

Chapter Four: Board of Directors

This chapter explains the board structure, authorities, duties, eligibility, terms, resignations, removals, vacancies, bonding, conflicts of interest as well as individual officer requirements and responsibilities.

Structure

The association's officers and directors, as determined in the association's mandatory bylaws, constitute the board of directors.

No individual may be elected or appointed to more than one voting position on the board. The Association Manager shall not serve concurrently as an officer. The Association Manager is considered an ex officio non-voting member of the board, however may be elected as a director.

Additional individuals may be **selected/appointed** to assist the association; however, those individuals will not be considered members of the board. (I.e. assistant office manager, committee member, etc.) life or other honorary members are not members of the board unless elected by the voting body as an officer or director.

In an area where there is a complete merger (BA, WBA and Youth association), 20% representation on the board **would be provided by** the Youth Committee.

Where there has been a merger of a BA and WBA and they have an agreement with the non-merged Youth Association, the merged board must still have 20% representation from the Youth Committee. In this case the representatives would be **provided** by the Youth Association, acting as the Youth Committee.

In an area where the BA and WBA merge and the Youth Association refuses to merge, this creates a competitive situation. The merged association will serve men, women and youth and the structure is consistent with a regular merged association. Additionally, the Youth association will be chartered and have a structure consistent with a regular non-merged Youth association.

Authority and Duties

The management and governance of the association is vested in the board of directors.

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. Developing and maintaining an association operations manual.

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5. Adopting youth dues, as applicable, up to the maximum established by USBC. USBC state or local merged association board's decision will be based on the recommendation of the Youth Committee.
6. Conducting championship level competition for its membership constituency.
 - a. USBC state or local merged associations will conduct championship level competition for men, women and youth and comply with state and local laws in their area.
 - b. USBC BA (non-merged) associations will conduct open championship level competition for their current constituency (men and women).
 - c. USBC WBA (non-merged) associations will conduct championship level competition for women.
 - d. USBC Youth associations will conduct championship level competition for youth.
7. Establishing a procedure for the handling of funds which includes:
 - a. Approving the financial institution(s), which must be federally insured or its equivalent.
 - b. Designating board members to sign for withdrawals. All withdrawals must have two signatures. Two members of an immediate family cannot co-sign for withdrawals. (Immediate family members include: mother, daughter, sister, wife, husband, son, brother and father, stepsister, stepmother, in-laws, etc. Even though members of an immediate family are not residing in the same household, it would not be permissible for them to act as signatories on association accounts.)
 - c. Ensuring all money is deposited within seven days.
 - d. Authorizing all expenditures which can include electronic transfers of routine bills. (Electronic transfers and routine bills only need initial authorization.)
 - e. Ensuring the president verifies the association accounts monthly.
 - f. Ensuring all required financial reports are filed. (IRS, payroll taxes, state taxes, etc. See Chapter Nine.)
8. Establishing a procedure for a yearly audit. (Quarterly audits are recommended.)
9. Approving and reporting the budget, **developed** by the Association Manager, to the membership. This report will include individual salary amounts, if any.
10. Choosing the date of the association annual meeting.
11. Approving a procedure for retention of records which must include the financial records.
12. Overseeing the transfer of association records and property to the:
 - a. Successors to a position, or employee, no later than the first day of their term or employment.
 - b. Board within two weeks from the date of vacancy.
13. Determining association optional member benefits and dues, if applicable, not to exceed the maximum dues amount determined by the USBC delegates.
14. Developing and implementing a strategic (action) plan.
15. Providing education, training, evaluations, recognition and other services as determined by USBC.
16. Implementing USBC programs.

