



BYLAWS OF
AMERICAN WHEELCHAIR BOWLING ASSOCIATION

ARTICLE I
NAME AND LOCATION

1.1. The name of this corporation, which is a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Florida, is **AMERICAN WHEELCHAIR BOWLING ASSOCIATION** (hereinafter referred to as the “AWBA”).

1.2. The principal office of the AWBA shall be situated in the State at such specific location, as the Board of Directors shall determine from time to time. The official address of the AWBA shall be the address of the sitting Secretary of the AWBA during his/her term of office. The AWBA may also have such other offices as the Board of Directors determines from time to time.

ARTICLE II
PURPOSE

2.1. **General Purpose:** The AWBA is organized and operated for the following general purposes:
(a) Exclusively for charitable /educational /scientific / literary purposes or other specific exempt purpose within the meaning of 501(c) (3) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law, including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such 501(c) (3).

(b) To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Florida, which are consistent with the preceding paragraph.

2.2. **Specific Purposes:** The specific purposes of the AWBA, without limitation, the following:

(a) Organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501-c-3 of the Internal Revenue Code: promotes wheelchair bowling to all persons confined to a wheelchair regardless of cause

(b) Provides pamphlets and information on “How to Bowl from a Wheelchair”, rules for wheelchair leagues, newsletters with information to all interested persons or organizations

(c) Adopts and enforces uniform rules, laws and regulations governing all elements of organized wheelchair bowling. The AWBA provides a national headquarters where all inquires about wheelchair bowling will be addressed as well as, maintaining records and conducting the usual business of the organization

(d) To support local and regional tournaments in addition to sponsoring an annual AWBA National Championship Tournament to determine the National Wheelchair Bowling Divisional Champions

ARTICLE III
MEMBERSHIP

3.1. Qualifications For Membership. The members of the AWBA shall consist of such persons as:

- 1) Apply for membership on a form approved by the Board of Directors
- 2) Are members in good standing of the United States Bowling Congress
- 3) Subscribe to the purposes and goals of the AWBA
- 4) Agree to abide by the Bylaws of the AWBA as amended from time to time
- 5) Who are physically challenged, regardless of cause, to the extent ambulation without prosthetic devices or manual aid is seriously limited, is eligible for membership in the AWBA.

3.2. Classes of Members: The membership of the AWBA shall be divided into four classes: regular members, junior/student members, Life members and associate members.

(a) Regular Members: Regular members include all members who pay annual dues as determined and approved by the board of directors. He/she shall have the option of purchasing a life membership by paying dues as applicable at that time as dictated by the board.

(b) Junior/Student Members: Junior/Student members include all members who are between the ages of 13 and 20 with no dues payable to the AWBA. Such members may participate in Sanctioned AWBA events but are not eligible for any cash awards. Such individuals qualifying for an award may be presented a plaque in recognition of his/her accomplishment.

(c) Life Member: Life memberships shall continue for the life of the member provided he/she is not suspended or expelled through due cause, by the AWBA board of directors or the United States Bowling Congress (USBC). The Board of Directors will dictate the one time fee.

(d) Associate Members: Associate members include all members of the AWBA who are neither regular members, Life members, nor student members. Associate members are entitled to receive our newsletter, attend AWBA meetings as non-voting members, assist in fund raising activities, and any other activity to further the purpose and objectives of the AWBA.

3.3. Voting Rights: Each member in good standing shall be entitled to cast one vote with respect to those matters submitted to the members for action or approval. There shall not be any voting of members by proxy. Associate and Junior/Student members shall have no voting rights. Votes may be taken by voice, by a show of hands or by written ballot. Voting members shall have no right to cumulate their votes.

3.4. Membership Dues: All members shall pay annual membership dues to the AWBA in such amounts and in such manner as the Board of Directors determines from time to time. Dues will be paid to the treasurer of the AWBA. Annual dues are due and payable on the August 1st of each year and members will be permitted to pay their dues at any time within ninety-one (91) days thereafter. Each member will receive notice of dues payable. Should a member dues not be paid by the 91st day, the member will not be allowed to participate in any sanctioned AWBA event until such dues are brought current. The Treasure will notify tournament directors of those members in arrears to avoid conflict. Members terminated because of non-payment of dues may reactivate their membership in the AWBA within two years after such termination by the payment of all current and past due membership dues. Members terminated because of resignation or for non-payment of dues in excess of two years may renew their membership only by re-application for membership in the AWBA.

3.5. Meetings of Members: The annual meeting of the voting members shall be held on the Wednesday immediately preceding the annual National Tournament, and shall be held at the tournament site.

The meeting shall be called to order no later than 10 AM of the day scheduled.

3.6. **Membership Ratification**: Members will be informed at the annual meeting of the actions taken by the BOD and will vote on any changes to the constitution or bylaws should any such changes be offered. Such changes will be adopted or rejected by a simple majority of those attending the general membership meeting. They may ask questions regarding the operation or actions of the BOD at their annual meeting. The Chairperson will not entertain motions from the floor to alter change or modify existing rules or regulations as those are out of order. **Members may offer proposals that will be reviewed by the BOD on a quarterly basis, or at the annual meeting of the subsequent year**

3.7. **Quorum**: A quorum for the Annual meeting shall consist of one-third of the membership bowling in or attending the National Tournament.

