

BYLAWS

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NEW YORK STATE BOWLING PROPRIETORS ASSOCIATION

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BYLAWS

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ARTICLE I

NAME

Section 1. The name of this Association shall be ANew York State Bowling Proprietors Association, Inc.®.

ARTICLE II

OBJECTS

Section 1. The purposes of the Association are as follows:

- (A) To improve the general conditions in the bowling industry.
- (B) To create a closer association among the proprietors of the bowling establishments for the general benefit of the industry.
- (C) To bring about a better relationship and understanding between the bowling proprietors and their employees.
- (D) To act as mediator in any disputes or misunderstanding arising among the members of the Association or among members and others in the industry.
- (E) To raise funds by, dues, assessments, entertainment, social and other functions, voluntary contributions, and otherwise, from or through members of the Association and others, to be applied toward the objects above set forth.
- (F) To advertise and bring to the attention of the public the benefits, pleasures and recreation to be derived from bowling.
- (G) To assist members and others in the purchase of materials, supplies and services, by collective or cooperative purchasing or otherwise.
- (H) To do any and all things necessary to effectuate or carry out the purpose of the corporation.
- (I) To protect its membership from aggressive and unreasonable legislation.
- (J) To discourage any and all practices contrary to the best interests of the game.

ARTICLE III

MEMBERSHIP AND DUES

Section 1. All persons, firms, corporations and associations in the bowling business in New York State shall be eligible for membership. A Bowling Business@ shall mean any person, firm,

partnership, corporation or association engaged in the business of maintaining and operating a bowling establishment for the use of the public, or their employees.

Section 2. Anyone in the bowling business in New York State who otherwise complies with the requirements of this organization, shall be eligible for membership. When admitted to membership, the particular bowling establishment shall be deemed a member of the organization rather than the individuals comprising it, and one vote shall be allowed to each bowling establishment membership. Such members other than individual members shall designate to the Association a person being one of the owners, officers or managers of such establishment as the representative of such member in the Association.

Section 3. Whenever any local bowling proprietors association in any county, city or other area shall apply for membership, as a group or unit, then all the members of such group or unit shall be deemed individual members of this Association. Individual memberships from an area where an organization is in effect must first come through the local organization. Where any other organization from the same area applies for membership in the State, the current organization shall be the recognized body and any change shall be effected by the Executive Committee.

Section 4. Dues for all members of the Association shall be charged upon a basis of a fixed sum per year, per lane, and shall be payable on the first day of the calendar year. The amount of such dues may be changed at the annual meeting of the membership by a two-thirds (2/3) vote of the members present. Any member whose dues are not paid in full by the first (1st) day of March in any year shall automatically be immediately dropped from membership in the association without further recourse and shall no longer have any of the rights and privileges of membership. The names of any members so dropped shall be reported by the Executive Director to the Executive Committee at its next meeting. New members shall pay dues on a monthly pro-rata basis for the unexpired portion of the year.

Section 5. In the event a member of the Association sells or transfers his/her business to another person or firm, then he/she may transfer his/her membership in the Association, provided such new owner shall apply for continuation of such membership in the Association. The new ownership of the business shall be considered a member, voting with all members of the Association in the class to which this bowling establishment may belong.

Section 6. After applicant has been accepted by the local Association, dues for the state and national association and required member information will be forward to the Executive Director.

Where application is made in an area not covered by a local Association, applicant may file direct to the office of the Executive Director.

Section 7. Any member who shall violate the constitution or bylaws and rules or regulations of the Association now in force, or which may hereafter be adopted, may be disciplined, suspended or expelled by a vote of two-thirds (2/3) of the members at a meeting of the Executive Committee, provided, that the secretary shall first mail or send to the member a written notice by registered mail advising him/her of the charges preferred against him/her, and shall receive within ten (10) days after the mailing thereof a written answer to said charges. If the Executive Committee by a two-thirds (2/3) vote shall determine that the facts alleged in the said answer absolve the member, no further proceedings shall be taken, otherwise a hearing shall be had

before the Executive Committee on said charges upon five (5) days notice by registered mail to such member. The Executive Committee may, by a two-thirds (2/3) vote of those present at the hearing, find the member guilty of the charges preferred, and assess or fix a penalty of suspension or expulsion from the Association. Said suspension or expulsion shall become effective immediately upon such finding of guilt by the Executive Committee.

