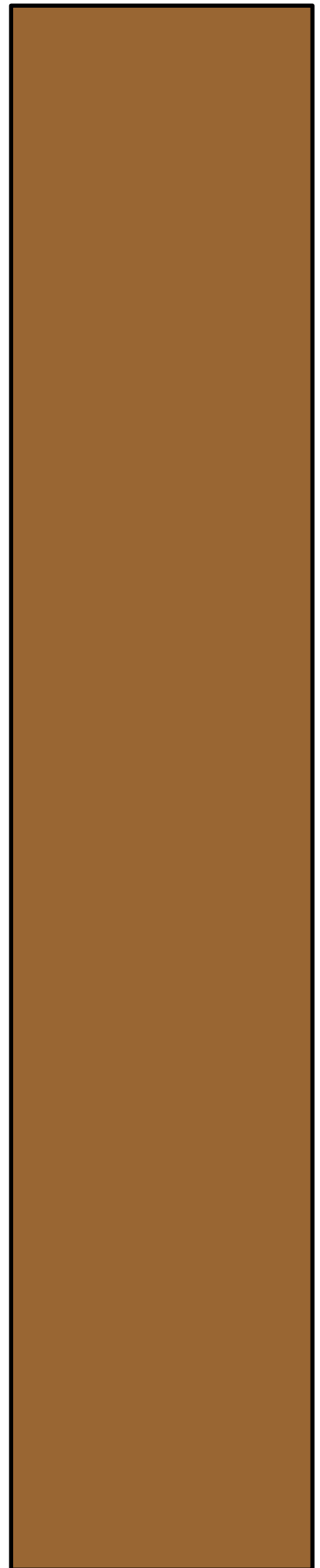




***MISSOURI STATE
BOWLING
PROPRIETORS'
ASSOCIATION
CONSTITUTION AND
BY-LAWS***





**MISSOURI STATE
BOWLING PROPRIETORS'
ASSOCIATION, INC.
BY-LAWS**

*As Amended
at the 2019 Annual State Meeting
July 30, 2019*

*Double Tree Hotel
Springfield, MO*

ARTICLE 1 – NAME

SECTION 1 - This association is incorporated as a not-for-profit corporation under Chapter 355 of the laws of the State of Missouri under the name: "MISSOURI STATE BOWLING PROPRIETORS' ASSOCIATION, INC." Missouri is part of the Midwest BPAA region

ARTICLE 2 – PRINCIPAL OFFICE

SECTION 1 – The registered office of the Association shall be located at 621 Six Flags Drive, in the city of Arlington, County of Tarrant, State of Texas, and the name of its registered agent at said address is BPAA, but the registered agent may be changed from time to time by action of the board of directors. The physical office for the State Association is 621 Six Flags Drive, Arlington, TX 76011.

ARTICLE 3 – OBJECT AND PURPOSE

SECTION 1 - The purpose of purposes for which the Association is organized are:

- (a) To bring together and secure the cooperation of the owners of bowling establishments for the advancement and mutual understanding and good will of all members united in the idea of service;
- (b) To foster the formation of City and District Bowling Proprietor's Associations within the various areas in the State of Missouri.
- (c) To recommend standards for the operation of bowling establishments and to discourage objectionable practices;
- (d) To keep its members informed of legislative activities related to the bowling industry;
- (e) To assemble for and exchange with its membership information beneficial to the operation of their business;
- (f) To foster and conduct tournaments and other promotions for its membership; and
- (g) To have and exercise all powers referred to the Chapter 355 of the Revised Statutes of Missouri, 1959, as Amended

ARTICLE 4 – MEMBERSHIP

SECTION 1 - Any member of the Missouri State Bowling Proprietors' Association, a voluntary trade association, in good standing in said Association at the time of the effective date of these By-Laws, who is otherwise eligible to be a Regular Member hereunder, shall automatically become a Regular Member of this Association under these By-Laws, without the necessity of making application for membership as hereinafter provided.

SECTION 2 - Any bowling establishment engaged in the business of operating bowling establishments in the State of Missouri, whether owned by an individual, firm, corporation or Legal entity, is eligible for membership in this Association.

