

Bowling Centers Association of Florida Constitution and By-Laws

(Last updated October 5, 2021)

BCAF



**CONSTITUTION AND BYLAWS of the
BOWLING CENTERS ASSOCIATION OF FLORIDA, INC.
As amended at the BCAF Annual Meeting at the Villas of Grand Cypress in Orlando, FL
On September 26, 2016**

**ARTICLE 1
NAME, OBJECTIVES, AND ACTIVITIES**

Section 1.01 – NAME. The name of this Association shall be the Bowling Centers Association of Florida, Inc.

Section 1.02 – CORPORATE STRUCTURE. This Association shall be a non-profit association incorporated under the laws of the State of Florida in the name of the Bowling Centers Association of Florida, Inc. It may have a seal of such design as authorized by the Board of Directors.

Section 1.03 OBJECTIVES. The objects 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 promote better relationship among its members; to protect its members, as much as possible, from oppressive and unreasonable legislation; to disseminated 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. Subject to Section 2.02, 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 – FRIENDS OF BCAF MEMBERS. Any supplier of goods or services to the bowling industry is eligible to be a Friends of BCAF Member of this Association and is entitled to vote in the affairs of the Association related to such Members.

Section 2.02a – STRIKE TEN BOARD MEMBER. Any Bowling Proprietor Association of Florida member that serves on the national Strike Ten Board of Directors is eligible to serve on the BCAF Board of Directors and is entitled to vote in the affairs of the Association related to such Members.

Section 2.02b – BPAA SOUTHEAST REGION BOARD MEMBER. Any Bowling Proprietor Association of Florida member that serves on the national BPAA Board of Directors is eligible to serve on the BCAF Board of Directors and is entitled to vote in the affairs of the Association related to such Members.

Section 2.03 – HONORARY MEMBERSHIP. Any deserving person may be elected to an Honorary Member of this Association upon submission the person's name and full statement in support of the nominee to the Executive Director at least sixty (60) days in advance of an annual meeting and by a three-quarters (3/4) 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 2.04 – 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 on the BCAF Board of Directors. They can have only volunteer members in the local organizations.

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 in good standing 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 Board of Directors shall be in effect.

Section 4.03 – REPRESENTATIVES OF MEMBERS. Any owner, partner or corporate officer of an establishment which is a Regular Member or an Associate 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.

Section 4.04 – MEMBER VOTING – OPTIONAL METHODS. Members entitled to vote at meetings of Members may participate and act at any meeting through the use of a conference call or interactive technology (including but not limited to electronic transmission, internet usage or remote communication) by means of which all Members participating in the meeting can communicate with each other. Participation in such a meeting will constitute attendance and presence in person.

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 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, December 31st. 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 Executive Director of the Association.

Section 5.03 – PRO-RATE DUES. New members applying for membership after March 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 Executive Director 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, 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 Board of Directors may from time to time establish reasonable amounts to be charged as Initiation and meeting registration fees. The Board of Directors may delegate the authority to set annual convention registration fees to the Member Events/Marketing Committee. The member events/marketing committee will, however, report to the Board their recommendations for approval.

ARTICLE 6 GOVERNMENT OF THE ASSOCIATION

Section 6.01 – BOARD OF DIRECTORS. The management of the property, business and the affairs of the Association are vested in the Board of Directors. The Executive Committee, as provided herein, shall have and exercise such authority as in the Board of Directors and (a) with respect to any matter delegated to it by the Board and (b) between meetings of the Board of Directors. In acting under (b) immediately above, the Executive Committee is empowered to act on any matter in the same manner and to the extent of the Board of Directors, excluding however, assessments under Section 5.05.

Section 6.02 – 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 this Association. Subject to the vested rights of third parties, the Members shall have the right to rescind any such actions upon a two-thirds (2/3) vote of the Members present, except as to such matters specifically authorized by this Constitution and Bylaws, or as authorized by a prior vote of the Members.

ARTICLE 7 EXECUTIVE COMMITTEE

Section 7.01 – COMPOSITION OF EXECUTIVE COMMITTEE. The Executive Committee of this Association shall be composed of the President, Vice President, Treasurer, Executive Director and the immediate past president who are still active in the bowling business and are designated representative of Regular Members, and said past president serving a maximum of two (2) years. Members of the executive committee shall have been a member of the Board of Directors during the prior two (2) years.