3.8. **Member Tournament Participation**: Those members participating in AWBA/USBC Sanctioned events must be a member in good standing with the United States Bowling Congress, the governing body of bowling. Each member when registering for a tournament must have in his/her possession both his/her current USBC and AWBA membership cards for inspection. **Failure to do so could result in the entry application being rejected or any prize money won forfeited by the participant**

3.9. **Termination of Membership**: **The membership of each member of the AWBA will terminate upon the member's death, resignation, or failure to pay dues as next described. Unless otherwise determined by the Board of Directors, each member's membership will immediately terminate if his or her membership dues have not been paid within ninety-one (91) days after such member's dues were due.**

3.10. **Suspension and Expulsion**: Any member may be suspended or expelled from membership with or without cause upon the affirmative vote of at least ***THE MAJORITY of THE BOD*** if, in the discretion of the Board as indicated by such vote, such suspension or expulsion would be in the best interests of the AWBA. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership in the AWBA. Any member conducting him/herself to acts that bring less than professional actions and/or continued violations of the AWBA's bylaws shall be considered for immediate expulsion ***WITHOUT OBTAINING THE AFFIRMATIVE VOTE OF THE MAJORITY OF THE BOD.***

3.11. **Special Memberships**

(a) **Distinguished Life Member**: The AWBA may by a vote of two-thirds of the BOD elect one AWBA member at the annual meeting to the status of "Distinguished Life Member". To be eligible, an individual must have been a member in good standing in the AWBA for a minimum of five (5) consecutive years and have made a worthy or outstanding contribution of time and effort on behalf of the AWBA. A single effort is not enough, however membership may be awarded to officers, directors (past or present) or any member deemed worthy by the BOD. Distinguished Life Members shall have the right to sit with the BOD and shall have full voting rights for a period of two (2) years. Honorees will be so identified at the National Tournament Awards banquet and be presented with a recognition plaque at that time.

(b) **Honorary Life Membership**: Upon majority approval of the BOD, the BOD may grant to any person, male or female who in the opinion of the BOD has made outstanding contributions of time or money in unselfish support of the association. Such memberships shall be granted without voting privileges.

(c) Published Recognition: The names of Distinguished Life and Honorary Life Members shall be printed within the official program book of the annual National Tournament, under the proper heading of such acknowledgements.

ARTICLE IV DIRECTORS

4.1. **Voting by Mail**: The annual election of directors by the voting members of the AWBA shall take place by mail. Ballots shall be mailed, or otherwise delivered to all voting members not less than ninety (90) days before such annual meeting of the members. The secretary shall send said members a ballot. The ballot shall include a brief biography of the person and designate whether he/she was named by the nominating committee or by petition.. Each qualified member in good standing shall be entitled to one vote on the ballot for four (4) directors of their choosing. Voting shall close at least 60 days prior the annual meeting and all ballots received by the election chairperson after the expiration date specified on the ballot shall be voided

4.2. **BOD Annual Meeting**: The annual meeting of the BOD shall be held on the Monday immediately preceding the annual National Tournament, and shall be held at the tournament site. Notice of the meeting shall be issued by the Secretary at least thirty (30) days prior to the meeting date, and all BOD members shall be provided an agenda, as well as all pertinent information necessary to allow them to adequately prepare for the meeting. Attendance is mandatory for all BOD members unless he/she is physically unable to attend and **has contacted the Chairperson** of such circumstances that would excuse his/her attendance. A quorum shall consist of a minimum of one officer and nine (9) voting members entitled to sit in session. Any AWBA member in good standing may observe the BOD meeting. Each director is entitled to one vote on issues involving the AWBA.

4.3. Powers: Subject to any limitations of the Articles of Incorporation, the Florida Nonprofit AWBA Act or these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the Board of Directors shall control the business and affairs of the AWBA. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

(a) To appoint and remove all officers of the AWBA subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.

(b) To conduct, manage and control the affairs of the AWBA, and to make such rules and regulations therefore, not inconsistent with law, or with the Articles of Incorporation, or the Bylaws, as they may deem best.

(c) To designate any place for the holding of any Board of Directors meeting, to change the principal office of the AWBA for the transaction of its business from one location to another; to adopt make and use a corporate seal and to alter the form of such seal from time to time, as, in their judgment, they may deem best, provided such seal shall at all times comply with the provisions of law.

(d) The BOD shall carry out and enforce all the provisions, objects and purposes of the association and shall direct the transactions of its business, which shall be consistent with the current or established policies and rules of the association. The BOD shall exercise its right of management and shall have the power to hear and determine all protests arising from, or because of, a misconception of the terms and conditions or the constitution, bylaws, rules

and/or regulations. The BOD shall have the power to suspend, expel, or otherwise discipline any member of violation of association policies or rules. The BOD shall have the authority to conduct a hearing of any association officer, BOD member, or association member charged with conduct detrimental to the association, and shall be empowered to expel such officer, director or association member upon proof of such charges.

