Executive Committee, it shall be handled by the Executive Board appointing a interim person into the vacant position until the next annual meeting where the general membership will vote the candidate into office.

Section 7.07 – NOMINATIONS. The Nominating Committee shall recommend candidates for election to each of the elected offices: President, Vice President, Sargent-at-Arms, and Treasurer.

Section 7.08 – COMPENSATION AND EXPENSES. No elected officer or director may receive compensation for his services as such except as expressly authorized by the TNBPA membership.

Section 7.09 – PRESIDING OFFICER. The President of the Association shall serve as the Chairman of the Executive Committee.

Section 7.10 – MEETINGS. Meetings of the Executive Committee may be called at any time at the discretion of the President with a 24 hour minimum notice.

Section 7.11 – DUTIES. The Executive Committee shall consider and execute any and all assignments which are referred to it by the Regular Members to achieve the Association’s purpose in a prudent and ethical manner. It shall be the duty of the Executive Committee to form the policies to accomplish those purposes, and to assure that such policies are carried out.

Section 7.12 – ATTENDANCE REQUIREMENT. Executive Committee members are required to attend regularly scheduled meetings as called by the President of the TNBPA. Any Executive member that misses more than two meetings in-a-row may be removed and replaced by the Executive Board.

Section 7.12a – DUTIES OF OFFICERS (EXECUTIVE COMMITTEE). The duties of the officers of the Association shall be as follows:

PRESIDENT: The President shall preside at all meetings of the Association and the Executive Committee. The President shall communicate at the annual meeting and at such times as he/she may deem proper to the Association Members, or to the Executive Committee, such matters and make such recommendations as may, in his/her opinion, tend to promote the welfare and usefulness of the Association, and perform such other duties as are prescribed herein or / by orders of the Executive Committee.

VICE PRESIDENT: The Vice President shall assist the President and perform such duties as may be assigned by the Executive Committee.

TREASURER: The Treasurer shall certify and authenticate the official records of the Association, supervise the custody thereof supervise the custody of the Association’s funds and financial records; submit report of the same at the annual meeting.

SARGENT-AT-ARMS: The Sargent-at-Arms shall take the roll call of the meetings.

PAST PRESIDENT: The Past President shall serve a two-year term after completing their term as President. The Past President shall preside the meeting if the President is not in attendance. If the Past President is not able to fulfill their term, the board may vote to have a previous Past President of the Association serve out the remaining term. Or the spot can remain vacant until the next candidate.

EXECUTIVE DIRECTOR: The Association shall retain an Executive Director who is deemed an appointed officer of the Association. The terms of service and compensation / benefit program shall be negotiated and approved by the Executive Committee. The Executive Director shall give notice of and attend all meetings of the Association, the Executive Committee, and such committees may be deemed necessary by the President; keep minutes of the proceedings of the Association, and the Executive Committee; handle all correspondence and execute all orders, votes, and resolution of the Association, and the Executive Committee; collect all fees, annual dues and assessments; notify members of the appointment to committees; at the request of the committee chairman give notice of the meetings to the members of the committee; keep an account of all funds received and expended; deposit all sums received by him/her on behalf of the Association in a bank or trust company selected by the Executive Committee and render a report to the annual meeting or whenever called upon by the President or Executive Committee of all the affairs of the Association; perform such other duties as may be prescribed by the Executive Committee; and , generally, devote their best efforts on behalf of the Association. At the expiration of the position of Executive Director, he/she shall deliver to the President of the Association all books, records, funds and other property or paraphernalia of the Association within a prescribed period of time.

ARTICLE 8 MEETINGS

Section 8.01 – FREQUENCY. There shall be a least one annual general membership meeting of this Association and one board of directors meeting per year.

Section 8.01a – TYPES. The required meeting shall, whenever feasible, shall be known as the “Annual Meeting”.

Section 8.01b – NOTICE OF MEETINGS. Notice of these meetings shall be published to all members of the Association at least thirty (30) days prior to the date of such meeting.

Section 8.02 – SPECIAL MEETINGS. Special meetings shall be held at the time and place designated in the call thereof, when called by the President, upon notice mailed to each Regular Member of the CSBPA. The President may call the meeting by himself/herself, but shall also call a meeting, if the President receives a written request from twenty-five percent (25%) or more of the Board of Directors.

Sections 8.03 – QUORUM. Not less than ten (10) percent of the total membership shall constitute a quorum for the conduct of business at any general membership meeting of this Association. Only Designated Representatives of Regular Members, who are in attendance at the meeting, shall be counted toward the constitution of a quorum, Proxy representation, while entitled to voting rights, does not count toward a quorum.