Section 7.02 – AUTHORITY. The Executive Committee shall consider and act upon all matters referred to it by the Board and shall exercise such authority as delegated to it by the Board of Directors, and otherwise provided herein. In matters deemed by the President to be an emergency, the Executive Committee shall consider the matters and take such action as it considers necessary for the wellbeing and the preservation of rights of the Association.

Section 7.03 – PRESIDEING OFFICER. The President of the Association shall serve as the Chairman of the Executive Committee.

Section 7.04 – MEETINGS. Meetings of the Executive Committee may be called at any time at the discretion of the President with a three (3) day minimum notice.

Section 7.05 – VACANCIES. Any vacancy that occurs by death, resignation or otherwise among the Executive Committee shall be handled in accordance with Section 11.05.

ARTICLE 8 BOARD OF DIRECTORS

Section 8.01 – COMPOSITION. The Board of Directors of this Association shall be composed of the elected officers of the Association plus the immediate past president, and 8 members-at-large to be elected by the Membership at the annual meeting of this Association. In addition, the Board shall contain up to two Friends of BCAF Members elected by the Members at the Annual Meeting of the Association, and the Executive Director.

Section 8.02 – BPAA DIRECTORS. At such times as the Association has any Designated Representatives of Regular Members who serve on the board of directors of the Bowling Proprietors Association of America, all such persons shall be automatically included as full voting members of the Board; however, they shall not be included in the count to determine a quorum.

Section 8.03 – 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 purposes 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.

Section 8.04 – TERM OF OFFICE. Officers of the Association shall serve one-year terms, and may be re-elected to serve a second year's term. At-large Directors shall serve a two-year term. The Friends of BCAAF Representative shall serve a one-year term.

Section 8.05 – TERM LIMITS. An Officer of the Association may serve in the same office no more than two (2) consecutive years. At-Large Directors may serve no more than four (4) consecutive years in their respective positions. The Friends of BCAAF Representative may serve no more than four (4) consecutive years in that position.

Section 8.06 – ATTENDANCE REQUIREMENT. Board members are required to attend the regularly scheduled meetings of the Board of Directors. A Board member who is absent from two consecutive regularly-scheduled Board meetings shall be removed from the Board of Directors. This provision shall not apply to BPAA Southeast Regional Director, Strike Ten Director or ex-officio Board members.

Section 8.07 – VACANCIES. Any vacancy that occurs by death, resignation or otherwise among the Board of Directors may be filled by the Board of Directors until the next regularly scheduled meeting of the general membership.

Section 8.08 – PRESIDING OFFICER. The president of this Association shall serve as Chairman of the Board of Directors.

Section 8.09 – MEETINGS AND QUORUM. The Board of Directors shall meet as deemed necessary by the President or any five (5) Directors, with written notice of such meetings given at least twenty (20) days in advance. A quorum for all Board of Directors meetings shall be not less than 50% of the total membership of the Board of Directors excluding ex-officio Board members.

ARTICLE 9 MEETINGS

Section 9.01 – FREQUENCY. There shall be a least one annual general membership meeting of this Association.

Section 9.01a – TYPES. The required meeting shall, whenever feasible, be known as the "Annual Meeting and Trade Show."

Section 9.01b – 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 9.02 – 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 Director at least five (5) days in advance. The President may call the meeting by himself/herself, but shall call a meeting, if the President receives a written request from twenty-five percent (25%) or more of the Board of Directors.

Section 9.03 – QUORUM. Not less than twenty (20) percent of the total membership shall constitute a quorum for the conduct of business at the annual membership meeting of this Association. Only Designated Representative 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 9.04 – GOVERNANCE. Robert's Rules of Order, when not inconsistent with these By-Laws, shall govern all proceeding of this Association.

Section 9.05 – 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. Communications.
4. Reports of officers and committees.
5. Elections.
6. Unfinished business.
7. New business.
8. Adjournment.

ARTICLE 10 OFFICERS

Section 10.01 – DESCRIPTION. The elected officers of this Association shall be the President, the Vice President, and the Treasurer.

Section 10.02 – QUALIFICATIONS FOR EXECUTIVE BOARD. Candidates for President, Vice President, and Treasurer shall be representatives of Regular Members, provided they have been a member of the board of directors during the prior two (2) years and have been representatives of such Members in good standing for a period of two (2) years. Candidates for any of the three offices must be representatives of a Regular Member who has all centers owned in Florida in Regular Membership.