(e) The board shall further be empowered to act for and on behalf of the association in setting policies or procedures not fully covered in the constitution, rules and/or regulations.

(f) To borrow money and incur indebtedness for the purpose of the AWBA and to cause to be executed and delivered therefore, in the AWBA's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and securities thereof.

(g) To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the AWBA, and to distribute, loan or dispense the same or the income and profits there of.

(h) To create such trusts, foundations, and subsidiaries, as the Board of Directors shall deem necessary and to appoint the trustees, directors, or other governing officials of such legal entities.

(i) The board shall further be empowered to act for and on behalf of the association in setting financial policies or procedures not fully covered in the constitution, rules and/or regulations.

(j) The authorized signatures to manage the investment accounts of the association are the Chairperson, Vice Chairperson, and the secretary/treasurer. Two of the three signatures are required for all transactions

4.4. Number of Directors: The number of directors constituting the entire Board shall be a maximum of fifteen (15) and a minimum of ten (10), as fixed by resolution of the Board. Subject to the foregoing, the number of directors may be determined from time to time by action of the Board of Directors, provided that any action by the Board of Directors to effect such increase above the maximum or decrease below the minimum shall require the vote of at least two-thirds (2/3) of all directors then in office. No decrease in the number of directors shall shorten the term of any director then in office.

4.5. Qualifications for Office: Every director must be a member in good standing of the AWBA. Each director must be a U.S. citizen. No person who is holding public office is eligible to be a director. Each director is to be selected for knowledge of the charitable needs of the AWBA, shall serve without compensation, the willingness and ability to serve and the commitment to attend the annual meeting,. Directors appointed by the holder of any office or an officer or board of any other organization are to act in their own right and not as a representative of any interest or group. Each director shall be at least 18 years of age.

4.6. Election of Directors: All directors shall be elected by the voting members of the AWBA. The term of each director, upon being elected to office, shall begin at the beginning of the next fiscal year.

4.7. Term of Office: The regular term of office for each director shall be 3 years, unless sooner terminated by death, incapacity, resignation or removal. All directors shall hold office until the expiration of

the term for which each was elected, until a successor has been duly elected and qualified, or until the director's prior resignation or removal as hereinafter provided.

4.8. **Staggering of Terms**: The terms of the directors shall be staggered. In order to stagger the terms of directors, as close as possible to one-third (a) of the directors shall be selected each year.

4.9. **Removal, Resignation**: Any director may resign from office at any time by giving written notice thereof to an officer of the AWBA. Any director may be removed with or without cause by a two-thirds (b) vote of all of the other directors then in office.

Cause for removal exists (without limiting other causes for removal) whenever a director:

- (a) Fails to attend TWO (2) consecutive regular meetings of the Board of Directors, notwithstanding that he or she otherwise qualifies for office
- (b) Is convicted of a felony
- (c) Has committed a material breach of his or her fiduciary duty
- (d) Has committed an act of moral turpitude
- (e) Ceases to be a member in good standing of the AWBA while in office as a director.

4.10. **Existence of Vacancies**: A vacancy in the Board of Directors exists in case of the happening of any of the following events:

- (a) The death, incapacity, resignation, or removal of any director.
- (b) The authorized number of directors is increased.

4.11. **Filling of Vacancies**: Any vacancy occurring on the Board of Directors will be filled by the Chairperson to serve the unexpired term of an elected director who, for whatever reason, cannot fulfill his/her term.

4.12. **Place and Number of Meetings**: Meetings of the Board of Directors shall be held at any place, which has been designated from time to time by resolution of the Board or by written consent of all directors. **The Board shall hold at least THREE (3) meetings each calendar year.**

4.13. **Special Meetings**: Special meetings of the Board of Directors for any purpose(s) may be called at any time by the Chairperson, or, if the Chairperson is absent, or unable or refuses to act, by one-third (a) of the directors then in office.

4.14. **Notice of Meetings**: A regular meeting of the directors may be held without prior notice. Notice of the time and place of special meetings of the Board shall be given personally to the directors or sent by mail or other form of communication, charges prepaid, addressed to the director at their address as shown upon the records of the AWBA at least fourteen (14) days in advance of such meeting. Such notice shall state the general nature of the business to be considered at the special meeting.

4.15. **Quorum and Voting**: A quorum will consist of at least one-third (6) of the total number

of directors. Every act or decision done or made by a majority of the directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation or by these Bylaws. Each director present shall be entitled to one (1) vote. Voting by proxy shall not be permitted. A director may participate in any meeting of the directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting.

The transactions of any meetings of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though they had a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

4.16. Presumption of Assent: A director who is present at any meeting of the directors, or a committee thereof of which the director is a member, at which action on a corporate matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the person acting as the secretary of the meeting before or promptly after the adjournment thereof. A director who is absent from a meeting of the Board, or a committee thereof of which the director is a member, at which any such action is taken is presumed to have concurred in the action unless the director files a dissent with the Secretary of the AWBA within a reasonable time after obtaining knowledge of the action.

