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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: East Pasco USBC Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Arthur L. Freed
Name (Printed or typed)

18405 Geraldine Rd.
Address

Dade City, Florida 33523
City, State & Zip

352-567-2852
Daytime Telephone number

OS FILED 03 7/10/04
TALLAHASSEE, FLORIDA
FILED

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

East Pasco USBC Association Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Arthur L. Freed
18405 Geraldine Rd., Dade City, Florida 33523

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

See "Attached Bylaws, Article III"

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

See "Attached Bylaws, Article IV, Section "C"

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

See "Attached List"

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Arthur L. Freed
18405 Geraldine Rd., Dade City, Florida 33523

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Arthur L. Freed
18405 Geraldine Rd., Dade City, Florida 33523

SECTION 617.401, F.S.
TALLAHASSEE, FLORIDA
06 MAR 30 AM 10:29
FILED

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Arthur L. Freed
Signature/Registered Agent

3/26/06
Date

Arthur L. Freed
Signature/Incorporator

3/26/06
Date

East Pasco United States Bowling Congress (USBC) Proposed Merged Local Association Bylaws

Article I Name

The name of the organization is the EAST PASCO USBC ASSOCIATION, chartered by the United States Bowling Congress.

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 Revenue 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 men, women and youth.
2. Adopt bylaws approved by USBC.
3. Not enact any bylaws or rules inconsistent with USBC's bylaws.
4. Adhere to Performance Standards and stated requirements as set forth in the *USBC Association Policy Manual*.
5. Apply for renewal of its charter every five years.

(See the Suspension and Reinstatement Chapter for suspension, revocation and appeal procedures.)

Article III Purpose

The purposes of the association as stated in the Articles of Incorporation, include, but are not limited to:

1. Providing equal opportunity for all in the sport of bowling without regard to race, religion, age, gender, disability, or national origin.
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

Membership is composed of individuals who pay dues to the association and is in effect from August 1 through July 31.

An individual joining a summer league after March 15 shall pay the dues that are known to be, or become, effective for the next current season. On payment of the dues, the individual shall become a member for the balance of the current season and the next season.

Each individual shall pay national, state (where applicable) and local dues, except as provided in Rule 100c, Traveling League and 100j, Mail-o-Graphic League.

The adult members, by two-thirds vote, determine and adopt local adult dues, if any.

The annual adult membership dues are as follows:

- Local **\$7.00** (Cannot exceed \$10)
- State \$ _____ (Cannot exceed \$ 1)
- USBC **\$8.00** (Cannot exceed \$10)

The board, by two-thirds vote, determines and adopts local youth dues, if any, based on the recommendation of the Youth Committee. The annual youth membership dues are as follows:

- Local **\$2.50** (Cannot exceed current YABA maximum.)
- State \$ _____. (Cannot exceed current YABA maximum.)
- USBC **\$8.50** (Cannot exceed current YABA maximum.)

The board may waive all or part of local 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.

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. The members and Youth Representatives determine the number of directors. The total number of directors is 14. At least 20% of the total number of Board members will be elected by the Youth Committee. The number of Board members elected by the Youth Committee is 4.

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. Ensuring adherence to all USBC Performance Standards.
 4. Adopting youth dues, up to the maximum established by USBC, based on the recommendation of the Youth Committee.
 5. Conducting championship level competition for its membership constituency (men, women and youth) and complying with state and local laws in their area.
 6. Providing education, training, evaluations, recognition and other services as determined by USBC.
 7. Implementing USBC programs.
 8. Selecting/appointing and evaluating the performance of the Association Manager.
 9. Approving use of membership records.
 10. Re-rating the league average of an association member when there is evidence the bowler's average does not represent the bowler's true ability.
 11. Conducting suspension and reinstatement hearings.
- (See the Suspension and Reinstatement Chapter for re-rate, suspension, reinstatement and appeal procedures.)

Section B. Eligibility

A candidate for the board 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, gender, disability, national origin, or age, other than the minimum age of 14, unless state laws mandate a specific age, and be reasonably representative of the membership.
 - 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. At least 20% of the board must be elected by and from the Youth Committee.
- c. 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 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.

Additional eligibility requirements, if any, will be developed by the nominating committee to be approved by the membership.

Section C. Election of Directors

Directors whose positions are subject to election by the adult members are elected by majority vote* of adult members, present and voting, from:

1. A slate provided by the Nominating Committee.
2. Nominations from the floor. Qualifications must be submitted to the Nominating Committee.