Section 10.03 – ELECTION OF OFFICERS. The officers of this Association shall be elected by the newly elected board of directors immediately after the annual meeting of this association.

Section 10.04 – NOMINATIONS. The Nominating Committee shall recommend candidates for election to only director level.

Section 10.05 – VACANCIES. Should a vacancy in the office of President occur by death, disability, resignation or any other cause, the position shall be filled for the unexpired term by the Vice President. The board shall fill the other officer vacancies caused by the Vice President's removal from the position until the annual membership meeting.

Section 10.06 COMPENSATION AND EXPENSES. No elected officer or director may receive compensation for his services as such except as expressly authorized by the Board of Directors.

Section 10.07 – DUTIES OF OFFICERS. The duties of the officers of this Association shall be as follows:

Section 10.07a – PRESIDENT – The President shall preside at all meetings of the Association and the Board of Directors and serve as ex-officio on all committees with the right to vote on all except the Nominating Committee. The President shall communicate at the Annual Meeting and at such to the times as he/she may deem proper to the Association, or the Board of Directors, 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 the Board of Directors.

Section 10.07b – VICE PRESIDENT. The Vice President shall assist the President and perform such duties as may be assigned by the Board of Directors. Work closely with the President and, in the absence of the President, have all the powers, prerogatives, and responsibilities of the President.

Section 10.07c –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 reports of same at the Annual Meeting and should be chairman of the finance and budget committee and at any other time when requested by the President, or Board of Directors.

Section 10.07d – EXECUTIVE DIRECTOR. The Association shall retain an Executive Director who is deemed an appointed officer of the Association and they shall be a designated representative of an association management firm hired by the Association. The terms of service shall be negotiated and approved by the Board of Directors.

Section 10.07e – EXECUTIVE DIRECTOR DUTIES. The Executive Director shall give notice of and attend all meetings of the Association, the Board of Directors, the Executive Committee, and such committees as may be deemed necessary by the President; keep minutes of the proceedings of the Association, the Board of Directors and the Executive Committee; handle all correspondence and execute all orders, votes, and resolution of the Association, the Board of Directors 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 Board of Directors, or Executive Committee of all the affairs of the Association; perform such other duties as may be prescribed by the Board of Directors or the Executive Committee; and, generally, devote full time and best efforts in 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 ten (10) days.

ADDENDUM: DIRECTOR SCOPE, MISSION, RESPONSIBILITIES AND GOALS WRITTEN AND APPROVED BY THE BOARD OF DIRECTORS 2/2007.

SCOPE: The executive director of this association is relied upon to lead the association and its members to accomplish the goals of the association as both management and prime resource to fulfill the agenda put forth by the board of directors and officers.

MISSION: The executive director of BCAF will improve the profitability of member centers; increase the public awareness and industry-relevant knowledge of the bowling centers in Florida; manage and represent the business of the association as director by the board and its officers. The executive director with the approval of the President and the BCAF board will hire and train individual(s) who can go into the community promoting bowling, work with High School and In School programs and be field liaison between BCAF/ BPAA and USBC.

RESPONSIBILITIES:

1. Establish and maintain personal, meaningful communication with member centers, local proprietor groups, and regional proprietor groups.
2. Maintain the member centers' statistics database (MemberMax) while keeping members and BPAA aware of information and changes.
3. Grow membership when possible, and keep accurate statistics of non-members for association database.
4. Maintain and update the association web site.
5. Implement and executive the initiatives of the BPAA and the board of directors while keeping members aware of these initiatives and all member benefits.
6. Uphold the bylaws of the association and make the board aware of any transgressions of the bylaws by members.
7. Produce the member newsletter on a quarterly basis and other member communications as deemed necessary by the board of directors or the executive director.

8. Coordinate educational opportunities for members.
9. Coordinate board meetings, travel arrangements, and annual meeting for member centers and the board of directors.
10. Identify and develop other opportunities to meet the mission of the association and its members.
11. Identify and recognize achievements, ideas or milestones of member centers.
12. Maintain a call center to notify members and non-members of important events or necessary information within the state.
13. Publicly represent the association and its members to the community.
14. The Executive Director, with the approval of the President and the BCAF Board, will hire and train individual(s) who can go out into the community promoting Bowling, work with High School and In School Programs and be field liaison between BCAF/BPAA and USBC.