- (a) In the event such owner or lessee of any bowling establishment located within the membership territory of a qualified and recognized state or local association or associations shall, as a condition of membership in this association be and remain a member in each such state or local association unless, in particular cases, this condition is waived by the Missouri State Bowling Proprietors' Association Executive Committee.

SECTION 3 –

- (a) Whenever a membership is held in the name of a firm or corporation, one individual representing said firm or corporation shall exercise its voting power in which event he shall be appropriately designated and his name shall be certified to the Secretary of the Association. This provision shall not in any way restrict the right of other members of such firm or corporation to attend Association meetings.
- (b) Duration of Membership; Each person, firm or corporation admitted to membership in the Association pursuant to these By-Laws, shall be a member of the Association until the membership shall terminate by death, voluntary withdrawal, or otherwise as provided in these By-Laws. Whenever any member whose business is conducted as

a firm or as a corporation experiences any change in its ownership so that more than twenty-five percent (25%) of the ownership of such establishment is owned by someone who was not an owner at the time that the establishment became a member, such Executive Director, who shall inform the Board of Directors of such change at its next meeting thereafter. Such membership shall continue beyond such meeting of the Board of Directors only if approved by the Board of Directors.

SECTION 4 - A separate membership shall be required for each bowling establishment operated. A duly designated representative for each bowling establishment in good standing shall be entitled to cast one vote on all matters that shall come up for decision.

SECTION 5 - The Association by a two-thirds (2/3) vote of all present at any regular meeting may elect Honorary Members. Such Honorary Members must be persons who have been members of the Association and who have rendered outstanding services. Such Special Member shall be required to comply with the By-Laws and Rules and Regulations of this Association and all amendments thereto. Such Special Member shall be entitled to attend all meetings and participate in all discussions of the members, but shall not have the right to vote.

SECTION 6 - In the event a member having resigned or been expelled, desires reinstatement of membership, such member shall make application to the Board of Directors, whose decision shall be final unless otherwise directed by the membership. After such application for reinstatement is approved by the Board of Directors, the member may be returned to active membership upon fulfillment of such terms and the payment of such dues as may be required by the Board of Directors.

SECTION 7 - In the event any member shall sell his or its bowling establishment, such member may transfer his membership in the Association to the new owner upon application by such new owner or approval thereof by the Board of Directors.

SECTION 8 - Each member in good standing shall be entitled to one vote only on all matters that shall come up for a decision in meetings of the Association. Honorary Members and Special Members shall not be entitled to the right to vote at any meeting of the membership.

SECTION 9 - When a member retires from active participation in his bowling establishment or sells his establishment and his membership is transferred to the new owner thereof; such member may retain his membership as a "Special Member" and shall remain in active status after termination of his Regular Membership upon payment of dues of \$10.00 per annum. Such Special Member shall be required to comply with the By-Laws and Rules and Regulations of this Association and all amendments thereto. Such Special Member shall be entitled to attend all meetings and participate in all discussions of the members, but shall not have the right to vote. If a Special Member regains participation in the operation of a bowling establishment, he may apply for a Regular Membership in the Association without being obligated to pay an initiation fee.

ARTICLE 5 – SUSPENSION AND EXPULSION

SECTION 1 - Except for the non-payment of dues and assessments, no member may be suspended for a period of time or expelled unless the Board of Directors shall first ascertain the alleged grounds for such action are lawful and, if so, shall then cause at least thirty (30) days written notice of such proposed action to be given to the member involved, which notice shall fix the time and place of a hearing before the Board of Directors. At the hearing in question, the matter of suspension or termination of membership shall be considered, together with the charges upon which such proposed actions is based. The member involved shall be permitted the opportunity to appear at the hearing and to defend against the charges.

SECTION 2 - The Board of Directors shall make such disposition of the matter as it determines appropriate. In the event the disposition of the Board of Directors is that the member may be suspended for a period of time, or expelled, the President or Executive Director of the Association shall, within five (5) days after the action of the Board of Directors, notify the member affected thereby of the action of the Board of Directors. The disposition of the Board of Directors of the Association shall not become effective for a period of thirty (30) days after the date of mailing of such notification thereof, during which thirty (30) days the member affected thereby may appeal from the action of the Board of Directors by personally delivered, or by mailing by certified or registered mail, written notice of appeal requesting a hearing in the matter by the member to the President or Executive Director of the Association.