4.17. Action By Unanimous Written Consent: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of directors, if authorized by writing signed individually or collectively by all directors. Such consent shall be filed with the regular minutes of the Board.

4.18. Notice of Adjournment: Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

4.19. Ex Officio Board Advisors: The immediate past Chairperson and past Secretary shall have the right to sit with the board as advisors and shall have full voting rights for a period of three (3) years, after which time they are automatically off the board but will retain his/her respective membership and become eligible for the office of director, Vice Chairperson or Chairperson

ARTICLE V OFFICERS

5.1. Responsibility: All officers are subordinate and responsible to the Board of Directors.

5.2. Management: The management of the AWBA shall be vested in its board of directors. The Chairperson shall be the chief executive officer. The Vice-Chairperson, Secretary and Treasure shall be officers of the association. All matters of an administrative nature shall emanate from and through the Chairperson's office. The board shall require the secretary to carry out and enforce all the mandates of the AWBA.

5.3. Voting Members: Each officer (except the Chairperson) shall be entitled one vote pursuant to actions proposed at the annual or special meetings. The Chairperson may cast one vote to resolve any

tie involved in counting the vote.

5.4. **Resignation and Removal:** The resignation of any officer shall be tendered in writing to any other officer and shall be effective as of the date stated in the resignation. Any officer may be removed during their term by majority vote of the Board of Directors whenever, in their judgment, removal would serve the best interests of the AWBA. Such removal shall terminate all authority of the officer.

5.5. **Chairperson:** The Chairperson shall be the chief executive officer of the association and shall enforce all provisions, objects and purposes thereof. He/she shall preside at all meetings of the association and of the BOD. He/she shall appoint the chairs for all standing committees, which may be named, unless otherwise provided in the motion ordering such committees. He/she shall perform such other duties as pertain to his/her office and shall make a report in writing with his/her recommendations at each annual meeting. He/she automatically becomes a member of all standing committees. A vacancy in the office of Chairperson shall be filled by the Vice Chairperson for the unexpired term of office. Should the Chairperson be stricken from the roll by death, the office shall remain vacant out of respect, and all duties of that office shall devolve upon the Vice Chairperson who shall become the chief executive officer of the association.

5.6. **Vice Chairperson:** At the request of the Chairperson, or in the Chairperson's absence or disability, the Vice Chairperson shall perform all the duties of the Chairperson. When so acting, the Vice Chairperson shall have all of the powers of, and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned by the Chairperson or the Board of Directors or as may be provided in these Bylaws.

5.7. **Secretary:** The Secretary shall cause to be kept at the principal office of the AWBA, the Secretary's principal place of business, or such other place as the Board of Directors may order, the official seal of the AWBA (if any), the membership records, and a book of minutes of all meetings of directors and members. The Secretary shall keep a membership book containing names and addresses of each member, and the date upon which the membership ceased. The Secretary shall give the notices of the special meetings of the voting members as provided in these Bylaws. The Secretary shall also maintain and protect a file of all official and legal documents of the AWBA. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the Bylaws. He/she shall keep a true record of all membership records, the annual AWBA National Championship results and such other records as may be determined by the BOD, as the case may be. He/she shall perform such other duties as may from time to time be required of him/her by the BOD. He/she shall revise and update the constitution, bylaws of the AWBA, incorporating all changes and revisions annually. He/she shall make a written report with his/her recommendations to the AWBA at each annual meeting. He/she shall use his/her discretion from time to time as to help employed for successfully carrying out his/her official duties. A vacancy in the office of secretary or treasurer shall be filled within fifteen (15) days of occurrence by the board of directors. The appointee shall remain in office for the unexpired portion of said term.

5.8. **Treasurer:** The Treasurer shall have custody of all AWBA funds; keep full and accurate accounts of all receipts and disbursements of the AWBA, an inventory of assets, and a record of the liabilities of the AWBA; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of the AWBA as ordered by the Chairperson or the Board of Directors taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the Chairperson or by the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to

the office or as from time to time may be assigned by these Bylaws, the Board of Directors, or the Chairperson. The Treasurer shall administer all the financial affairs of the association and will be responsible to the BOD concerning all financial matters, including all provisions, objects and purposes of the association. He/she shall have charge of the financial records of the association and shall make on behalf of the association, all financial reports as required by all governmental or other agencies. He/she shall make a written report, with recommendations at each annual meeting. He/she shall provide at the Annual BOD meeting a financial recap of prior year receipts and disbursements as well as provide next fiscal years budget for approval. He/she shall oversee the financial policies as set forth by the Board of Directors in addition to insuring that the financial practices are following that have been put in place by the members of the AWBA. The Treasure will be bonded thru an A+ rated bonding carrier an amount equal to 50% of the cash assets of the AWBA, that amount to be determined at the beginning of each fiscal year end. He/she shall perform other duties as may be required by the BOD.

