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# United States Bowling Congress (USBC) Utah State USBC WBA Bylaws

## Introduction

The following document is the mandatory form of bylaws to be adopted by each WBA (women) state association and to be used in conjunction with the *USBC Association Policy Manual*. Options for each are italicized. Complete all blanks where indicated.

The association must abide by state corporate laws and may adopt additional provisions provided they do not conflict with the mandatory bylaws or state laws. The appropriate provision of state law takes precedence over the bylaws.

Notes and footnotes appear only to provide clarification and examples. Parenthetical statements are for information only.

## Article I Name

The association is chartered by the United States Bowling Congress. The name of the organization is the **Utah State USBC WBA**.

## Article II Nonprofit Corporation and Charter

### Section A. Nonprofit Corporation

The association is organized as a nonprofit corporation and operates consistent with the requirements of an organization classified as tax exempt under Section 501(c)(3) of the Internal Revenues Code (IRC).

### Section B. Charter

The association shall be chartered by USBC and subject to its authority. To maintain its charter, the association must:

1. Provide services for USBC WBA (women only).
2. Adopt bylaws approved by USBC.
3. Not enact any bylaws or rules inconsistent with *USBC's Bylaws*.
4. Adhere to stated requirements as set forth in the *USBC Bylaws* and *USBC Association Policy Manual*.
5. Not use any part of the net earnings of the organization for the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
6. Not have a substantial part of the activities of the organization for carrying on of propaganda, or otherwise attempting to influence legislation, and the



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organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

7. Not carry on any other purposes not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **Section C. Charter Dissolution**

Upon termination of its charter, the USBC association shall transfer all of its assets remaining after payment of its lawful obligations to the USBC association that is a 501(c)(3) tax-exempt organization(s) serving the bowling center(s) previously under their jurisdiction.

If the named recipients are unwilling to accept the assets, are no longer qualified as 501(c)(3) organizations, or are no longer in existence, then the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

If the organization fails to transfer its assets within 30 days of their termination, USBC shall be entitled to take whatever action it deems appropriate to ensure such transfer.

These requirements are applicable to all associations whose charter has been revoked as well as all current and future associations.

### **Article III Purpose**

The purposes of the association shall be to operate exclusively for charitable and educational purposes, including fostering national or international amateur sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and to:

1. Provide equal opportunity for all in the sport of bowling without regard to race, religion, age, sex, sexual orientation, disability, or national origin. The term "sex" does not apply to WBA.
2. Promoting the game of American Tenpins.
3. Conducting and supporting bowling competition.
4. Engaging in any other activities permitted by an organization classified as tax exempt under Section 501(c)(3) of the IRC.

### **Article IV Membership and Dues**

Women who have obtained USBC and local association membership, in accordance with USBC and local association bylaws, become members of this association through payment of applicable annual state dues, if any.



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The WBA delegates and Board, by two-thirds vote, determine and adopt adult dues, if any.

**The annual state adult dues are \$ 1.00.** (Cannot exceed \$5.)

The Board may waive all or part of state dues for:

1. Members of other USBC associations having a reciprocal agreement with the association.
2. Other groups, such as seniors, etc., as determined by the Board.

The association cannot charge additional non-dues assessments.

Membership is not transferable.

## **Article V Board of Directors - Management**

### **Section A. Board Composition, Authority and Duties**

The management and governance of the association is vested in the Board of Directors that includes the Officer and Director positions. The Board and the WBA delegates determine the number of positions on the Board of Directors and their term. **The total number of Board members is 12, with 9 total number of Directors.**

The Board shall not engage in any acts constituting a conflict of interest. The Board's duties include but are not limited to:

1. Enforcing the bylaws.
2. Complying with the *USBC Association Policy Manual*.
3. Conducting championship level competition for its membership constituency (women) and complying with state and local laws in their area.
4. Implementing USBC programs as requested.
5. Selecting/appointing the Association Manager.
6. Approving use of membership records.