Section 8. The resignation of a member of the Association shall not relieve such member from the obligation to pay dues, taxes, fines or other assessments existing and having accrued at the time of such resignation.

Section 9. The Association shall be authorized to select life members and honorary members. Such elections shall be by a three-quarter (3/4) vote of the members present at any general membership meeting. Life members and honorary members shall be authorized to attend all meetings of the Association and shall be authorized to join in the discussion at such meetings, but shall not be entitled to the right to vote.

Section 11. All past presidents of the Association shall be honorary members of the Association and of the Executive Committee for life, with the right to vote and participate in meetings of the membership and of the Executive Committee, as long as such past president is a bowling proprietor.

ARTICLE IV

EXECUTIVE COMMITTEE

Section 1. Executive Committee. The Executive Committee shall consist of the President, the Vice-President, the Secretary, the Treasurer, the Sergeant-At-Arms, the Regional Vice-Presidents, the New York State representative(s) on the BPAA Board of Directors, all past presidents of the Bowling Proprietors Association of America elected to the office from the State of New York so long as they shall be bowling proprietors, and all surviving past New York State BPA presidents who are still bowling establishment proprietors. The immediate past president shall serve as Executive Committee Chairman.

(A) One-half (1/2) of the members of the Executive Committee shall constitute a quorum. For purposes of determining the total number required for a quorum, all past presidents of the BPAA and all past presidents of the New York State BPA shall not be counted unless they shall be in attendance at the meeting of the Executive Committee.

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(B) The Executive Committee shall have the exclusive power to make such rules and regulations as may be necessary for the conduct of its meetings and of the government of the organization. They shall have the power and it shall be their duty to do all things and manner of things necessary and proper to carry out the objects and purposes of this organization in accordance with these bylaws.

(C) The power to make and levy assessments at a general or special meeting of either the Executive Committee or the membership cannot be made without at least twenty (20) days notice in writing of a proposal to make such an assessment and sent to all members of the Association.

(D) It shall be the duty of the Executive Committee to employ such personnel as is deemed necessary to properly carry on the business of the Association and to fix compensation for such employees for a period of time up to but not extending beyond the date of the next succeeding annual convention. The Executive Committee may authorize the expenditure of funds for travel if they are not provided for in the annual budget. The Executive Committee may also authorize the travel outside of the State for qualified persons if it deems it to be in the best interest of the Association.

(E) The Executive Committee shall meet prior to or during the annual meeting of the Association and at such other times as it may be called by either the President or Chairman of the Executive Committee upon at least one (1) weeks prior notice in writing to all members of the Executive Committee.

(F) The Chairman of the Executive Committee or President of the Association shall screen all expense accounts and expenditures of the Executive Director and all officers of the Association and shall have the authority to disallow any item to the extent that it is deemed to be improper, excessive or unwarranted. The Chairman of the Executive Committee or Executive Director shall screen all expense accounts and expenditures of the President and shall have the authority to disallow any item to the extent that it is deemed to be improper, excessive or unwarranted.

(G) The order of business at all meetings of the Executive Committee shall be as follows:

- (1) Reading of the minutes of the previous meeting
- (2) Report of the Treasurer
- (3) Reports of Committees
- (4) Miscellaneous business

ARTICLE V

OFFICERS AND DUTIES

Section 1 (a). The officers of this organization shall consist of:

- | | |
|------------------------------|----------------------|
| (A) President | (D) Sergeant-At-Arms |
| (B) Regional Vice-Presidents | (E) Secretary |
| (C) Vice-President | (F) Treasurer |

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(b). Term of office is one year. Re-election to successive terms is allowed.