GOALS: OF THE ASSOCIATION AND THE EXECUTIVE DIRECTOR

1. Increase the amount of shared income through BPAA Smart Buy Program.
2. Complete a comprehensive statistical database using MemberMax of member centers and non-member centers.
3. Complete a personal check up visit with all members and discuss opportunities.
4. Implement a plan to improve member awareness of web site.
5. Executive detailed plan of upcoming education opportunities for members.
6. Executive a detailed plan of implementing the youth initiatives of BPAA, including In-School Bowling and High School Bowling.
7. Establish regional or local member groups to enhance communication and mission.

ARTICLE 11 COMMITTEES

Section 11.01 – STANDING COMMITTEES. The President shall appoint, with the approval of the Board of Directors, the membership of the following standing committees and shall be an ex-officio member of each committee, having, by virtue of such ex-officio memberships, the right to vote in all committee affairs except Nominations.

BUDGET AND FINANCE COMMITTEE – Shall be composed of a least three members including the President, the Treasurer of the Association, the Executive Director and at least one member selected from the membership at large.

It shall be the duty of the Budget and Finance Committee to formulate and propose an annual budget for the Association, conduct an annual review of the Association's financial condition and report results to the membership at the annual meeting. The committee shall also receive periodic and interim reports from the Secretary-Treasurer as to the Association's financial circumstances and make recommendations to the Board of Directors and the Membership with respect to the revenues and expenditures of the Association.

CONSTITUTION AND BYLAWS – Shall be comprised of at least three members, including the Executive Director.

It shall be the duty of this committee to consider all issues and questions regarding the Association's Constitution and Bylaws referred to it by the Board of Directors and/or the general membership.

Where amendments to the Constitution or Bylaws may be appropriate, it is the responsibility of this committee to provide both substantial and procedural guidance for the Association leadership, and to report its recommendations to the general membership.

MEMBER EVENTS COMMITTEE – Shall be composed of at least five (5) members, with the President having the right to appoint as many members as deemed necessary.

It shall be the duty of this committee together with the Executive Director to initiate and maintain effective events such as education, training programs to promote quality, efficiency, in the operations of member centers. In addition, this committee shall see to it that productive education presentations are offered as part of the annual meeting's.

This committee shall investigate suitable locations for general membership meetings of the association. Subject to the approval of the Board of Directors, the committee shall present recommended alternative to the general membership. The committee together with the Executive Director shall be responsible for all details of arranging and conducting the meeting.

As part of the responsibilities, the committee is specifically charged with ensuring the best possible prices for the meeting facilities, lodgings, and associated functions; publishing the approved meeting locations and dates at least one year in advance of said dates, providing a rotating of general geographic locations that provides equal access to members from throughout the state, and developing programs that maximize the incentives for both attendance and participation by all members of the Association.

INSURANCE COMMITTEE – Shall be composed of two or more members. It shall be the duty of this committee to formulate and oversee programs for various types of insurance for members of the Association. In addition, this committee shall make recommendations as to insurance to be carried by the Association.

LEGISLATIVE COMMITTEE – Shall be composed of a minimum of three members. It shall be the duty of this committee to consider and make recommendations concerning existing or proposed legislation or other laws affecting the bowling industry in the state; it shall recommend ways and means for local associations to establish working relationships with local legislators to deal with tax and legislative matters that arise from time to time, and shall act as a clearing house to provide information about existing and proposed legislation or other laws that could affect this Association.

MEMBERSHIP COMMITTEE – Shall be composed of a minimum of four members. It shall be the duty of this committee to secure new members for this Association and to devise ways and means to retain members or reinstate canceled members.

NOMINATING COMMITTEE – Shall be composed of representatives of five (5) Regular Members who shall be appointed by the President with the approval of the Board of Directors. A minimum of one and a maximum of two of the membership shall be reserved for active past presidents who are representative of Regular Members. (This requirement may be waived if no past president's quality as representative of Regular Members.) It shall be the duty of the Nominating Committee to solicit resumes from potential candidates, and to present to the membership at the Annual Meeting a recommended slate members-at-large for election, said slate to be composed of a least one candidate for each position and no more than two.