5.9. Annual Transition: To maintain AWBA continuity, officers whose terms of office have expired shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successors on all of the AWBA's financial accounts and signature cards. The fiscal year of the association shall begin on August 1st and end on succeeding July 31st.

ARTICLE VI
ADMINISTRATION OF DONATIONS

6.1. Donations: All donations of any nature, unless designated for a specific purpose, shall be used for such purposes as the Board of Directors may direct; and in the absence of any direction by the Board, such may be used for the general purposes of the AWBA. Donations include bequests and devises of deceased persons. At the discretion of the Board of Directors, the AWBA may raise revenues through fund-raising activities and donations as long as the scope of any project directed at increasing revenue complies with the Financial policy of the AWBA. The Board of Directors has the right to refuse any donation made or offered to the AWBA with or without cause in its sole discretion.

6.2. Segregation of Funds: No donation shall be required to be separately invested or held unless the donor so directs, or it is necessary in order to follow any other direction by the donor as to purpose, investment or administration, or in order to prevent tax disqualification, or is required by law. However, the Board may segregate any fund whenever convenient or useful as determined by the Board in its sole discretion. Directions for naming a fund as a memorial or otherwise may be satisfied by keeping under such name internal bookkeeping accounts reflecting appropriately the interest of such fund in each common investment.

6.3. Improper Donor Directions: If any direction by the donor, however expressed, would, if followed, result in the use of any donation or fund contrary to the charitable purposes of the AWBA, or if the Board is advised by counsel that there is a substantial risk of such result, the direction shall not be followed, but shall be varied by the Board so far as necessary to avoid such result, except that if a donor has clearly stated that compliance with the direction is a condition of such donation, then the donation shall not be accepted in case of such advice unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed. Reasonable charges and expenses of counsel for such advice and proceedings shall be proper expenses of administration.

6.4. Changed Circumstances: Whenever the Board of Directors decides that conditions or

circumstances are such or have so changed since a direction by the donor as to purpose, or as to manner of distribution or use, that literal compliance with the direction is unnecessary, undesirable, impractical or impossible, or the direction is not consistent with the AWBA's charitable purposes, it may, by affirmative vote of two-thirds (b) of the directors, order such variance from the direction and such application of the whole or any part of the principal or income of the fund to other charitable purposes, as in its judgment will then more effectively serve such needs. Similarly, whenever the Board decides that a donor's directions as to investment or administration have because of changed circumstances or conditions or experience proved impractical or unreasonably onerous, and impedes effectual serving of such needs, the Board may likewise order a variance from such directions to the extent in its judgment is necessary.

6.5. Charitable Trusts: If a donation is made to the AWBA by means of any charitable trust or charitable trust instrument, the payments to or for the use of the AWBA shall be regarded as AWBA funds only when the AWBA becomes entitled to their use, but the Board may take such actions as it from time to time deems necessary to protect the AWBA's rights to receive such payments.

6.6. Board Determinations: The Board shall from time to time but not less frequently than annually:

(a) Determine all distributions to be made from net income and principal of each fund pursuant to these Bylaws and any applicable donor's directions and make payments to organizations or persons to whom payments are to be made, in such amount and at such times and with such accompanying restrictions, if any, it deems necessary to assure use for the charitable purposes and in the manner intended. The Treasurer shall provide the Board at the annual board meeting a list of all donations made to the AWBA in the preceding year and how those donations were applied.

6.7. Making of Distributions: The Board may, in furtherance of the AWBA's charitable purposes, when needs therefore have been determined, and with appropriate provisions to assure use solely for such purposes, direct distributions to such persons, organizations, governments or governmental agencies as in the opinion of the Board can best carry out such purposes or help create new qualified charitable organizations to carry out such purposes.

ARTICLE VII **PROHIBITED ACTIVITIES**

7.1. Actions Jeopardizing Tax Status: The AWBA shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under '501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

7.2. Lobbying and Political Activities:

(a) The AWBA shall not lobby (including the publishing or distribution of statements) or otherwise attempt to influence legislation except as authorized by a resolution adopted by the Board of Directors.

(b) The AWBA shall not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office whatsoever.

7.3. Private Inurement: No part of the net income or net assets of the AWBA shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons. However, the AWBA is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax-exempt purposes.

7.4. Non-Discrimination: In the conduct of all aspects of its activities, the AWBA shall not discriminate on the grounds of race, color, national origin or gender.

7.5. Conflicts of Interest: A conflict of interest occurs when a person under a duty to promote the interests of the AWBA (a "fiduciary") is in a position to promote a competing interest instead. Fiduciaries include all AWBA employees, if any, directors or officers, and members of any AWBA committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of the AWBA and work to the detriment of the AWBA.

7.6. Discharging Conflicts of Interest: All conflicts of interest must be disclosed to the Board of Directors. After disclosure is made, the individual with a conflicting interest must not participate in judging the merits of that interest. That is, such individual must abstain from voting on, or recommending a course of action with respect to, the situation-giving rise to the conflict. When these are done, the conflict of interest has been properly discharged.