(c). Qualifications. An owner, officer or employee of a regular member only shall be deemed eligible for elective office in this Association so long as the regular member has been a member in good standing of the association for a period of two (2) years.

Section 2. The President shall preside at all meetings of the Association and serve on all committees, being a member of said committees ex-officio with the right to vote on all committees except the Nominating Committee. He/she shall also preside at the annual meeting of the Association and at such other times as he/she shall deem proper communicate to the Association or to the Executive Committee such matters and make such suggestions as may, in his/her opinion, tend to promote the prosperity and welfare and increase the usefulness of the

Association. He/she shall perform such other duties as are necessarily incidental to the office of the President of the Association. He/she is hereby empowered to appoint such committees as he/she shall deem, from time to time, necessary and advisable. Such committees, unless otherwise provided for by the President, shall report their findings to the Executive Committee, as the President may designate. In the case of death, disability, resignation, or other disqualification for the office of the President, the vacancy shall be filled by the Vice-President for the unexpired term.

(A) Compensation. The President shall be reimbursed for all traveling, housing and restaurant expenses arising out the duties of his/her office. He/she shall further be reimbursed for expenditures for telephone, secretarial and office services incidental to the carrying out of the duties of his/her office and such other expenses as may be within the budget approved by the Executive Committee.

(B) Upon expiration of his/her term of office the President shall automatically be a member of the Executive Committee with full power to vote as long as he/she remains in the bowling industry.

Section 3. Regional Vice-Presidents.

(A) The Association shall consist of seven regions, whose boundaries and areas shall be as follows:

- (i) Region No. 1 shall consist of Nassau and Suffolk counties;
- (ii) Region No. 2 shall consist of New York, Richmond, Bronx, Queens and Kings counties;
- (iii) Region No. 3 shall consist of Westchester, Rockland, Putnam, Orange, Dutchess, Ulster, Sullivan, Delaware, Otsego and Chenango counties;
- (iv) Region No. 4 shall consist of Columbia, Greene, Rensselaer, Albany, Schoharie, Schenectady, Washington, Saratoga, Warren, Montgomery, Fulton, Hamilton, Essex, Clinton, and Franklin counties;

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- (v) Region No. 5 shall consist of Broome, Tioga, Cortland, Tompkins, Onondaga, Oswego, Lewis, Jefferson, St. Lawrence, Madison, Oneida and Herkimer counties;
- (vi) Region No. 6 shall consist of Chemung, Schuyler, Steuben, Cayuga, Seneca, Yates, Ontario, Livingston, Monroe and Wayne counties;
- (vii) Region No. 7 shall consist of Allegheny, Cattaraugus, Chautauqua, Wyoming, Genesee, Erie, Niagara, and Orleans counties.

(B) The members of each such region shall elect a Regional Vice-President, who shall be the representative of the Association in his/her respective region and shall perform such duties as are assigned to him/her by the President, or the Executive Committee.

Section 4. Vice-President. The Vice-President shall act in the place of the President in his/her absence and assume his/her office in the event the same may become vacant before the expiration of his/her term. He/she shall be an ex-officio member of all committees. The Vice-President shall automatically be the chairman of the Membership Committee.

Section 5. Sergeant-At-Arms. It shall be the duty of the Sergeant-At-Arms to preserve order, admit persons to meetings and to exclude other persons pursuant to the rules of the Association, check credentials, keep records of attendance and such other duties as delegated by the President or Vice-President.

Section 6. Secretary. It shall be the duty of the Secretary to certify and authenticate the official records of the Association.

Section 7. Treasurer. Treasurer shall at each meeting of the Executive Committee and the membership make a full statement in writing of the finances of the Association. A proposed budget will be presented by the Treasurer at the annual meeting.