The recommendations of the Nominating Committee shall be published to the regular members by mail or otherwise at least (30) days prior to the annual meeting. The recommendations of the Nominating Committee shall be deemed nominations when the Nominating Committee reports at the annual meeting. After its report to the Members, additional nominations may be made from the floor by a Regular Member. No motion to close nominations shall be taken unless the presiding officer first requests nominations from the floor.

The nominating committee shall also present a proposed slate of officers to the board immediately following the annual meeting. Additional nominations may come from the board after the proposed slate of officers is presented.

MARKETING COMMITTEE – Shall be composed of a minimum of five (5) members. It shall be the duty of this committee to administer programs and subsidies that promote the growth of bowling in all BCAF centers. The committee is specifically charged with assisting member centers with materials available and subsidiary programs to help member centers build interest in bowling. The committee will analyze and conduct all ongoing and potential tournaments under the auspices of BCAF. This committee will, along with the Executive Director, be responsible for scheduling and oversight of recommended tournaments as well as administering payment of expenses and prize

monies. This committee shall also be obligated to consider and analyze any promotion or tournament proposed by a developing entity in our industry, it is a benefit to member centers and bowling in general.

YOUTH BOWLING COMMITTEE – Shall be composed of a least three members. This committee shall supervise all youth bowling activities sponsored by this Association. (Responsibility for tournaments, if held, shall be shared with the Marketing Committee.) This committee shall also devise ways and means to promote and develop the game of bowling as a beneficial activity for young people in and out of school.

BCAF representatives in the Florida State USBC shall be drawn from the membership of this committee. In addition, this committee shall provide the Association liaison with the various entities within the Florida State education system (specifically the FAHPERED.)

AWARDS COMMITTEE - This committee shall be composed of at least five (5) BOD members, one (1) general membership member and the executive director. It will be tasked with creating and selecting all award winners including but not limited to “Top Hat” Employee of the year, Proprietor of the year and Bob Dykes Youth Scholarship award winners.

TOURNAMENTS COMMITTEE - The committee will analyze and conduct all ongoing and potential tournaments under the auspices of BCAF. This committee will, along with the Executive Director, be responsible for scheduling and oversight of recommended tournaments as well as administering payment of expenses and prize monies.

Section 11.02 – COMMITTEE MEETINGS. Meetings of any committee may be called at any time by the President, or by the Chairman of the Committee with the approval of the President. A majority of any committee shall constitute a quorum. Any member of any committee who misses two (2) consecutive meetings of the committee shall, upon recommendation of the Committee Chairman, cease to be a member of that committee and will be ineligible for reappointment to a committee for a period of one (1) year.

Section 11.03 – SPECIAL COMMITTEES. The President may appoint other committees or subcommittees whenever he deems such action to be expedient or necessary to promote the best interests of the Association. No committee or subcommittee appointed pursuant to this section shall continue beyond the term of the President by whom it was appointed.

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)

ARTICLE 16
AMENDMENTS

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 the 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 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 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 extend 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, term 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 a lawful reason.

5. The membership in this Association 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 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.

AMENDMENTS TO THE BYLAWS

June 22, 2008

Article 5, Section 5.02b, removed “local dues will be collected by their
Local association

Article 10, Section 10.07e, removed “keep the roll of the members and of
Local association”

Article 8, BOARD OF DIRECTORS-Section 8.01-COMPOSITION-
Changed 7 members-at-large to 8 members-at-large

Article 11, COMMITTEES-Section 11.01-BUDGET AND FINANCE COMMITTEE.
Added President

Article 11, COMMITTEES-Section 11.01-NOMINATING COMMITTEE-removed
“Local association presidents”.

October 1, 2008

Article 2, Section 2.04 added; “Section 2.04 – 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 on
the BCAF Board of Directors, other than electing Directors to the State Organization when
applicable. They can have only volunteer members in the local organizations.

Article 11.01 BUDGET AND FINANCE COMMITTEE, added “President”

Article 9, Section 9.02 changed to; “The President may call the meeting by himself/herself,
but shall call a meeting, if the President receives a written request from twenty-five
percent (25%) or more of the Board of Directors.”

Article 10.07e; Addendum: Responsibilities; added wording as follows;

7. “On a quarterly basis”, and, “as deemed necessary by the Board of Directors, or the
Executive Director.”