17. Developing a volunteer/membership recruitment/retention plan that will assist centers with bowler promotions and marketing plans. (Local only)
18. Implementing an Association Representative Program. (Local only)
19. Developing and implementing a communication plan.
20. Selecting/appointing and evaluating the performance of the Association Manager.
21. Approving use of membership records. Membership records are the property of USBC and the association and are provided to USBC Headquarters as requested.
22. Establishing a procedure for maintaining averages. It shall provide for the maintenance of an average record of association members by publishing a yearbook or maintaining a list for office use. The average listing shall be maintained as part of association records for at least three (3) years and must include the following information:
 - a. A listing, alphabetical by bowler name, of all league averages based on at least 21 games. All such averages shall be considered official. The association shall either maintain separate winter league and summer league average listings; or the association may maintain a single combined listing provided such listing indicates which leagues are summer leagues.
 - b. The names of each league in which a member has bowled at least 21 games.
 - c. The number of games bowled by the member in each league.
 - d. The member's average in each such league.

The association may set a date for league secretaries to submit averages but this date may not be earlier than March 1. Averages as of the date set shall be considered the final season averages except in the case of bowlers in a league which has not bowled 10 weeks of its schedule as of that date. In that case, the averages at the end of the league schedule are official.

23. 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. (Local only)
24. Conducting suspension and reinstatement hearings. (See the Suspension and Reinstatement Chapter in this book for re-rate, suspension, reinstatement and appeal procedures.)
25. The board shall have the power to render final decisions on all protests and disputes within the association unless appealed to USBC Headquarters.
26. Providing other reports as required by USBC or the state association.

Eligibility

A candidate for the board must be:

1. A USBC member in good standing at the time of election and throughout their term of office as follows:
 - a. A candidate in a merged or a non-merged adult association also must be a member of the association.

- b. A youth (14 years of age or older, unless state laws mandate a specific age) candidate in a merged or non-merged Youth association also must be a member of the association.
 - c. An adult candidate in a non-merged Youth association must be a member of USBC.
2. A minimum age of 14, unless state laws mandate a specific age. Any member of the board authorized to sign contracts or acting as a signatory on association accounts must be a minimum age of 18 to meet bonding requirements.
3. Elected or appointed without regard to race, color, religion, gender, disability, national origin, or age, other than the minimum age.
4. Reasonably representative of the membership constituency.
 - a. A maximum of three bowling center proprietors may serve on the board at one time. This includes the total number of proprietor board members representing adults as well as proprietor board members elected by and from the Youth Committee, subject to these provisions:
 - 1) A proprietor is an individual who is the owner, partner, or corporate officer of a bowling center or group of bowling centers.
 - 2) 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.
 - b. USBC Youth associations do not have a restriction on the number of proprietors.
5. The Association Manager is not eligible to serve concurrently as an officer however, may be elected as a director.

An officer or director may accept a nomination and run for election for another office on the board without resigning the present office. If defeated, the individual completes their term.

Additional Eligibility Requirements

1. Provided they do not conflict with the mandatory bylaws or corporate law, additional eligibility requirements for up to 80% of a merged board and the entire board in a non-merged adult or Youth association may be **developed by** the Nominating Committee to be **approved by** the delegates/youth representatives/membership and added to the association's bylaws.
2. The Youth Committee may develop additional eligibility requirements for at least 20% of the merged association's board to be approved by the Youth Committee and placed in the association's operations manual.
3. The Youth Committee may develop additional eligibility requirements for election to the Youth Committee to be approved by the association's board to be placed in the association's operations manual.
4. In the case of a merged association with a non-competing Youth association, the Youth association will act as the Youth Committee. Refer to Chapter Six - Committees.



Representation on the state board from local associations is not limited unless otherwise specified in the bylaws. If limited, the first local association the individual joins (within the state) will be the determining factor in applying the limitation.

If representation is limited on a state board, an officer or director who changes residence shall not be required to relinquish office until the term expires unless:

1. A written resignation is received.
2. Disciplinary action is instituted in accordance with the procedures in the USBC Bylaws.
3. The removal procedure in the USBC Bylaws is followed.
4. Membership is not renewed by October 1. Before a vacancy can be declared, the individual has the **opportunity** to appear before the board to explain the reasons for not renewing their membership.