SECTION 3 - If no appeal is taken, disposition of the Board of Directors shall become effective thirty (30) days after the date of mailing of written notice as aforesaid.

SECTION 4 - If the member so appeals, the disposition shall not become effective until the membership takes final action upon the appeal and so affirms the said disposition by a two-thirds (2/3) vote of the members voting thereon at a duly constituted meeting of the membership, or by a mail vote of the membership in lieu thereof. In the event the membership overrules the disposition of the Board of Directors, or in the event the membership sua sponte determines the reason or reasons for the disposition are not sufficient or the disposition is otherwise unreasonable, unjustified or unfair, the disposition of the Board of Directors of the Association shall be deemed withdrawn and the determination of the membership, by modification or otherwise, shall be substituted therefore effective upon the mailing or delivery date of written notification to the member affected thereby.

SECTION 5 - Nothing in the Article is intended to prevent the Board of Directors from suspending or expelling a member for failure to pay dues or assessments as provided in Article 6 hereof.

ARTICLE 6 – DUES AND MEMBERSHIP FEES

SECTION 1 –

- (a) New members will be responsible for and payment of any current dues or assessments that may have been assessed by the membership.
- (b) In the event a member increases the size of his establishment by installation of additional lanes, such member shall be required to pay the dues for such additional lanes as may be currently assessed and shall begin paying dues the first day of the month following the opening of the new lanes for business to the public.
- (c) In the event a member increases the size of his establishment by installation of additional lanes, such member shall be required to pay the initiation fee for such additional lanes as may be currently assessed and shall begin paying dues the first day of the month following the opening of the new lanes for business to the public.

SECTION 2 –

- (a) The Association dues shall be in such amount and shall be due and payable as provided by the Board of Directors. Members failing to comply with this provision or who shall be in arrears for more than sixty (60) days shall be automatically suspended from membership in the Association.
- (b) Should a majority of the Board of Directors determine it necessary to levy additional dues or assessments of any kind upon the members, a written notice containing the reasons for and the conditions of the special dues shall be sent to each member of the Association not less than ten (10) days prior to the time a regular or special meeting may be called for said purpose.
- (c) A written ballot of all members present shall be taken and the votes of the majority shall determine the action to be taken. Payment of any special dues or assessments shall become due and payable within thirty (30) days after action is taken. Members failing to comply with the provision or who shall be in arrears for more than sixty (60) days shall be automatically suspended from membership in the Association.

SECTION 3 - The fiscal year of this organization shall be from January 1 through December 31.

ARTICLE 7 – OFFICERS AND DIRECTORS

The Executive Board of Directors (President, Executive Vice President, Secretary Treasurer and Sergeant at Arms) shall consist of one representative from each of the large membership areas (St. Louis Zone, Northwest Zone and Southwest Zone) and one representative from the out-state zones. In the event that no qualified or consenting nominee is available from the large membership zones, a qualified candidate from any zone may be elected.

SECTION 1 - The officers of this Association shall be:

- (a) President
- (b) Executive Vice-President
- (c) Vice-Presidents: The current president of each recognized

area of the Association shall automatically become a Vice-President of this Association immediately after they are elected and become qualified as such area president.

- (d) Secretary-Treasurer
- (e) Sergeant-at-Arms

SECTION 2 - All of the officers, including the immediate two Past Presidents of the Association, duly elected by the Association, and all members of the Association, if any, who are BPAA Directors by virtue of being elected to a National office shall constitute the Board of Directors of the Missouri State Bowling Proprietors' Association, Inc. with full voting rights. BPAA Directors shall be deemed members of the Missouri State Bowling Proprietors' Association, Inc. Board of Directors, immediately upon their election and qualification and shall remain such so long as they hold such office. The President shall have the right to vote to break a tie.

SECTION 3 - All of the officers and Directors of the Association shall be active owners or their appointed employee establishment managers of bowling centers within the State of Missouri and must remain members of this Association in good standing.

SECTION 4 - The officers and number of Directors thereof may be changed from time to time by amendment of these By-Laws.