12. “Maintain a call center to notify members and non-members of important events or
necessary information within the State.”

14. “The Executive Director, with the approval of the President and the BCAF Board, will
hire and train individual(s) who can go out into the community promoting Bowling, work
with High School and In School Programs and be field liaison between BCAF/BPAA and
USBC.”

Article 10, GOALS, changed wording to; “OF THE ASSOCIATION AND THE EXECUTIVE
DIRECTOR”

Section 11.01, NOMINATING COMMITTEE changed; five (5) to “eight (8)”

Section 11.01a added; “Section 11.01a – EXECUTIVE COMMITTEE. The Executive
Committee may act in place of the Board of Directors when authority is designated to it by
the Board of Directors, or, in emergency situations where Executive Committee action is
temporary and subject to ratification by the Board of Directors. It shall consist of the

immediate Past President of the Association, who shall serve as Chairman, the President, Vice President (or President Elect), the Secretary, the Treasurer, and two (2) additional Members. The additional Members shall be chosen from a pool of Candidates, minimum of three (3), maximum of four (4), submitted by the Nominating Committee with two (2) elected and approved by the Board of Directors. Candidates shall have a proprietary interest and be from those who are, or have been, Members of the Board of Directors during the prior two (2) years. Terms shall be one (1) year, with a maximum of two (2) years. A Quorum shall consist of four (4) members of the Committee.”

Article 2, Section 2.04 removed; “other than electing Directors to the State Organization when applicable.” Voted on, and passed at October 1 BOD Meeting.

September 25, 2012

ARTICLE 6, GOVERNMENT OF THE ASSOCIATION, Section 6.01 – BOARD OF DIRECTORS removed 6.05 and changed it to 5.05 – “assessments under Section 5.05.”

Changed language to allow the BCAF Board to have up to two Friends of BCAF Members elected by the Members at the Annual Meeting of the Association. Section 8.01 – COMPOSITION. The Board of Directors of this Association shall be composed of the elected officers of the Association plus the immediate past president, and 8 members-at-large to be elected by the Membership at the annual meeting of this Association. In addition, the Board shall contain ~~one~~ **up to two** Friends of BCAF Members elected by the Members at the Annual Meeting of the Association, and the Executive Director, both ex-officio members of the Board.

Changes: Added language to section 7.01 that eliminates the second past president from membership and requires members have a proprietary interest (moved from old 11.01a). Section 7.01 – COMPOSITION. The Executive Committee of this Association shall be composed of the President, Vice President, the Secretary-Treasurer, the Executive Director and the ~~last two~~ immediate past presidents who are still active in the bowling business and are designated representative of Regular Members, and said past president serving a maximum of ~~four (4)~~ **two (2)** years. ***Members of the executive committee shall have a proprietary interest and be from those who are, or have been, Members of the Board of Directors during the prior two (2) years.***

Removed Section 11.01a entirely. - Section 11.01a – EXECUTIVE COMMITTEE. The Executive Committee may act in place of the Board of Directors when authority is designated to it by the Board of Directors, or, in emergency situations where Executive Committee action is temporary and subject to ratification by the Board of Directors. It shall consist of the immediate Past President of the Association, who shall serve as Chairman, the President, Vice President (or President Elect), the Secretary, the Treasurer, and two (2) additional Members. The additional Members shall be chosen from a pool of Candidates, minimum of three (3), maximum of four (4), submitted by the Nominating Committee with two (2) elected and approved by the Board of Directors. Candidates shall have a proprietary interest and be from those who are, or have been, Members of the Board of Directors during the prior two (2) years. Terms shall be one (1) year, with a maximum of two (2) years. A Quorum shall consist of four (4) members of the Committee.

September 30, 2014

Section 7.01 – COMPOSITION. The Executive Committee of this Association shall be composed of the President, Vice President, the ~~Secretary-Treasurer~~, the Executive Director and the immediate past president who are still active in the bowling business and are designated representative of Regular Members, and said past president serving a maximum of two (2) years. Members of the executive committee shall have a ~~proprietary~~

~~interest and be from those who are, or have been, been a members of the Board of Directors during the prior two (2) years.~~

Section 10.02 – QUALIFICATIONS. Candidates for President, Vice President, and ~~Secretary-Treasurer~~ shall be representatives of Regular Members, provided they ~~have been a member of the board of directors during the prior two (2) years and have been~~ representatives of such Members in good standing for a period of two (2) years. Candidates for any of the three offices must be representatives of a Regular Member who has all centers owned in Florida in Regular Membership.