Additional Qualifications

In addition, the association's Nominating Committee, and in a merged association the Youth Committee, should **develop** the qualifications necessary, to be **approved by the board** or Youth Committee, for individuals to assist the association. Qualifications may include computer skills, parliamentary training, marketing, etc.

Tools such as job descriptions and position applications are available and can be found in the Association Leaders Handbook, at bowl.com or by contacting USBC Headquarters.

Elections

1. Association officers and directors of merged associations (up to 80%) are elected by majority vote at the association's annual meeting, with the exception of the selected/appointed Association Manager. At least 20% of the board is selected/elected by and from the Youth Committee.
 - a. Youth Representatives will elect the Youth Committee members, by majority vote at the association's annual meeting.
 - b. In the case of a merged association with a non-competing Youth association, the Youth association will act as the Youth Committee.
2. Officers and directors of non-merged associations are elected by majority vote at the association's annual meeting with the exception of the selected/appointed Association Manager.
3. Board members remain in office until their successors take office. Terms of office begin August 1 following the election unless another date is specified in the bylaws.
4. Election will be from a slate **provided** by the Nominating Committee and nominations from the floor must be accepted.
5. Each office or directorship shall be voted on separately and consecutively beginning with the highest office or directorship to be filled.

6. Voting will be by ballot if more than one nominee for each position.
7. Mail, absentee and proxy voting are not permitted.
8. The Association Manager position is not an elected one. That position will be selected/appointed by the board.

Election Protest (Local only)

Protests are filed, in writing, to USBC Headquarters within 15 days of the election or no later than the day before the board member begins their term of office, whichever comes first. If no timely protest, the election stands.

Term of Office (Number of years in a term)

The voting body, delegates/youth representatives/members (as specified in the association's mandatory bylaws) will determine the number of years in one term and shall be included in the association's bylaws.

1. Officer's terms are limited to a three-year maximum.
2. Suggested number is two or three-year terms.

Term Limit (Number of terms allowed)

The voting body, delegates/youth representatives/members (as specified in the association's mandatory bylaws) will determine the number of terms allowed for officers and directors, which shall be included in the association's bylaws. Refer to state law to determine if there is a maximum number of term limits allowed by law. USBC suggests a limit of two or three terms.

Stagger System

Based on the adopted number of years in a term and number of terms allowed, a stagger pattern must be developed by the Nominating Committee to be approved by the appropriate voting **body** and included in the bylaws. Two examples of stagger patterns are:

Two-Year Terms

<u>Year One</u>	<u>Year Two</u>
President	Vice President
6 Directors	5 Directors

Three-Year Terms

<u>Year One</u>	<u>Year Two</u>	<u>Year Three</u>
President	Vice President	3 Directors
4 Directors	4 Directors	

Merged association's Youth Committee terms of office must coincide with the board's term limits. Refer to Chapter Six - Committees for additional recommendations.



Resignation, Removal, and Vacancies

In addition to the USBC Bylaws and the Suspension and Reinstatement chapter of this book, the following applies:

No vacancy, except by death, can be filled unless:

1. A written resignation is received.
2. Disciplinary action is instituted in accordance with the procedures in the USBC Bylaws.
3. The removal procedure in the USBC Bylaws and Association Policy Manual is followed.
4. Membership is not renewed by October 1. Before a vacancy can be declared, the individual has the opportunity to appear before the board to explain the reasons for not renewing the membership.

Vacancies in positions on the board are filled for the unexpired portion of each term as follows:

1. If elected by members/Youth Representatives (local) or delegates/Youth Representatives (state) director vacancies are filled by the president, subject to approval of the board.
2. If elected by the Youth Committee, director vacancies are filled by the Youth Committee.
3. The board fills vacancies in officer positions.

Refer to the USBC Bylaws and Association Policy Manual for removal of a board member or member suspension and reinstatement procedures.

Bonding

Automatic bonding of association board members 18 years of age or older against misuse of funds, burglary and holdup will be **provided** by USBC Headquarters for up to \$10,000. Associations may apply for additional bonding.