7.7. Preventing Conflict Situations: The AWBA, through the Board of Directors, shall encourage all fiduciaries to prevent conflicts of interest where possible.

(a) Fiduciaries should refuse to enter into self-dealing relationships with the AWBA as a vendor.

(b) Fiduciaries should not accept anything but gifts of insubstantial value from vendors.

(c) The lending of employees to, or acceptance of loaned employees from, other organizations should be avoided. If done, however, a clearly drafted contract defining wages, responsibilities, indemnification and conditions of employment is required.

(d) Fundraisers should be advised not to recommend that donating to the AWBA is in the best interests of a donor.

(e) Financial, tax, and legal aspects of giving to the AWBA should be discussed with a donor only when the donor has independent financial, tax or legal counsel present.

(f) Donors who plan to make a sizeable gift in response to a personal solicitation should be encouraged to act only with the advice of independent counsel.

(g) A fiduciary should not participate in any way to submit, review, process or make a recommendation concerning a funding proposal on behalf of any potential or actual grant recipient which employs him or her or with which the fiduciary is affiliated or related, or concerning a funding proposal for a project in which the fiduciary will participate.

7.8. Litigation: The AWBA shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors.

7.9. AWBA Leaders: Only voting members of the AWBA may lead AWBA meetings and other

AWBA activities.

ARTICLE VIII- OTHER FINANCIAL MATTERS

8.1. **Property of the AWBA:** The title to all property of the AWBA, both real and personal, shall be vested in the AWBA.

8.2. **Dedication of Assets:** This AWBA does not contemplate pecuniary gain or profit to the members thereof except as provided by law under ' 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. The property of this AWBA is irrevocably dedicated to tax exempt purposes under said ' 501(c)(3) as described herein and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons.

8.3. **Disposition Upon Dissolution:** Upon the dissolution or winding up of the AWBA, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the AWBA remaining after payment, or provision for payment, of all debts and liabilities of this AWBA, shall be distributed to a nonprofit fund, foundation, or AWBA which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this AWBA, as may be determined by the Board of Directors of this AWBA in its sole discretion, and which has established its tax exempt status under ' 501(c)(3) of the Internal Revenue Code of 1986, as amended. In no event shall any of the business, properties, assets or income of this AWBA, in the event of dissolution thereof, be distributed to the directors, members or officers, either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any other purposes.

8.4. **Contracts** The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the AWBA. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the AWBA by any contract or engagement, or to pledge its credit, or render it pecuniary liable for any purpose or to any amount.

8.5. **Financial Accounts:** The AWBA may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for AWBA purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the AWBA, shall be signed by such officer(s) or agent(s) of the AWBA, and in such manner, as is determined by the Board of Directors from time to time or as elsewhere addressed in these bylaws.

8.6. **Appointment and Employment of Advisors:** The Board may from time to time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the AWBA's purposes. The Board is authorized to employ such persons, including an executive officer, attorneys, accountants, agents and assistants as in its opinion are needed for the administration of the AWBA and to pay reasonable compensation for services and expenses thereof.

8.7. **Auditing of Accounts:** The accounts of each fund shall, without revealing the identity of any donor who directed anonymity at the time of the donation, be audited in accordance with generally accepted auditing practices by an independent auditor appointed or approved by the Board at such times as the Board may determine.

8.8. Financial Statements and Reports: An independent auditor appointed or approved by the Board shall at such time as the Board determines prepare for the AWBA as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or for which funds were used or distributed for charitable purposes, and such other additional reports or information as may be ordered from time to time by the Board. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the AWBA. The auditor's charges and expenses shall be proper expenses of administration.

8.9. Limitations on Debt: No debt shall be incurred by the AWBA beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the AWBA unless authorized by the Board of Directors. Specifically, without limitation, no loan shall be made to any officer or director of the AWBA. Any director or officer who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.

8.10. Liability of Directors and Officers: No director or officer of the AWBA shall be personally liable to its creditors or for any indebtedness or liability and all creditors shall look only to the AWBA's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following of done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

8.11. Providing Directors and Officers Insurance: The board of directors of the AWBA will provide the proper insurance coverage for claims against any board member. Such coverage will be placed with an insurance carrier with an AM Best Rating of no less than B+. The responsibility of securing such coverage will rest with the Secretary of the AWBA.

8.12. Liability of Members: No member of the AWBA shall be personally liable to its creditors or for any indebtedness or liability and all creditors shall look only to the AWBA's assets for payment.

8.13. Property Interests Upon Termination of Membership: Members have no interest in the property, assets or privileges of the AWBA. Cessation of membership shall operate as a release and assignment to the AWBA of all right, title and interest of any member, but shall not affect any indebtedness of the AWBA to such member.

ARTICLE IX
COMMITTEES

9.1. Committee Powers: Committees of the AWBA shall be standing or special. The Board of Directors or the Chairperson may refer to the proper committee any matter affecting the AWBA or any operations needing study, recommendation, or action. The Board may establish such special committees or standing committees in addition to those specified in this Article as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Florida Nonprofit Corporation Act. All committees shall act by majority vote, unless otherwise prescribed by the Board of Directors. Should a committee or committee's require annual funding, the proposed funding along with support for that funding should be submitted to the Treasure no later than May 1st of the current year to allow proper time to be placed in the proposed budget for board consideration. All committee's will make a written report to the Board of Directors at its annual meeting.