SECTION 5 – The President, Executive Vice President, Secretary-Treasurer and Sargent-at-Arms shall be elected from the Membership at its Annual Meeting to serve for a term of two (2) years commencing immediately following the adjournment of the Annual Meeting. No person shall serve as President, Executive Vice President, Secretary-Treasurer or Sargent-at-Arms longer than one (1) successive two-year term. No one person may be elected to serve on the Executive Board in more than one (1) position and in no event is entitled to more than one vote on any issue, including Executive Board members who serve as Vice presidents (Zone Presidents).

SECTION 6 - Recognition of an area President representing a Zone shall be in the form of a written communication provided by the Zone and accompanied by proof of election in the form of meeting minutes, signed documentation or letter/email thread from its members. Written notice must be submitted to the State Executive Director within 30 days of the election.

SECTION 7 – Inactive Zones can lose their rights to serve on the Board of Directors as Vice Presidents if they fail to meet the following requirements. Zone has not elected a qualified Zone President and notified the State Executive Director of the new Zone President and/or if a Zone President misses four (4) consecutive board meetings, board conference calls or two (2) consecutive Annual Meetings. Their rights to serve on the Board of Directors can be revoked by a majority vote of the remaining Board of Directors. An inactive Zone may be reactivated and their right to serve on the Board of Directors may be reinstated by a majority vote of the Board of Directors.

ARTICLE 8 – DUTIES OF OFFICERS

SECTION 1 - PRESIDENT. The president shall be the chief executive officer of the Association, shall preside at all meetings of the Association and the Board of Directors, shall be ex-officio a member of each committee, shall exercise the authority vested in the office of President by the By-Laws, and shall perform all acts otherwise incidental to the office of President. The duties of the Executive Director specified herein shall be deemed delegated to the Executive Director by the President.

SECTION 2 - EXECUTIVE VICE-PRESIDENT. The Executive Vice-President in the absence of the President shall perform the duties and responsibilities which ordinarily pertain to the office of the President. They shall otherwise assist the President and carry out such other duties as may be delegated to them from time to time by either the President or the Board of Directors.

SECTION 3 - VICE-PRESIDENTS. In the absence of the President and the Executive Vice-President, the assembly shall name a presiding officer from one of the remaining Vice Presidents in attendance. The Vice-Presidents shall otherwise assist the President and carry out such other duties as may be delegated to them from time to time by either the President or the Board of Directors.

SECTION 4 - SECRETARY-TREASURER. It shall be the duty of the Secretary-Treasurer to certify and authenticate the official records of the Association and maintain such records under his custody and control. The duties of the Executive Director herein provided which otherwise would ordinarily be performed by the Secretary shall be deemed delegated by the Secretary to the Executive Director. The Secretary shall supervise the operations of and counsel with the Executive Director between meetings of the Board of Directors; they shall keep a record of attendance of members at the regular meetings and shall prepare all ballots of the Association which have been approved by the Board of Directors. It shall be the duty of the Secretary-Treasurer to verify and authenticate all funds of the association as reported by the Executive Director, and report the financial condition of the association at all meetings of the Board of Directors and the general membership. A financial statement of the Association shall be presented to the members at each regular meeting.

SECTION 5 - SERGEANT-AT-ARMS. It shall be the duty of the Sergeant-at-Arms to carry out such duties as are usually prescribed for that office and such other duties as shall be delegated to them from time to time by the President.

ARTICLE 9 – EXECUTIVE DIRECTOR

SECTION 1 - EMPLOYMENT. At the discretion of the Board of Directors, an Executive Director may be employed on a permanent or temporary basis by the Association. The Board of Directors shall make all determinations respecting terms and conditions of employment. The Executive Director need not be a member or representative of a member of this Association.

SECTION 2 - DUTIES OF EXECUTIVE DIRECTOR. Subject to the supervision of the President and the Board of Directors, the Executive Director shall manage the affairs of the Association, keep active records of all business transacted by the Association and all acts of the Board of Directors, attend all meetings of the Association, the Board of Directors, and any committees of the Association, supervise the collection of fees, dues and assessments and transmit records of funds to the treasurer for verification, conduct all correspondence of the Association, maintain records of the employees and agents of the Association and of their salaries and terms of employment and supervise other duties as normally come within the scope of his office or as may from time to time be delegated to him by either the President or the Board of Directors. The Executive Director shall submit to the membership at its annual meeting a written report of the activities of the Association during the past year and further shall investigate and be conversant with all new developments and commercial activities beneficial to the membership and shall disseminate from time to time to the membership such information and data respecting legislation and other developments which may be helpful to the membership in the operation of their establishments.