### **Section B. Eligibility**

A candidate for the Board (elected or appointed) must be:

1. A USBC member in good standing of the association at the time of election and throughout their term.
2. Elected or appointed without regard to race, color, religion, sex, sexual orientation, disability, national origin, or age, other than the minimum age of 14 years, unless state laws mandate a specific age and be reasonably representative of the members. The term "sex" does not apply to WBA.
  - a. Any member of the Board authorized to sign contracts or acting as a signatory on association accounts must be a minimum age of 18.
  - b. A maximum of three bowling center proprietors may serve on the Board at one time. A proprietor is an individual who is the owner, partner, or corporate



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officer of a bowling center or group of bowling centers. Excluded from the definition of proprietor is an individual who owns 25% or less of the equity shares, or who is inactive in the management of the bowling center and remains so during a term as an officer or director.

3. A person eligible for election for a given zone must be a member of an association covered by that zone.

The state shall be divided into three zones with one or more directors elected by the entire voting delegation at the annual meeting. Each zone shall have a total of three directors. Zones are designated as follows:

**Zone One Northern:**

Heber USBC WBA  
Logan USBC WBA  
Basin USBC  
Northern Utah USBC

**Zone Two Central:**

Great Salt Lake USBC

**Zone Three Southern**

North Utah County USBC  
Central Utah USBC  
King Koal USBC  
Moab USBC  
Sanpete County USBC  
Washington Country USBC  
Richfield  
Millard USBC  
Iron County USBC

Additional eligibility requirements, if any, will be developed by the Nominating Committee and are to be approved by the Board and the WBA delegates.

1. To be eligible as an officer, a candidate must have served on the Utah State USBC WBA board for a minimum of two years. *(Updated 3-23-13 Annual Meeting)*
2. To be eligible as a director, a candidate must have served as a delegate to the Utah State USBC WBA Annual meeting a minimum of two years or a candidate must have served as a director or officer on a local or state USBC board for a minimum of two years. *(Updated 3-23-13 Annual Meeting)*

**Section C. Election of Directors**

Directors are elected by majority vote of the Board and the WBA delegates present and voting from:

1. A slate provided by the Nominating Committee.
2. Nominations from the floor.

Qualifications must be submitted, in writing, at least 24 hours prior to the opening of the annual meeting.

Voting will be by those individuals present and voting and by ballot if more than one nominee for each position.



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## Section D. Term

**The term for directors is 3 years.** The number of years in a term, the number of terms allowed and a stagger system are determined by the Board and the WBA delegates.

<b>Group A</b>	<b>Group B</b>	<b>Group C</b>
President	1st Vice President	2nd Vice President
1 Zone One Northern Director	1 Zone One Northern Director	1 Zone One Northern Director
1 Zone Two Central Director	1 Zone Two Central Director	1 Zone Two Central Director
1 Zone Three Southern Director	1 Zone Three Southern Director	1 Zone Three Southern Director

## Section E. Resignation, Removal, and Vacancies

1. **Resignation.** A Board member may resign from the Board of directors by providing written notice of resignation to the president or, in the case of the president, to the Board.
2. **Removal for Ineligibility.** A Board member who is no longer eligible to serve on the Board may be removed by a two-thirds vote of the Board when a quorum is present.
3. **Removal for Cause.** When a Board member is accused, in writing, of failure to properly perform the duties of their office or otherwise engaging in improper or unfair activities or conduct, the Board may conduct a meeting following the Removal Procedures in the Suspension and Reinstatement Chapter. An appeal may be filed with USBC Headquarters within 15 days of the removal. Two-thirds written consent of the full Board is required to seek re-election and/or re-appointment to the Board.
4. **Vacancies.** Vacancies in positions on the Board are filled for the un-expired portion of each term as follows:
  - a. The president, with Board approval, shall fill vacancies in director positions.
  - b. The Board fills vacancies in officer positions.

## Article VI Officers

### Section A. President and Vice President

The officers of this association shall include a president and vice president. *(The association determines if more than one vice president or a sergeant-at-arms is necessary and defines their duties and responsibilities in the association's operations manual.)*

### Section B. Election

The WBA delegates, officers and directors determine the election process. Officers are elected by a majority vote of the WBA delegates, officers and directors, present and voting from:

- a. A slate.
- b. Nominations from the floor.