ARTICLE VI

EXECUTIVE DIRECTOR & LEGAL &/OR LEGISLATIVE COUNSEL

Section 1. Executive Director. The Association shall employ an Executive Director and such Executive Director shall be retained by the Executive Committee. It shall be the duty of the Executive Director to give notice of and attend all meetings of the Association, Executive Committee and committees; to keep a true record of their proceedings; to handle all correspondence and to execute all orders, votes, and resolutions of the Association, Executive Committee or any other committee unless other provision is made therefore; to keep a list of the members of the Association and affiliated bowling proprietors associations; to collect all fees and annual dues and assessments; to notify members of their appointment on committees; to furnish the chairperson of each committee with a copy of the vote or order under which the committee is appointed and at the request of such chairperson to give notice of the meetings to the members of the committee; to keep records of the employees and agents of the Association, if any, their salaries and terms of employment and to supervise the performance by them of their respective duties, to prepare under the direction of the Executive Committee an annual report of

the activities and affairs of the Association and generally devote his/her full time and best efforts in behalf of the Association. He/she shall keep an account of all funds received and expended and shall make disbursements upon vouchers signed by the President or Treasurer of the Association and countersigned by him/her. He/she shall deposit all sums received by him/her in behalf of the Association in a bank or trust company selected by the Executive Committee and shall render a financial report at the annual meeting or whenever called upon by the President of all the financial and other affairs of the Association. At the expiration of his/her employment, he/she shall deliver to the Association all books, records, funds, and other property or paraphernalia of the Association. All financial records kept by the Executive Director shall be reviewed at least once a year by a Certified Public Accountant and such review shall be presented at the annual meeting of the Association. The Executive Director shall attend all conventions and annual meetings of the Bowling Proprietors Association of America, Inc. and all midwinter meetings of the Board of Directors of the Bowling Proprietors Association of America, Inc., as directed by the President.

Section 2. Legal &/or Legislative Counsel. The Association may retain a Legal Counsel or Legislative Counsel or an individual who will serve in both capacities. Such Counsel shall be selected by the Executive Committee. The terms of such retainer and compensation shall be negotiated by and approved by Executive Committee and shall be incorporated into a written retainer.

The duties of such Legal &/or Legislative Counsel shall be to advise the Association, its Executive Committee and all other committees with respect to any legal, legislative or other problem, question or matter that may affect the Association. He/she may be asked to attend all meetings of the Association, and Executive Committee as well as such meetings of other committees whenever deemed advisable by the chairperson of such committee or the Executive Committee. Legal Counsel shall supervise all contracts or other written obligations, undertakings, or commitments of the Association. Legal Counsel or Legislative Counsel shall interpret and advise the Association with respect to all statutes, laws, pending legislation or judicial decisions insofar as they affect the activities of the Association or the bowling industry. Legal Counsel and Legislative Counsel shall be ex-officio members of all committees and should submit a report to the membership at the annual meeting of the Association. Legal Counsel or Legislative Counsel shall handle or supervise all litigation affecting the Association and shall retain associate or assistant counsel in any part of the State whenever required by the Executive Committee in relation to any matter affecting the Association or the bowling industry.

ARTICLE VII

COMMITTEES

Section 1. (A). All committees, standing and special, except as otherwise herein provided, shall be appointed by the President, who shall designate the Chairman of each such committee. The President shall be an ex-officio member of each committee, except the Nominating Committee.

(B). The President, in making his/her committee appointments, shall appoint each regional vice-president to at least one committee.

Section 2. Quorum and Meetings. A majority of any committee of the Association shall constitute a quorum for the transaction of business, except where otherwise ordered by these bylaws. Meetings of the committees may be called at any time by the President or the chairperson of such committees, with the approval of the President. All committees shall submit a written report thirty (30) days prior to the annual meeting.

Section 3. Expenses of Committees. Expenses for attending committee or other meetings shall not be allowed unless approved by the Executive Committee prior to such meeting.