SECTION 3 - An independent managing firm can be hired by the Board of Directors for the purpose of handling all affairs of the State office. Their contract is to be negotiated by the Board of Directors and approved by two-thirds (2/3) present at annual meeting with such contract not to exceed two (2) years.

ARTICLE 10 – COMMITTEES

SECTION 1 - The Board of Directors shall be the governing body of this Association and shall consist of all the officers and Directors named in Articles 7, 8 and 9 hereof.

SECTION 2 - The President shall appoint the following Standing Committees, and they shall be ex-officio a member of each of them:

- (a) **FINANCE & BUDGET COMMITTEE:** This committee shall consist of the Board of Directors and it shall be their duty to arrange for an annual audit of the books of record of the Secretary-Treasurer and to prepare a budget for the operation of the Association. This budget shall be presented to the Board of Directors for approval at the annual meeting.
- (b) **TOURNAMENT COMMITTEE:** The Tournament Committee shall consist of not less than three (3) members, any two (2) of whom shall constitute a quorum. It shall be the duty of the Tournament Committee to make and promulgate rules and regulations relating to the preparation, promotion, maintenance and conduct of tournaments held by members of the Association and to make and bring before the Board of Directors plans for tournaments to be sponsored and held by members of the Association for men and women. This Committee shall represent this Association in all tournaments involving members of this Association. The members of the Association shall be

bound by the terms and provisions of such rules and regulations promulgated by the Tournament Committee when ratified and adopted by the Board of Directors the same as though said rules and regulations were specifically set out in these By-Laws. The Tournament Committee Chairman shall be responsible for auditing tournament financials and reporting to the Board of Directors the condition of the State managed tournaments for approval.

- (c) **LEGISLATIVE COMMITTEE:** The Legislative Committee shall consist of not less than three (3) members of the Association, any two (2) of whom shall constitute a quorum. Such Committee shall act as liaison between the Association and its members and the members of the General Assembly of the State of Missouri. Such Committee shall work closely with any attorney employed by the Association to handle its legal problems relating to legislative and tax matters and other legal matters of common interest to members of the Association. This Committee shall also work with all groups and individuals who, in the judgment of the members of the Committee, are interested in legislation and taxation and other legal problems affecting the bowling industry and the business of the members of this Association.
- (d) **BY-LAWS COMMITTEE:** This Committee shall consist of not less than three (3) members appointed to recommend to the Board of Directors and/or the membership for adoption, such amendments as may from time to time be recommended in accordance with Article 20 of these By-Laws.
- (e) **YOUTH AND IN-SCHOOL BOWLING COMMITTEE:** The Youth and In-School Bowling Committee shall consist of not less than three (3) members, any two (2) of whom shall constitute a quorum. It shall be the duty of this Committee to bring before the Board of Directors plans for promulgating youth bowling activities in the State of Missouri.
- (f) **SMART BUY FUNDS COMMITTEE:** The Smart Buy Funds Committee shall consist of not less than five (5) members appointed with three (3) constituting a quorum. The committee shall investigate and recommend to the Board of Directors applicable disbursements of Smart Buy Funds.
- (g) **HIGH SCHOOL CLUB BOWLING COMMITTEE:** The High School Committee shall consist of not less than five (5) appointed members, any three (3) of whom shall constitute a quorum. Each year a representative from the host Championship Tournament center will be added to this committee. It shall be the duty of this committee to promote high school club bowling throughout the state, adopt and enforce the rules for the High School Club program, analyze and report the financials of the High School Club Bowling Fund, and to direct the State Championship High School Club Tournament. All action and recommendations shall be approved by the Board of Directors.
- (h) **AWARDS COMMITTEE:** The Awards Committee shall consist of not less than three (3) appointed members and two (2) of whom shall constitute a quorum. This committee shall accept applications for and recommend to the Board of Directors annual awards not limited to the BPAA Proprietor of the Year Award.
- (i) **SPECIAL COMMITTEES:** The President at their discretion, and also at the direction of the membership and/or the Board of Directors may appoint special committees not otherwise provided for herewith from time to time to serve for special purposes as may arise.