9.2. Limitations: Except in cases where these Bylaws or the Board of Directors has by written resolution provided otherwise, the function of any committee is as an advisory group to the Board of Directors. No member of any committee, without the prior written consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the AWBA or its Board of Directors in any way or by any means. All such powers are expressly reserved to the Board of Directors and the officers of the AWBA.

9.3. Committee Membership: The Board, acting upon the recommendation of the Chairperson, shall appoint the members of such committees, and also select a committee Chair. Persons other than directors may be appointed to such committees, but the Chair of each committee must be a director of the AWBA. The Chairperson shall be an *ex-officio* member of every committee other than the Executive Committee. Every committee shall consist of at least two (2) persons, exclusive of the Chairperson. Committee members shall be appointed for one-year terms. No member of any committee may serve more than two consecutive terms on the same committee.

9.4. Standing Committees: In addition to other committees the Board may establish from time to time, the following will be standing committees of the AWBA:

(a) Executive Committee: The Executive Committee shall, in intervals between meetings of the Board of Directors, have general control of the affairs of the AWBA, but nothing herein shall be construed to allow the Executive Committee to act to the exclusion of, or contrary to, the expressed direction of the Board of Directors. The executive committee shall consist of the Chairperson, Vice Chairperson, Secretary, Treasurer and at least one member of the board at large, elected by the board. When the office of the Secretary and Treasurer are combined, the BOD may elect two (2) members. The executive committee shall have and exercise the authority of the BOD in the management of the association during the periods between meetings of the BOD. However, the executive committee shall not have the power, or authority to: (1) amend, alter, or repeal the bylaws, (2) elect, appoint or remove any member, (3) amend the Articles of Incorporation, (4) adopt a plan or merger or consolidation, (5) authorize the sale, lease, or exchange the property or assets of the association, (6) authorize the voluntary dissolution of the association or revoke proceeding thereof, (7) adopt a plan for dissolution of the assets of the association, (8) amend, alter, or repeal any resolution of the BOD made at the annual meeting. Members of the BOD shall receive copies of minutes of all executive committee meetings.

(b) Finance Committee: The Finance Committee shall in general be responsible to oversee the preparation of all statements, reports, annual budget, returns and audits of the AWBA's finances, and to oversee the investment of the various funds of the AWBA. The Finance Committee shall also submit recommendations to the Board for the selection of auditors, accountants and investment managers. This committee will oversee the Financial Policy as set forth by the Board of Directors and make any recommendations as to changes needed to better position the AWBA financially. The Chair of this committee shall be the Treasurer of the AWBA.

(c) Awards/Constitution/Bylaws Committee: The Secretary shall be the chair of the Awards committee. This committee shall conduct a regular review of the AWBA awards program, not to include AWBA National Awards, for presentation of awards at the annual general membership meeting. Recommendation for additional or deletion of awards will be made in writing and acted on by the BOD. The program shall cover any BOD awards, other special awards, and the AWBA National Achievement Awards earned through sanctioned league and/or tournament participation throughout the year. **This committee shall draw up a set of specifications for such awards, which shall be within the budget figure as set by the AWBA annually.**

The Vice Chairperson shall be the chair of the constitution/bylaws committee. This committee shall include the secretary and other appointed members by the chairperson. This committee shall regularly review existing constitution and bylaws and report their recommendations in writing to the BOD at the annual meeting. The BOD may take such recommendations under advisement and pass such recommendations along to the general membership for adoption by a majority vote of those members attending the annual general membership meeting.

(d) Nominations Committee: The Nominations Committee shall be responsible for submitting and recommending to the Board of Directors the names of persons with appropriate skills and good reputation to serve as directors, officers and committee members of the AWBA. In so doing, the Nominations Committee shall attempt to select individuals from a cross-section of the community in terms of race, religion, sex, ethnicity, occupation, institutional affiliation, level of education and geographic distribution within the community, whose service will be a valuable contribution to the AWBA. The nominating committee shall report nominations for inclusion on the ballot not later than January 5th of each year. Additional nominations for directors may be made by petition signed by at least ten (10) members and received by the Nominating committee Chairperson no later than January 25th of each year. Said petitions should include a biographical sketch of each such nominee. Each director shall be at least 18 years of age. The Chair of this committee shall be the immediate past Chairperson of the AWBA.

(e) Election Committee: The Election Committee shall be charged with tabulating those qualified ballots received from the AWBA membership. As stated within the bylaws, any ballot that is received either after the posted deadline or from a member not in good standing with either the AWBA and/or the USBC shall not be counted in the final tabulation. The Chair of the Election Committee shall be the Secretary of the AWBA and 2 other members of the organization within close proximity of the Secretary shall be selected so that tabulation and posting of the results can be properly conducted.