Section 4. The Nominating Committee shall consist of the three (3) most recent and surviving past presidents, together with all of the Regional Vice-Presidents. The immediate past president shall be the Chairman of the Nominating Committee.

Section 5. The Membership Committee shall consist of the Regional Vice-Presidents together with the Vice-President, who shall be the Chairman of the Committee.

ARTICLE VIII

MEETINGS

Section 1. There shall be an annual meeting of the association membership held at such time of the year and at such place as may be determined by the membership.

Section 2. All actions which shall be taken by the Executive Committee shall be reported at regular meetings of the members of the Association. The membership shall have the right to rescind the actions of the **Executive Committee** upon a two-thirds (2/3) vote, except as to such matters which have been specifically authorized by these bylaws or shall have been so authorized by a prior vote of the membership or where action has been initiated or completed prior to reconsideration by the membership for the purpose of rescission and shall have the right to initiate and complete any other new action or matter by majority vote.

Section 3. Special meetings of the Association shall be called by the President upon the written request of five per cent (5%) of the membership of the Association or twenty-five per cent (25%) of the members of the Executive Committee. Notice for any special meeting shall be in the same manner as for the annual meeting, except that fifteen (15) days notice shall be necessary.

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Section 4. Except with the approval of the President, attendance at meetings shall be limited to members in good standing only.

Section 5. Not less than five percent (5%) of the total membership (based on the previous year member center total) shall constitute a quorum for all meetings of the membership, including the Annual Meeting.

ARTICLE IX

BONDING AND AUDITING

Section 1. The Executive Director and any person having control of any funds of the Association shall post a bond with the Association, if so required by the Executive Committee..

Section 2. (a). Auditing. The financial records and books of the Association shall be reviewed at least once a year by a Certified Public Accountant, or as many additional times as the Executive Committee may deem necessary, and the report of such Certified Public Accountant shall be read at a meeting of the Executive Committee.

(b). The annual financial statement of the Association, as prepared by such Certified

Public Accountant, shall be made available to any member upon written request to the Executive Director.

ARTICLE X

NOMINATIONS AND ELECTIONS

Section 1 (A). It shall be the duty of the Nominating Committee to bring in a slate of candidates for election at the Annual Meeting and submit it to the membership thirty (30) days prior to the Annual Meeting. The presiding officer at the membership meeting shall appoint three (3) tellers who shall officiate at such election, and a credentials committee which shall pass upon any challenges to the right to vote in such election. The election of all officers shall be by voice vote or closed written ballot as may be determined by the chairman of the Nominating Committee. No motion to close nominations for any office shall be taken to a vote unless, after such motion is seconded, the presiding officer shall request further nominations from the floor. During any election of officers of the Association the presiding officer shall vacate the chair and the Chairman of the Nominating Committee shall act as presiding officer at such times when present. In the event that the Chairman of the Nominating Committee shall not be present, the Executive Director shall preside.

(B). In any election, any written ballot shall be invalidated and not counted if such ballot fails to record a vote for each of the offices or directorships to be elected on such ballot.

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Section 2. At the Annual Meeting of the Association, the Regional Vice-Presidents shall be elected by meetings of the members of the Association coming from each such region. At each such regional meeting, the members present from such region may also elect one or two Assistant Regional Vice-Presidents, whose duties shall be to assist the Regional Vice-President and perform such duties as he/she may assign to them. In the event that a Regional Vice-President is unable to attend any meeting of the Executive Committee, he/she may, by notifying the President designate one of such Assistant Regional Vice-Presidents to act for him/her and in his/her place and stead at such meeting. The president shall designate a Regional Vice-President if not elected at such regional meeting.

Section 3. No person shall be declared elected to any office unless he/she receives a majority of the votes cast in such election. If on any ballot, no candidate has received such a majority, a runoff ballot shall be conducted limited to the two candidates receiving the highest number of votes in the prior ballot.