Section 8.04 – GOVERNANCE. Robert’s Rule of Order, when not inconsistent with these Bylaws, shall govern all proceeding of this Association.

Section 8.05 – ORDER OF BUSINESS. The suggested order of business at all meetings may be as follows:

1. Call to order.
2. Reading of the minutes of the previous meeting.
3. Approval of Agenda
4. President Report
5. Executive Director Report
6. Treasurer Report
7. Committee Reports
8. Elections (if necessary)
9. Old Business.
10. New business.
11. Next Meeting.
12. Adjournment.

**ARTICLE 12
APPEALS
(CONSISTENT WITH BPAA CONSTITUTION AND BYLAWS)**

**ARTICLE 13
INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHERS
(CONSISTENT WITH BPAA CONSTITUTION AND BYLAWS)**

**ARTICLE 14
CONTRACTS, LOANS, CHECKS, AND DEPOSITS
(CONSISTENT WITH BPAA CONSTITUTION AND BYLAWS)**

**ARTICLE 15
INTEREST OF DIRECTORS IN CERTAIN TRANSACTIONS
(CONSISTENT WITH BPAA CONSTITUTION AND BYLAWS)**

Section 16.01 – PROCEDURE. This Constitution and Bylaws may be amended, repealed, or altered in whole or in part by two-thirds (2/3) vote of the Regular Members present or represented by a properly designated proxy at any Annual or other authorized meeting, provided that the proposed change, with the reason or reasons therefore is (a) sponsored by a Regular Member or Executive Director or the Constitution and Bylaws Committee, (b) submitted by mail or otherwise published to the Regular Members at least thirty (30) days before the date of the meeting at which the proposal is to be considered, and (c) accompanied by a written report recommending adoption or rejection from the Constitution and Bylaws Committee. Any changes so proposed may be withdrawn by the sponsor at any time prior to the vote at the meeting, subject to the right of the Constitution and Bylaws Committee to adopt and become the sponsor thereof and thereupon to maintain the proposal on the agenda of the meeting. The proposed changes must be accepted or rejected as presented, or tabled for further consideration, and may not be amended from the floor.

Section 16.02 – EFFECTIVE DATE. Amendments become effective upon their adoption unless the amendment provides otherwise.

Section 16.03 – OFFICIAL COPY. The Executive Director shall maintain the official copy of the Constitution and Bylaws. All amendments shall promptly be appended to the foot of the official copy and shall state the date and place where adopted. The Executive Director shall make such official copy, or true and correct copies thereof, available at all meeting and shall provide current copies thereof upon request of any member of the Association.

ARTICLE 17
ADOPTION, EFFECTIVE DATE, AND REVOCATION OF OTHER RULES
(CONSISTENT WITH BPAA CONSTITUTION AND BYLAWS)

EXHIBIT A
REQUIRED PROVISIONS FOR QUALIFIED STATE

1. This Association shall adhere to the BPAA Constitution and Bylaws as and to the extent such shall pertain to this Association and, in particular, but without limiting the foregoing, neither this Association nor its members shall in any way:
 - (a) Fix, suggest, establish, determine or maintain, or attempt to fix, suggest, establish, determine or maintain, the prices, terms or conditions charged or imposed by any member for the use of his bowling establishment of facilities; or
 - (b) Hinder, restrict or prevent any member from soliciting the patronage of customers of another member or from otherwise determining the manner, method or form in which he may compete with another member.
2. Participation in any tournament sponsored or conducted by or in behalf of this Association is open, upon the same terms and conditions, to all bowlers who do, or have done, any league tournament, advertised exhibition or any other type of bowling (1) in a BPAA-member establishment or (2) in a non-BPAA-member establishment, or (3) whether such bowler is or is not a member of any bowling proprietor association.
3. As a condition of membership in this Association, each member establishment shall be a member of the comparable class of the BPAA for which it is eligible, unless in particular cases this condition is waived by the BPAA's Executive Committee.
4. Membership in this Association shall not be refused to any bowling establishment eligible therefore unless for a reason determined by BPAA to be lawful reason.
5. The membership in this Association shall not be terminated by the Association unless for a reason determined by BPAA to a lawful reason, and then only after reasonable notice and fair opportunity to be heard are afforded the member concerned.
6. Anything in the Constitution and Bylaws of this Association, or in any other rules, resolutions, or code of ethics of the Association, if such there be, or in any agreement or understanding to which this Association or any of its members is a party, if such there be, which is in conflict with or otherwise in derogation of any of the above provisions is hereby revoked and of no further effect as to either this Association or any member.