ARTICLE 11 – MEETINGS OF THE ASSOCIATION

SECTION 1 - ANNUAL MEETING. The annual meeting of the Association shall be held at such time and place as shall be fixed by the Board of Directors. The time and place of such meeting to be determined by the President or the Board of Directors. The election of officers and Directors shall take place at this annual meeting.

SECTION 2 - REGULAR MEETINGS. Regular meetings of the Association in addition to the annual meeting may be provided for as often and at such time and place in the ensuing year as the members approve at any annual meeting.

SECTION 3 - SPECIAL MEETINGS. Special meetings of the Association shall be held at such time and place within the membership territory of this Association as may be designated in the notice thereof upon the call of the President, or at the written request of a majority of the Board of Directors, or upon written request of at least twenty-five (25%) per cent of the Regular Members in good standing of the Association. Any such notice, and any such written request for the call of a special meeting, shall state the purpose or purposes for which the meeting is to be held. All members shall be notified thereof at least ten (10) days in advance of the meeting.

SECTION 4 - QUORUM. A quorum at any meeting of the Association shall consist of at least 10 percent of the Regular Members in good standing.

SECTION 5 - ACTION. Action shall be taken by a majority of the Regular Members present and voting on any question, unless otherwise provided herein.

SECTION 6 - MAIL VOTE. At the discretion of the President, or at the request of the Board of Directors, important questions may be submitted by the Secretary-Treasurer or the Executive Director for decision by mail to the Board of Directors or to the membership, as the case may be, calling for mail vote by the Board of Directors or the membership, as the case may be, in order to avoid the call of a special meeting or for other good reason. Any question thus presented shall be determined according to a majority of the votes received and placed on file by the date set in such call after submission, provided that in each case, votes of at least 66 2/3 per cent of the total members of the Board of Directors (excluding vacancies), or at least 33 1/3 per cent of the total membership if it be a matter submitted to the membership for a vote, shall have been received. A majority of the binding upon the Association. The Secretary-Treasurer or Executive Director shall cause the vote and its results to be recorded in the minutes of the Association and the decision shall be considered as binding upon the Association as though an actual meeting had been held. The actual ballots mailed and received by the Association shall be kept available by the Secretary or the Executive Director until he is authorized by the Board of Directors to dispose of them.

ARTICLE 12 – MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1 - REQUIRED MEETINGS. The Board of Directors shall meet a minimum of twice a calendar year. Time and place of this meeting to be determined by the President or the Board of Directors. Meetings should be scheduled such that they are equally spaced between national BPAA meetings. Meetings of the Board of Directors shall be held at such time and place within the State of Missouri as may be designated in a notice thereof upon the call of the President or at the written request of at least 25% of the members of the Board of Directors. Such notice shall state the purpose or purposes for which the meeting shall be held and mailed to the Directors at least ten (10) days prior to the meeting.

SECTION 2 - ATTENDANCE REQUIREMENTS. Any member of the Board of Directors who misses two (2) consecutive meetings without cause shall be automatically dropped from the Board and such vacancy shall be filled as provided in Article 14, Section 2 of these By-Laws.

SECTION 3 - QUORUM. A minimum of 60% of the voting membership of the Board of Directors must be present at any Board meeting for the transaction of business.

SECTION 4 - ACTION. Action shall be taken by a majority of the Directors present and voting on any question unless otherwise provided therein.

SECTION 5 - MAIL VOTE. Directors may hold a mail vote on any important issue in the manner described in Article 11, Section 6 of these By-Laws.

ARTICLE 13 – DUES AND MEMBERSHIP FEES

SECTION 1 - NOMINATING COMMITTEE. The Nominating Committee shall consist of not less than (9) members consisting of Zone Presidents and the two (2) immediate past presidents. A quorum of five (5) committee members is necessary to conduct business. Said committee shall file its written report with its recommended slate of officers with the office of the Executive Director at least 30 days prior to the date set for the annual meeting of the membership. Additional nominations may be made in writing with the consent of the nominee filed with the chairman of the nominating committee or orally made from the floor at any time before the closing of the nominations at the annual membership meeting.

SECTION 2 - VACANCIES. Vacancies in any of the elected offices or on the Board of Directors, however caused, shall be filled by the membership at its next meeting, to serve for the unexpired term of the vacant office; however, the Board of Directors may elect or appoint eligible members to fill such vacant office on an interim basis to serve until action is taken thereon by the membership as above provided.