Section 4. Election of the director of Bowling Proprietors= Association of America, Inc., allocated to the State of New York shall take place at an appropriate meeting of the Executive Committee. Only accredited proprietor members of affiliated city or district bowling proprietors associations who have served as directors of this Association for at least two years and meet the requirements set forth by BPAA are eligible for election to such national directorships.

ARTICLE XI

GENERAL PROVISIONS

Section 1. This association shall adhere to the BPAA Constitution and bylaws as and to the extent such 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/her bowling establishment or 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/she may compete with another member.

Section 2. 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 Board of Directors.

Section 3. Membership in this association shall not be refused to any bowling establishment eligible therefore unless determined by BPAA to be a lawful reason.

Section 4. The membership in this association of any member shall not be terminated by the association unless for a reason determined by BPAA to be a lawful reason, and then only after reasonable notice and fair opportunity to be heard are afforded to the member concerned.

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Section 5. 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.

ARTICLE XII

AMENDMENTS AND ADOPTION

Section 1. These bylaws shall become effective immediately upon their adoption by the membership.

Section 2. These bylaws may be amended by a majority vote of those present at the Annual Meeting of members, or at a Special Meeting of members, of which all members shall have received at least thirty (30) days notice in writing, such notice including in it a notice of the proposal to amend the bylaws, and giving the reasons for the proposal. No amendment shall be presented at the Annual Membership Meeting unless it shall have been submitted to the Chairman of the bylaws Committee no later than forty-five (45) days prior to the meeting, and shall have been circulated to the membership with the recommendations of the bylaws Committee at least thirty (30) days prior to the Annual Membership Meeting.

Section 3. All amendments to the bylaws shall promptly be appended to the foot of an official

copy of the bylaws and shall state the date and place where such amendment was adopted. All amendments shall become effective upon their adoption unless the amendment states otherwise.

Section 4. The official copy of the bylaws and all amendments thereto shall be available at all membership and Executive Committee meetings.

Section 5. The operation of any provision of these bylaws may be suspended upon the consent of ninety (90) per cent of the members present at a duly constituted meeting.

ARTICLE XIII

ORDER OF BUSINESS

Section 1. The order of business at meetings shall be as follows:

1. Roll Call
2. Reading of minutes of previous meeting
3. Report of President
4. Report of Officers and Committees
5. Communications
6. Unfinished Business
7. New Business
8. Financial Report
9. General Welfare
10. Adjournment

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Section 2. At the Annual Meeting the order of business immediately following unfinished business shall be nomination and election of officers.

Section 3. Unless otherwise provided in these bylaws, all questions of order shall be decided in accordance with Roberts= Rules of Order.

ARTICLE XIV

AFFILIATION

Section 1. This Association shall consider and encourage affiliations with all City, County and other local Bowling Proprietors= Associations in the State of New York and their members must be a member of the Bowling Proprietors= Association of America, Inc.

ARTICLE XV

MAIL VOTE

Section 1. Whenever in the judgment of the Executive Committee any question shall arise which shall require the decision of the general membership, then the same may be determined by a mail vote, provided at least ten (10) days notice is given to each member indicating the last day on which such ballot may be returned, and further provided that no such vote shall be of effect

unless at least one-third (1/3) of the membership shall have responded with their ballots. If at least one-third (1/3) of the membership has responded, then the decision of the majority of those voting shall be binding and effective.

Section 2. All such written ballots, in order to be valid, must have been signed by a member, or in the case of a corporate member, by its duly designated representative. Such ballots shall be opened and counted only in the presence of the President, Executive Director and Legal Counsel of the Association. The Legal Counsel shall be charged with the duty of certifying and announcing the results thereof. In the event that there is no Legal Counsel, the Executive Director will be charged with the duty of certifying and announcing the results thereof. All such ballots shall be retained and preserved for a period of at least one year after they have been counted.

ARTICLE XVI

SEAL

Section 1. The Association shall have a seal of such design as the Executive Committee may adopt.