Section 10.03 – ELECTION OF OFFICERS. ~~The elected officers of this Association shall, except as otherwise provided herein, be elected by the Regular Members newly elected board of directors immediately after at the annual meeting of this Association. The election shall be by closed written ballot, except that a voice vote may be taken when the number of candidates does not exceed the number of positions to be filled. The nominee receiving a majority of the ballots cast of the particular office shall be declared elected.~~

NOMINATING COMMITTEE – Shall be composed of representatives of five (5) Regular Members who shall be appointed by the President with the approval of the Board of Directors. A minimum of one and a maximum of two of the membership shall be reserved for active past presidents who are representative of Regular Members. (This requirement may be waived if no past president's quality as representative of Regular Members.) It shall be the duty of the Nominating Committee to solicit resumes from potential candidates, and to present to the membership at the Annual Meeting a recommended slate of ~~officers and~~ members-at-large for election, said slate to be composed of a least one candidate for each position and no more than two.

The recommendations of the Nominating Committee shall be published to the regular members by mail or otherwise at least (30) days prior to the annual meeting. The recommendations of the Nominating Committee shall be deemed nominations when the Nominating Committee reports at the annual meeting. After its report to the Members, additional nominations may be made from the floor by a Regular Member. No motion to close nominations shall be taken unless the presiding officer first requests nominations from the floor.

The nominating committee shall also present a proposed slate of officers to the board immediately following the annual meeting. Additional nominations may come from the board after the proposed slate of officers is presented.

September 26, 2016

ARTICLE 10 - BOARD OF DIRECTORS

Section 8.06 – ATTENDANCE REQUIREMENT. Board members are required to attend the regularly scheduled meetings of the Board of Directors. A Board member who is absent from two consecutive regularly-scheduled Board meetings shall be removed from the Board of Directors. This provision shall not apply to BPAA **Southeast** Regional Director, **Strike Ten Director** or ex-officio Board members.

ARTICLE 2 – MEMBERSHIP

Section 2.02a – STRIKE TEN BOARD DIRECTOR. Any Bowling Proprietor Association of Florida member that serves on the national Strike Ten Board of Directors is eligible to serve on the BCAF Board of Directors and is entitled to vote in the affairs of the Association related to such Members.

Section 2.02b – BPAA SOUTHEAST REGION DIRECTOR. Any Bowling Proprietor Association of Florida member that serves on the national BPAA Board of Directors as Southeast Region Director is eligible to serve on the BCAF Board of Directors and is entitled to vote in the affairs of the Association related to such Members.

December 12, 2017

ARTICLE 5 - FISCAL YEAR, DUES, FEES, AND ASSESSMENTS

Section 5.02a – DUES – FISCAL YEAR. Dues for a fiscal year shall be payable at the beginning of that fiscal year, ~~January 1st~~ **December 31**. If the applicable dues of any member are not received in full by ~~March 1~~ **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.

October 5, 2021

ARTICLE 4 - VOTING RIGHTS AND REPRESENTATIVES

Section 4.04 – MEMBER VOTING – OPTIONAL METHODS. **Members entitled to vote at meetings of Members may participate and act at any meeting through the use of a conference call or interactive technology (including but not limited to electronic transmission, internet usage or remote communication) by means of which all Members participating in the meeting can communicate with each other. Participation in such a meeting will constitute attendance and presence in person.**

ARTICLE 11 – COMMITTEES

Section 11.01 – STANDING COMMITTEES – AWARDS COMMITTEE. **This committee shall be composed of at least five (5) BOD members, one (1) general membership member and the executive director. It will be tasked with creating and selecting all award winners including but not limited to “Top Hat” Employee of the year, Proprietor of the year and Bob Dykes Youth Scholarship award winners.**

Section 11.01 – STANDING COMMITTEES – TOURNAMENTS COMMITTEE. **The committee will analyze and conduct all ongoing and potential tournaments under the auspices of BCAF. This committee will, along with the Executive Director, be responsible for scheduling and oversight of recommended tournaments as well as administering payment of expenses and prize monies.**