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Qualifications must be submitted, in writing, at least 24 hours prior to the opening of the annual meeting.

Voting will be by ballot if there is more than one nominee for each position.

### **Section C. Term**

**The term for elected officers is 3 years, not to exceed three years in a term, with a limit of two consecutive terms. The number of years in a term, the number of terms allowed and a stagger system are determined by the Board and the WBA delegates.**

### **Section D. Authority and Duties**

#### **1. President**

- a. Presides at all meetings.
- b. Acts as spokesperson for the association.
- c. Serves as the liaison to the state proprietors association, if applicable.
- d. Appoints committees with Board approval.

**Note:** Committees should be composed of both board members and non-board members.

#### **2. Vice President**

- a. Presides at all meetings when the president is absent.
- b. Performs other duties as prescribed by the Board or requested by the president.

#### **3. Association Manager**

- a. Selected/appointed by and accountable to the Board.
- b. Acts as the ex officio non-voting secretary/treasurer of the Board or such other officer designation as required by law and determined by the Board.
- c. Responsible for other duties as prescribed by the Board and in the *USBC Association Policy Manual*.

## **Article VII Meetings**

### **Section A. Annual Meeting**

An Annual Meeting of the Board and the WBA delegates/alternates shall be held at a time and place approved by the Board of directors. *(See Article IX, Section B, for the time frame for election of Delegates and Alternates to the USBC Annual Meeting.)*

Attendance is open to all members. Voting officers, directors and delegates/alternates must be at least 14 years of age, unless state laws mandate a specific age.

#### **1. The association invites all associations and Delegates within its jurisdiction, as follows:**

##### **a. Associations:**

WBA will invite all WBA associations as well as those associations that have a combined membership of men, women and youth.



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- b. **Delegates and Alternates.** Defined as members, at least 14 years of age at the time of election, unless state laws mandate a specific age, who are elected by chartered local associations. Only adult membership will be used to determine the number of adult delegates and alternates an association is entitled to send to the USBC WBA state annual meeting.

Delegate chart adopted by the delegates: *(Updated 3-23-13 Annual Meeting)*

1	-	500	3 delegates
501	-	2000	7 delegates
2,001	-	5000	10 delegates

A local association is not eligible to send delegates/alternates if it is declared delinquent or USBC has revoked its charter.

<p><b>Note:</b> An association that has not processed dues for the current season shall be considered delinquent.</p>
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2. **Credentials.** Credentials are **forwarded to the state association at least 20 days** prior to the opening of the annual meeting.
3. **Voice and Vote**  
WBA delegates, voting officers and directors of the association, at least 14 years of age, unless state laws mandate a specific age, have voice and vote. Other members may attend with voice only. Absentee and proxy voting are not permitted.
4. **Responsibilities**  
WBA delegates and Board members shall:
  - a. Adopt bylaws.
  - b. Adopt state adult dues, up to the established maximum.
  - c. Elect officers and directors to the Board.
  - d. Elect one delegate and one alternate to the USBC Annual Meeting.
5. **Meeting Notice**  
Written notice of the meeting shall be forwarded to the Board and the WBA delegates at least 15 days prior to the annual meeting.
6. **Special Meetings**  
Special delegate meetings may be called by the president or upon written request of at least three Board members or at least twenty-five WBA delegates.
7. **Quorum**  
**25 WBA delegates constitute a quorum.** The delegates and Board determine the number. *(See Meetings in the USBC Association Policy Manual.)*
8. **Action**  
A majority vote of WBA delegates, officers and directors present and voting, at a properly noticed meeting, when a quorum has been established, is required to take action, unless otherwise provided by law or these bylaws.



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Election of officers requires a majority vote. Election of directors requires a majority vote, unless plurality vote has been adopted in accordance with these bylaws. Election of WBA delegates and alternates requires a plurality vote. Absentee and proxy voting are not permitted.

### **Section B. Board Meeting**

The Board shall meet, at a minimum, as often as required by state law. Special meetings may be held upon the request of any Board member if a majority of the Board approves.

