

Constitution and Bylaws of the Virginia Bowling Proprietors Association, Incorporated

Article 1. Name, Office, Seal, Objectives, and Activities

Section 1.01. Name. This Association is incorporated as a not-for-profit corporation under the laws of the State of Virginia, under the name of Virginia Bowling Proprietors' Association, Incorporated.

Section 1.02. Office. The principal office (or registered office where registration is required) of the Association shall be located in Springfield, Virginia but may be changed from time to time by the Board of Directors.

Section 1.03. Seal. The Association may have a seal of such design as the Board of Directors may adopt.

Section 1.04. Objectives. The objectives of this Association shall be, subject at all times to law, the objectives stated in the Constitution and Bylaws of the Bowling Proprietors' Association of America, Inc. (BPAA) as applicable to and within the membership territory of this Association. 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 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 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. Membership in Qualified Local Associations. Any bowling establishment located within the membership territory of a qualified and recognized Local Association shall, as a condition of Regular Membership in the Association, be and remain a member in such Local Association. Further, in order to be and remain a member in a Local Association and this Association, the establishment must also be and remain a member of the BPAA.

Section 2.03. Applications From a Membership Territory. When applications for Regular Membership by establishments located within the Membership Territory of a Local

Association are received directly by the Secretary/Treasurer as opposed to being forwarded by the Local Association, the Secretary/Treasurer shall, notify said Local Association. The Local Association shall promptly take whatever action is deemed appropriate to resolve membership in the Local Association.

Article 3. Qualified Local Associations

(Consistent with BPAA Constitution and Bylaws)

Article 4. Duration, Termination and Reclassification of Membership

(Consistent with BPAA Constitution and Bylaws)

Article 5. Voting Rights and Representatives

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

Section 5.02. Requirements to Exercise. Each Regular Member in good standing, the representative of which has registered at the meeting, shall be entitled to one (1) vote whenever voting by Members is provided herein.

Section 5.03. 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.

Article 6. Fiscal Year, Dues, Fees, and Assessments

Section 6.01. Fiscal Year. The fiscal year of this Association shall run from June 1 to May 31.

Section 6.02. 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 6.03. Dues - Fiscal Year. Dues for a fiscal year shall be payable at the beginning of that fiscal year, June 1st. If the applicable dues of any member are not received in full by January 1 of that fiscal year, the member shall be dropped from membership. Thereafter, and until May 31 following, such member may apply for restoration to good standing, but only upon payment of full dues for the year. A Member dropped for non-payment of dues may apply for reinstatement upon the recommendation of any Local Association affected or, if not within the membership territory of a Local Association, shall apply directly to the Secretary/Treasurer of this Association for reinstatement.

Section 6.04. Dues - Method of Payment. Dues shall be paid directly to the Secretary/Treasurer of the Association. Dues by a Member who is also a member of a

Local Association may be collected by the Local Association and forwarded to the Secretary/Treasurer.

Section 6.05. Pro-Rata Dues. New members applying for membership after January 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 January 1st of any year shall pay the full year's amount of dues.

Section 6.06. Method of Collection. Dues collected by the Secretary/Treasurer shall also include dues for the State Association and the National Association. If applicable, Local Association dues shall be collected by the Local Association.

Section 6.07. Assessments. The Regular Members, by a two-thirds (2/3) vote of members present at a bona fide membership meeting, 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 6.08. Fees. The Board of Directors may establish from time to time nondiscriminatory and reasonable amounts to be charged as initiation fees and meeting registration fees.

Article 7. Government of the Association

Section 7.01. The Board of Directors. The property, business and affairs of this Association shall be vested in the Board of Directors except where expressly reserved to the Regular Members hereunder. An Executive Committee may be established by the Association's Bylaws and the property, business and affairs of the Association may be vested in such Executive Committee between meetings of the Board of Directors. The Directors shall be elected by the Regular Members at the annual meeting.

Section 7.02. Review by Members. All actions by the Board of Directors shall be reported at the next annual or special meetings of the members of this Association. Subject to the rights of third parties, the Regular Members shall have the right to rescind such actions upon a two-thirds (2/3) vote of the Regular Members present and voting, except as to such matters specifically authorized by this Constitution, or authorized by a prior vote of the membership, or initiated or completed prior to the consideration by the membership thereof. In the event an Executive Committee is established pursuant to Section 7.01 hereof, all actions by the Executive Committee shall be reported at the next meeting of the Board of Directors and the latter shall have the same right of review thereof as provided above.

Section 7.03. Minutes. At each meeting of the Association, Board of Directors, and any committee of the Association, including the Executive Committee, written minutes accurately reflecting the substances of what occurred shall be prepared.