ARTICLE 14 – BONDS

SECTION 1 - The Secretary-Treasurer, the Executive Director and other officers and employees as may be designated by the Board of Directors shall be bonded in such amount and in such manner as the Board of Directors may from time to time determine.

ARTICLE 15 – REIMBURSEMENT OF EXPENSES

SECTION 1 - If the Board of Directors approves in advance reasonable expenses incurred by any officer, director or employee in the course of his duties as such, then such expenses shall be reimbursed to such officer, director or employee by the Association.

ARTICLE 16 – INDEMNIFICATION OF DIRECTORS, OFFICERS, AND STAFF

SECTION 1 - The Association shall indemnify each present and future director, officer, executive director, or other employee of the Association against cost and expenses which may be imposed on or reasonably incurred by him in connection with any claim, action, suit or proceeding hereafter made or instituted in which he may be involved by reason of his being or having been a director officer, or employee of the Association. Such costs and expenses shall include the cost of all liabilities, including judgments, verdicts and reasonable settlements. The Board of Directors shall arrange for and maintain libel and other liability insurance, as it may deem necessary, to protect the Association against the liabilities which it may sustain by reason of this Article.

ARTICLE 17 – RULES AND REGULATIONS

SECTION 1 - The Board of Directors may from time to time adopt rules and regulations affecting the conduct of its membership, subject to approval of the membership at the next regular membership meeting after adoption thereof.

ARTICLE 18 – AMENDMENTS

SECTION 1 - Anything to the contrary herein notwithstanding, the By-Laws may be amended, repealed or altered, in whole or in part, by two-thirds (2/3) vote of the regular members present and voting at any authorized meeting, provided that the proposed change or changes, with the reason or reasons therefore, are submitted by mail to the regular members at least ten (10) days before the date of the meeting whereat such change is to be considered. Any regular member in good standing may sponsor any proposed amendment. No proposed change or changes may be submitted at a meeting of the membership for vote unless accompanied by a report recommending either the adoption or rejection of the proposed change or changes from the Board of Directors, or in the event there is a standing committee of the Association, the Constitution and By-Laws Committee.

SECTION 2 - All amendments shall become effective upon their adoption unless the amendment otherwise states.

SECTION 3 - The Secretary or Executive Director shall maintain the official copy of the By-Laws. All amendments shall properly be appended to the foot of the official copy and shall state the date and place where adopted. The Secretary shall make such official copy, or true and correct copies thereof, available at all meetings of the Association and the Board of Directors, and shall provide current copies thereof upon request of any member of the Association.

SECTION 4 - The operation of any provision of these By-Laws may be suspended upon the consent of 90% of the regular members present and voting at an authorized meeting of the Association.

ARTICLE 19 – ORDER OF BUSINESS AND MINUTES

SECTION 1 - ROBERTS RULES OF ORDER. Robert's Rules of Order, when not inconsistent herewith, shall govern all proceedings of the Association.

SECTION 2 - ORDER OF BUSINESS. The Board of Directors may designate the order of business at meetings of the Association and of the Board of Directors, in the absence of which the order of business shall be as follows:

- (a) Roll Call
- (b) Reading, Correction and Ratification of Minutes
- (c) Communications
- (d) Reports of Officers
- (e) Reports of Committees
- (f) Unfinished Business
- (g) New Business
- (h) Election and Installation of Officers and Directors
- (i) Future Meeting Dates and Sites
- (j) Adjournment

SECTION 3 - PRIORITY. Any question of priority of business shall be decided by the chair without debate.

SECTION 4 - MAJORITY VOTE. All questions resulting in a majority vote by the persons present and voting thereon, a quorum being present shall be deemed passed unless otherwise provided in these By-Laws.

SECTION 5 - MINUTES. At each meeting of the Association, Board of Directors, and any committee of the Association, written minutes accurately reflecting the substance of what occurred shall be prepared. When approved by signature of the chair and ratified by the members involved, such minutes shall be chronologically preserved in the minute book. This Association shall be deemed to have acted or refrained from action only as reflected in approved and ratified minutes so preserved. A meeting of any members hereof shall be deemed to be a meeting pursuant to these By-Laws only if such meeting is authorized herein and minutes are so prepared, approved, ratified and preserved. No action or non-action purportedly taken at any other meeting shall be the act of or otherwise bind the Association or any member hereof. Failure of any member to adhere to the provisions of this section shall be grounds for suspension or expulsion.