1. **Notice.** Written notice for all regular and special meetings shall be forwarded to the Board at least 15 days prior to the meeting.
2. **Quorum. 7 Board members constitute a quorum.** The Board and WBA delegates determine the number. (See Meetings in the *USBC Association Policy Manual*.)
3. **Action.** A majority vote of the officers and directors, present and voting, at a properly noticed meeting, when a quorum has been established, is required to take action unless otherwise provided by law or these bylaws. Absentee and proxy voting are not permitted.
4. **Action(s) Without a Meeting.** Actions that are deemed necessary to conduct business/operations of the association may be taken outside of a Board meeting by use of mail, e-mail or teleconferencing. This type of action must be permissible by state law and approved by the WBA delegates and Board.
  - a. The procedures found in the *USBC Association Policy Manual*, Chapter Eight, Section D, Item 4 must be followed.
  - b. **The association does allow the Board to vote via mail, e-mail, or teleconference.** (Updated 3-23-13 Annual Meeting)

### **Section C. Parliamentary Procedure**

The most recent edition of *Robert's Rules of Order, Newly Revised*, shall govern all meetings.

## **Article VIII Committees**

### **Section A. Standing Committees**

The association shall have a Finance Committee. The committee is responsible for reviewing and monitoring association financial matters.

### **Section B. Other Committees**

The president may establish other committees, with Board approval.

## **Article IX Delegate and Alternate to USBC Annual Meeting**

### **Section A. USBC Annual Meeting**

A delegate and alternate to the USBC Annual Meeting are elected by plurality vote<sup>2</sup> of those WBA delegates and officers and directors present and voting. (See Article VI, Section A of the national bylaws for representation.)





**Note:** The definition of a delegate is an individual, 18 years of age or older, who holds USBC membership.

### **Section A. Eligibility**

Delegates and Alternates must be:

1. Elected by the Board and WBA delegates.
2. At least 18 years of age.
3. A USBC member in good standing of the association at the time of election and throughout their term.

If a member is elected to represent more than one association to attend the same meeting, the first election shall stand and any succeeding election shall be declared null and void.

**Note:** If the association's charter has been revoked they are ineligible to send Delegates to the USBC Annual Meeting.

### **Section B. Election**

Delegates and alternates serve for one year, beginning August 1, and are elected by:

1. A slate.
2. Nominations from the floor.  
Qualifications must be submitted, in writing, at least 24 hours prior to the opening of the annual meeting.
3. Plurality vote<sup>2</sup>. The election shall be by ballot, except that a voice vote may be taken when the number of candidates does not exceed the number of positions to be filled.
4. Alternates shall serve in order of their election.

The election is to be held in compliance with the USBC Annual Meeting requirements.

### **Section C. Vacancies**

Vacancies in Delegate positions are filled for the unexpired portion of each term by the Alternates, in the order in which they were elected. If a vacancy still exists, the President fills the vacant position by appointment.

The appointee must also meet the same eligibility requirements as elected positions.

## **Article X Amendments**

### **Section A. Procedure**

Any member of the association may submit proposed amendments to these bylaws. The state association bylaws may be amended by a two-thirds vote at any WBA Delegate meeting, by the Delegates and Board present and voting.



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The amendment must be:

1. Submitted in writing to the Association Manager or president.
2. Submitted at least 45 days prior to the meeting when the association is considering the proposal.
3. Forwarded by the state association at least 15 days before the meeting to:
  - a. Local Association Managers.
  - b. State Board of Directors.
  - c. WBA delegates.

### **Section B. Change in Dues**

Forward a notice at least 15 days prior to the meeting at which the proposed change is considered to the Board and the WBA delegates.

The notice must:

1. Be in writing.
2. Specify the amount of the change.
3. Specify the reason for the change.

Notification of any adopted change in dues and the reason for the change will be forwarded in writing to each local association.

### **Section C. Effective Date**

All amendments are effective August 1, following adoption, unless otherwise specified when adopted.

## **Article XI Fiscal Year**

The fiscal year of this association is August 1 through July 31.

## **Article XII Indemnification**

Directors, officers, and other authorized volunteers, employees or agents shall be indemnified against claims for personal and individual liability arising in connection with their positions or service on behalf of the association to the full extent permitted by law.