When approved by signature of the presiding officer and ratified by the members involved, such minutes shall be chronologically preserved by the Secretary or Executive Director in the official minute book of the Association. The roll of members and reports of committees shall also be preserved in the minute book. This Association shall be deemed to have acted or refrained from action only as reflected in approved and ratified minutes so preserved. A meeting of any members hereof shall be deemed to be a meeting pursuant to this Constitution only if such meeting is authorized herein and minutes are so prepared, approved, ratified, and preserved. No action or non-action purportedly taken at any other meeting shall be the act of or otherwise bind the Association or any member hereof. Failure of any member to adhere to the provisions of this section shall be grounds for suspension or expulsion.

Article 8. Board of Directors

Section 8.01. Composition. The Board of Directors of this Association shall be composed of a President, Vice President, Secretary/Treasurer and Executive Director.

Section 8.02. Duties. The Board of Directors shall consider and execute any and all assignments which are referred to it by the Members to achieve the Association's 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 8.03. Term of Office. Officers of the Association shall hold office for a term of one (1) year.

Section 8.04 . 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 8.05. Presiding Officer. The president of this Association shall serve as Chairman of the Board of Directors.

Section 8.06. Meetings and Quorum. The Board of Directors shall meet as deemed necessary by the President with written notice of such meetings given at least ten (10) days in advance. A quorum for all Board of Directors meeting shall be not less than 50% of the total membership of the Board of Directors.

Article 9. Meetings

Section 9.01. Frequency. There shall be at least one annual general membership meeting of this Association.

Section 9.02. 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 9.03. Special Meetings. Special meeting of the membership may be called by the President of this Association and shall be called within twenty (20) days of a written request by any member of the Board of Directors.

Section 9.04. Quorum. Not less than twenty (20) percent of the total membership shall constitute a quorum for the conduct of business at any general membership meeting of this Association. Only Regular Members who are in attendance at the meeting shall be counted toward the constitution of a quorum.

Section 9.05. Governance. Robert's Rules of Order, when not inconsistent with these Bylaws, shall govern all proceedings of this Association.

Section 9.06. 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. Report 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, Vice President, Secretary/Treasurer and Executive Director.

Section 10.02. Qualifications. Candidates for President, Vice President, Secretary/Treasurer and Executive Director shall be representatives of Regular Members, provided they are representatives in good standing.

Section 10.03. Election of Officers. The elected officers of this Association shall, except as otherwise provided herein, be elected by the Regular Members 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 for the particular office shall be declared elected.

Section 10.04. Nominations. The Nominating Committee shall recommend candidates for election to each of the elected offices: President, Vice President, Secretary/Treasurer and Executive Director.

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.

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.

Section 10.07c - Secretary/Treasurer. The Secretary/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 at any other time when requested by the President, or Board of Directors, or Executive Committee, and perform any such duties as may be assigned by the President, or Board of Directors.

Section 10.07d - Executive Director. The Association shall retain an Executive Director who is deemed an elected officer of the Association. The Executive Director shall be a member in good standing of the Association.

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 resolutions of the Association, the Board of Directors and the Executive Committee; keep the roll of the members and of Local Associations; collect all fees, annual dues and assessments; notify members of their appointment to committees; at the request of the committee chairman give notice of the meeting 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 his/her term of office of Executive Director, he/she shall deliver to the Association all books,

records, funds and other property or paraphernalia of the Association within ten (10) days.

Article 11. Committees

Section 11.01. Standing Committees. The President shall promptly after the annual meeting each year, appoint the chairman and members of such standing committees as this Constitution or the Bylaws authorize, who shall serve for the ensuing year and may be reappointed.

Section 11.02. Special Committees. The President may appoint, and designate the chairman of, special committees whenever he deems such action to be expedient or necessary to promote the best interests of the Association. The President shall report to the Board of Directors each such committee appointed by him and shall specify and make part of the minutes of the Board of Directors the members appointed and duties assigned to each such committee. No such committee shall continue in effect after the expiration of the term of the appointing president.

Section 11.03. Reports and Meetings. Every committee shall report its findings and activities to the Board of Directors at least twice a year and to the members at the annual meeting. The recommendations of any committee shall not be deemed to be the action of this Association until a written report by the committee describing the recommendation is approved or otherwise acted upon by the Board of Directors or the members. No committee shall act in the name of the Association until such approval is first obtained. Meetings of any committee may be called at any time by the chairman of the committee with approval of the President, or by the President. A majority of any committee shall constitute a quorum for the transaction of business.

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. Amendments. 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 and voting at any authorized meeting, provided that the proposed change or changes, with the reason or reasons therefor, 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 such are to be considered. Any Regular Member in good standing may sponsor a proposed amendment. No proposed change or changes may be submitted at a meeting of the Members for a vote unless accompanied by a report recommending either the adoption or rejection of the proposed change or changes from the Board of Directors or, in the event there is such a standing committee of the Association, the Constitution and Bylaws Committee.

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

Section 16.03. Official Copy. The Secretary shall maintain the official copy of the Constitution. All amendments shall promptly be appended to the foot of the official copy and shall state the date and place where adopted. The Secretary shall make such official copy, or true and correct copies thereof, available at all meetings of the Association and the Board of Directors, 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)**

June 1999