(f) Membership Committee: The Membership Committee shall carry on a membership solicitation drive each year. This committee shall also recommend to the directors the types

and amounts of dues for memberships in the AWBA.

(g) Publicity Committee: The Publicity Committee shall be responsible for contact with other organizations with similar purposes and for the distribution of news of the AWBA and its activities to the public and the AWBA membership. An official publication of the association shall be mailed to all members in good standing every two months. Arrangements for compilation of data, publishing and printing, shall be the responsibility of the editor under the general supervision of the BOD. The editor is not required to be a board member, but must have credentials to support his/her ability to produce our publication. The BOD must approve any contractual commitment of the AWBA for printing, publishing and/or mailing of such publications.

(h) Sponsorship Committee: This committee shall be charged with endeavoring to secure sponsorship assistance for both national and regional tournaments conducted by and through the AWBA. They shall contact, and work with, present and potential sponsors, and members to eliminate, as much as possible the fund raising efforts required to host an event. This effort should improve the opportunity to bid on tournaments and improve the overall quality of tournaments held across the country. They shall provide publicity through TV, radio and print media in an effort to communicate the role and goals of the AWBA in an effort to increase our membership capabilities. The upcoming National tournament director should be a member of this committee. This committee should work closely with the Membership and Publicity Committee's as similar goals and objectives are contained in all three committees.

(i) TOURNAMENT RULES/SITE & NEW EQUIPMENT COMMITTEE: In addition to the Vice Chairperson, who shall be the Chair, the secretary and 2 previous National Tournament Directors shall:

- (a) Regularly review the National Tournament Rules,
- (b) Evaluate new rules,
- (c) Comply with USBC regulations to gain certification for our tournaments,
- (d) Establish a uniform set of AWBA tournament rules, under which all AWBA members must bowl
- (e) To assist in coordinating all facets of the annual tournament in accordance with the best interests of the AWBA.
- (f) Set bid procedures, guidelines, and conduct a onsite review of the facility along with a bid format to be followed for future bids for the AWBA National Tournament. Those bids being received not using the approved formatted bid format will not be considered.**

The new items of equipment for which AWBA approval is requested or required shall be referred to this committee. It shall arrange for demonstration and inspection of such items when necessary and shall make a full report on its findings and recommendations to the BOD as to its findings.

(j) SCHOLARSHIP COMMITTEE: This committee shall oversee the awarding of funds to qualified applicants as laid out elsewhere in the rules governing the scholarship program. The Secretary will chair this committee and be charged with providing any applicants with the application form in a timeframe that will accommodate their needs.

9.5. **Special Committees:** The Board may establish such special committees, as it deems appropriate from time to time. Special committees shall have the duties and responsibilities as the Board shall designate.

ARTICLE X

AMENDMENTS TO BYLAWS

10.1. **Amending:** Any provisions to amend or repeal the constitution, bylaws, rules and regulations may be recommended to the general membership by a two-thirds affirmative vote of the BOD. The general membership may approve or reject such recommendations by a simple majority vote of the members attending the general membership meeting. All changes will be effective at the beginning of the next fiscal year, unless specified otherwise at the time of approval. No changes will be retroactive or be ‘grandfathered’ as amended. All proposed request to amending the constitution and/or bylaws shall be submitted in writing to the Secretary of the AWBA prior to May 1st for consideration. The BOD shall consider each proposal individually at the next annual meeting and shall take such action as deemed necessary. Notice in writing of the action taken shall be furnished to the member who authored such proposal(s) within thirty (30) days of the meeting.

10.2. Inspection of Bylaws: The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept in the principal office of the AWBA for the transaction of business, and shall be open to inspection by the members, officers and directors at all reasonable times during office hours.

ARTICLE XI

State Affiliation

11.1. **Consideration for Charter Membership:** In order for a district or state association to be affiliated with the AWBA, and considered by the AWBA for granting of a Charter, such associations must be organized in such a manner as to be primarily of the same intent and purposes as the AWBA. **All members must also become members of the AWBA, the USBC and their constitution, bylaws, rules and regulations should follow as closely as possible along the lines of those of the AWBA to be approved by the AWBA BOD.**

11.2. **Requirements for Charter Affiliation:** Each district or state association should hold at least two tournaments per year. First, should be a district or state championship tournament to decide their scratch and handicap champions; and second, some other type of local tournament open to all AWBA members. A district or state association must have a minimum of ten (10) members or associate members in good standing in the AWBA to be considered for affiliation. Each association must have a board of directors, **consisting of the following; Chairperson, Vice Chairperson, Secretary, Treasurer, and at least one director for each eight (8) members.** These officers must be duly elected by the majority of the association members. Should the AWBA BOD conclude to their satisfaction such district or state associations meet all the requirements of the charter, the AWBA will issue said associations a charter of affiliation.

I, _____, hereby certify that I am the duly elected Secretary of AWBA that attached hereto are the Bylaws of the within named AWBA, and that such have been duly enacted and are in full force and effect as of the date hereof.

Dated: _____

Secretary