At least 20% of the board is elected by the Youth Committee.

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

**If a majority vote is not reached on the first ballot, the candidate receiving the lowest vote total is dropped and balloting continues until a candidate receives a majority vote.*

Section D. Term

The term for directors is 3 years. The members/Youth Representatives determine the number of years in a term and the number of terms allowed. For two- and three-year terms the members and Youth Representatives establish a stagger system.

The following stagger system* will be used:

<u>Year 1</u>	<u>Year 2</u>	<u>Year 3</u>
President	Vice President	Sgt.-at-Arms
Director #1-5	Director #6-10	Director #11-14

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 hearing following the Removal Procedures in the Suspension and Reinstatement Chapter. An appeal may be filed with USBC 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. If elected by the members, director vacancies are filled by the president, subject to approval by the board.
 - b. If elected by the Youth Committee, vacancies are filled by the Youth Committee.
 - c. The board fills vacancies in officer positions.

Article VI Officers

Section A. President, Vice President and Sgt.-at-Arms

The officers of this association shall include a president, vice president and Sgt.-at-Arms.

Section B. Eligibility of Officers

Candidate or candidates for election or appointment as an officer of the EP-USBC shall have served at least 1 term (3 years) as a director or a member of the board. This shall be interpreted to mean that a person who is currently serving in their second or third year may be eligible for election or as a vacancy appointment.

Section C. Election

Officers are elected by a majority vote* of the adult members, present and voting from:

1. A slate provided by the Nominating Committee.
2. Nominations from the floor. Qualifications must be submitted to the Nominating Committee. Voting will be by ballot if there is more than one nominee for each position.

**If a majority vote is not reached on the first ballot, the candidate receiving the lowest vote total is dropped and balloting continues until a candidate receives a majority vote.*

Section D. Term

The term for elected officers is 3 years. The members and Youth Representatives determine the number of years in a term and the number of terms allowed.

Section E. Authority and Duties

1. **President**
 - a. Presides at all meetings.
 - b. Acts as spokesperson for the association.
 - c. Appoints committees, except nominating and youth, with board approval.

Note: All 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. **Sergeant-at Arms**

The sergeant-at-arms shall perform such duties as may be required by the president or the board of directors.
3. **Association Manager**
 - a. Selected/appointed by and accountable to the board.
 - b. Responsible for implementation of USBC's Performance Standards.
 - c. 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.
 - d. 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 association members/Youth Representatives shall be held at a time and place approved by the board of directors. (See Article IX, Section D for the time frame for election of delegates and alternates to the USBC meeting.)

1. Members/Youth Representatives

- a. Attendance is open to all members. Voting members and Youth Representatives/alternates must be at least 14 years of age unless state laws mandate a specific age. Each youth league is entitled to one adult representative and one Youth Representative who must be at least 14 years of age, unless state laws mandate a specific age. A league is not eligible for representation if it has not submitted a league sanction application.
- b. A center having at least one sanctioned youth league is entitled to one Youth Representative.
- c. The following individuals can be considered for Youth Representatives/Alternates:
 - 1) Member of a sanctioned youth league.
 - 2) Youth Leaders.
 - 3) Youth League Officials (i.e. supervisors, officials, coaches, etc.).

2. Voice and Vote

Voting officers, directors, and members/Youth Representatives, at least 14 years of age, unless state laws mandate a specific age, have voice and vote. Members not meeting the above criteria may attend with voice only. Absentee and proxy voting are not allowed.

3. Responsibilities

- a. Adult Members shall:
 - 1) Adopt bylaws, with the exception of youth dues.
 - 2) Adopt local adult dues, up to the established maximum.
 - 3) Elect up to 80% of the Board, including all officers.
 - 4) Elect delegates and alternates representing adult membership for the USBC and state annual meetings.
- b. Youth Representatives shall:
 - 1) Adopt bylaws with the exception of adult and youth dues.
 - 2) Elect the Youth Committee.
 - 3) Elect Youth Representatives and alternates to the state annual meeting.

4. Meeting Notice

Written notice of the meeting shall be forwarded to the board, Youth Representatives and league secretaries, which should be at least 15 days prior to the annual meeting. Special meetings may be called by the president or upon written request of at least three board members.

5. Quorum

- a. 25 Members constitute a quorum. The members/Youth Representatives determine the number.
- b. 5 Youth Representatives constitute a quorum for youth related elections and activities. The members/Youth Representatives determine the number.

(See the *USBC Association Policy Manual* for suggested quorum.)