ARTICLE 20 -- ADOPTION, EFFECTIVE DATE, AND REVOCATION OF OTHER RULES

SECTION 1 - These By-Laws shall be deemed to be adopted when approved by two-thirds (2/3) of the members of the Board of Directors present at a regular meeting of the Board of Directors of this Association.

SECTION 2 - These By-Laws shall take effect immediately upon their adoption.

SECTION 3 - Upon adoption, these By-Laws supersede and revoke any constitution, by-laws, standing rules, resolutions, motions, codes of ethics, agreements or understandings, if any, by and between members, and committees of this Association, theretofore in effect, provided however, that the present officers and directors of the Association shall continue in office to implement these By-Laws until their successors shall have been elected and qualified hereunder.

ARTICLE 21 – BPAA QUALIFICATION PROVISIONS

SECTION 1 - This Association shall adhere to the BPAA Constitution and By-Laws as, and to the extent, such pertain to this Association and, in particular, but without limiting the foregoing, neither this Association nor its members shall in any way:

- (a) Fix, suggest, establish, determine or maintain, or attempt to fix, suggest, establish, determine or maintain, the prices, terms or conditions charged or imposed by any member for the use of his bowling establishment or facilities; or
- (b) Hinder, restrict or prevent any member from soliciting the patronage of customers of another member or from otherwise determining the manner, method or form in which he may compete with another member.

SECTION 2 - Participation in any tournament sponsored or conducted by or in behalf of this Association is open, upon the same terms and conditions, to all bowlers who do, or have done, any league, tournament, advertised exhibition or any other type of bowling (1) in a BPAA-member establishment of (2) in a non-BPAA member establishment, or (3) whether such bowler is or is not a member of any Bowling Proprietor Association.

SECTION 3 - As a condition of membership in this Association, each member establishment shall be a member of the comparable call of the BPAA for which it is eligible unless in particular cases this condition is waived by the BPAA's Executive Committee.

SECTION 4 - Membership in this Association shall not be refused to any bowling establishment eligible therefore unless for a reason determined by BPAA to be a lawful reason.

SECTION 5 - The membership in this Association of any member shall not be terminated by the Association unless for a reason determined by BPAA to be a lawful reason, and then only after reasonable notice and fair opportunity to be heard are afforded to the member concerned.

SECTION 6 - Anything in the Constitution or By-Laws of this Association, or in any other rules, resolutions, or code of ethics of the Association, if such there be, or in any agreement or understanding to which this Association or any of its members is a party, if such there be, which is in conflict with or otherwise in derogation of any of the above provisions is hereby revoked and of no further effect as to either this Association or any member.

- *The foregoing By-Laws were adopted by more than two-thirds (2/3) of the Regular Members present at a duly constituted meeting of the Directors of the Missouri State Bowling Proprietors' Association, Inc. held in St. Louis, Missouri, on February 23, 1967, as amended by vote of the Board of Directors at a duly constituted meeting held on July 16, 1967, and as ratified and adopted by the membership of this Association at a duly constituted meeting of the membership held on July 19, 1967.*
- *Amended by vote of the membership at the Missouri State Bowling Proprietors' Association meeting November 9, 1992 at the Lodge of The Four Season, Lake Ozark, Missouri.*
- *Amended by vote of the membership at the Missouri State Bowling Proprietors' Association meeting October 15, 1998.*
- *Amended by vote of the membership at the Missouri State Bowling Proprietors' Association meeting July 25, 2002, at the Holiday Inn, Olathe, Kansas.*
- *Amended by vote of the membership at the Missouri State Bowling Proprietors' Association meeting October 25, 2011, at the Holiday Inn, Columbia, Missouri.*
- *Amended by vote of the membership at the Missouri State Bowling Proprietors' Association meeting October 3, 2017, at the Ameristar Kansas City Casino Resort, Kansas City, MO.*
- *Amended by vote of the membership at the Missouri State Bowling Proprietors' Association meeting July 30, 2019, at the Double Tree Hotel, Springfield, MO.*