6. Action

A majority vote of those members/Youth Representatives 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. Election of officers and directors requires a majority vote. Election of delegates, youth representatives and alternates requires a plurality vote. Absentee and proxy voting are not permitted.

Section B. Board Meeting

The board shall meet at least quarterly. 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, which should be at least 15 days prior to the meeting.
2. **Quorum.** 7 board members constitute a quorum. (The members/Youth Representatives determine the number.)
3. **Action.** A majority vote of those 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.

Section C. Parliamentary Procedure

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

Article VIII Committees

Section A. Standing Committees

The association shall have the following Standing Committees: Nominating, Finance and Youth.

1. **Nominating Committee.** The committee reviews candidates and prepares slates for adult board, delegates representing adult membership and alternate positions. The committee will prepare slates for the Youth Committee and Youth Representatives/alternates based on the recommendation of the Youth Committee. The committee publicizes criteria and procedures for the elected positions. (See the *USBC Association Policy Manual* for composition of the Nominating Committee.)
2. **Finance Committee.** The committee is responsible for reviewing and monitoring the annual budget and other financial matters.
3. **Youth Committee.** The Youth Committee is elected by the Youth Representatives and responsible for:
 - a. Developing eligibility requirements for board members representing the youth.
 - b. Electing at least 20% of the board members from the Youth Committee.
 - c. Developing eligibility requirements for the Youth Committee, subject to approval of the board of directors.
 - d. Recommending youth dues, to be approved by the board.
 - e. Monitoring, promoting, reviewing and recommending youth programs conducted by the association.

Section B. Other Committees

The president may establish other committees, with board approval.

Article IX Delegates, Youth Representatives and Alternates

Section A. USBC Annual Meeting

Adult delegates and adult alternates are elected by plurality vote* of those adult members present and voting. (See Article VI, Section A of the USBC National Bylaws for representation.)

Section B. State Annual Meeting

1. Delegates and alternates representing adults are elected by plurality vote* of those adult members present and voting.
2. Youth Representatives and alternates are elected by plurality vote* of those local Youth Representatives present and voting.

**A plurality vote is the largest number of votes cast for a given candidate. The candidate(s) receiving the most votes is(are) elected.*

Section C. Eligibility

1. **USBC Annual Meeting.** Delegates and Alternates must be:
 - a. Elected by adult members.
 - b. At least 18 years of age.
 - c. A USBC member in good standing of the association at the time of election and throughout their term.
2. **State Annual Meeting.** Nominees must be:
 - a. Elected by adult members or Youth Representatives.
 - b. At least 14 years of age.
 - c. 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.

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

Note: An association that has not processed dues for the current season shall be considered delinquent.

Section D. Election

Adult delegates, Youth Representatives and alternates serve for one year, beginning August 1, and are elected by:

1. A slate provided by the Nominating Committee.
2. Nominations from the floor. Qualifications must be submitted to the Nominating Committee.
3. Plurality vote*. 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 or State Annual Meeting requirements.

Section E. Vacancies

Vacancies are filled for the un-expired portion of each term as follows:

1. If elected by adult members, vacancies are filled by the alternates in the order in which they were elected. If a vacancy still exists, the president fills the vacant position by appointment.
 2. If elected by the Youth Representatives, vacancies are filled by the alternates in the order in which they were elected. If a vacancy still exists, the Youth Committee fills the vacant position by appointment.
- The appointee must also meet the same eligibility requirements as elected positions.

**A plurality vote is the largest number of votes cast for a given candidate. The candidate(s) receiving the most votes is(are) elected.*

Article X Amendments

Section A. Procedure

Any member of the association may submit proposed amendments to these bylaws. The local association bylaws may be amended at any membership meeting by a two-thirds vote of the members/Youth Representatives present and voting. The amendment must be:

1. Submitted in writing to the Association Manager or president.
2. Submitted at least 60 days (date or number of days to be set by the members/Youth Representatives) prior to the membership meeting when the association is considering the proposal. (See Section B Change in Dues.)

Section B. Change in Dues

1. **Adult dues.** Forward a notice to each league secretary at least 15 days prior to the meeting at which the proposed change is considered. The notice must:
 - a. Be in writing.
 - b. Specify the amount of the change.
 - c. Specify the reason for the change.
2. **Youth dues.** Changes in dues are adopted by the board, based on recommendations of the Youth Committee.

Notification of any adopted change in dues, and the reason for the change, will be forwarded, in writing to each league secretary and youth league official.

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.