1. Family Members. Two members of an immediate family cannot co-sign for withdrawals. (Immediate family members include: mother, daughter, sister, wife, husband, son, brother and father, stepsister, stepmother, in-laws, etc. Even though members of an immediate family are not residing in the same household, it would not be permissible for them to act as signatories on association accounts.)
2. Age. Board members must be a minimum age of 14, unless state laws mandate a specific age. However, to meet bonding requirements, any member of the board authorized to sign contracts or acting as a signatory on association accounts must be a minimum age of 18.

Diversity

1. USBC will provide equal opportunity for all in the sport of bowling without regard to race, religion, age, gender, disability, or national origin.
2. All associations should ensure its board and committees are representative of its membership.
3. Committees should be composed of both board members and non-board members.

Life Members

Individuals who have been recognized by their ABC and/or WIBC associations as honorary members will retain their titles of Life Member or Member Emerita of the former ABC and/or WIBC association. These honorary members will not be members of the Board of Directors unless they are elected to one of the board positions of the association.

The association board will have the authority to determine if it will develop its own recognition program and/or honorary memberships. If the association determines that Life Membership is to be part of its recognition program, those members could receive special discounts, etc. but not to include automatic board participation.

Conflict of Interest

Association board members have a legal responsibility to the association and its members and may be held responsible for failing to honor those obligations. A board member:

1. Must be looking out for the association's and member's best interest, not their own.
2. Must not experience personal gain from their affiliation as a member of the board.
3. Must not participate in the decision making process if the decision affects that individual.
Example: If voting on a host center for the association tournament, any interested board member(s), especially a proprietor member of the board, should not vote and should excuse themselves from the discussions.
4. Must maintain confidentiality in any matter the board deems as confidential.

Refer to the Association Leaders Handbook for more details.

Officers

President

Elected by majority vote at the association's annual meeting.

Authority and Duties

1. Presides at all board and association meetings.
2. Acts as spokesperson for the association.
3. Verifies the association accounts monthly.
4. Appoints committees, except nominating, with board **approval**.
5. In merged associations the president does not appoint the Youth Committee.
6. Provides an agenda to the Association Manager which should be within one week in advance of the meeting.

7. The president may attend president-appointed USBC committee meetings in an ex officio, non-voting capacity, unless stated otherwise in the association's operations manual.

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

Vice President _____

Elected by majority vote at the association's annual meeting.

Authority and Duties

1. Presides at all meetings when the president is absent.
2. Performs other duties as prescribed by the board or requested by the president.

Association Manager

The Association Manager ~~acts as the ex officio, non-voting secretary/treasurer of the board.~~

An individual selected as the Association Manager may have voice and vote at meetings based on the following:

1. If the Association Manager is not a director:
 - a. Has voice at board meetings.
 - b. Does not have vote at board meetings.
 - c. Has voice and vote at membership meetings if the individual is a current member.
 - d. May be excused from board meetings based on the issue/discussion at hand.
2. If the Association Manager also is a director:
 - a. Has voice and vote at board meetings.
 - b. Has voice and vote at membership meetings.
 - c. When no longer a director, the Association Manager would have voice only at board meetings and voice and vote at membership meetings, if the individual is a current member.
 - d. May be excused from board meetings based on the issue/discussion at hand.

The Association Manager:

1. Is selected/appointed by and accountable to the board and USBC.
2. Must be a minimum age of 18, unless state laws mandate a specific age.
3. Must be USBC bondable.
4. Is not required to be a member of the association however, it is suggested.
5. Is not eligible to serve concurrently as an officer of the association.
6. Is eligible to serve as a director. (Not recommended due to possible conflicts of interest.)

Authority and Duties

Responsible for:

1. **Reporting**
 - a. To the board on a regular basis. (At least quarterly.)
 - b. To USBC as required.
 - t. To the delegates/youth representatives/members at every membership meeting and as needed.
 - d. A financial report, in writing, at every board and delegate/youth representative/membership meeting.
 - e. A written, audited, year-end financial report at a board and the delegate/youth representative/membership meeting.

2. **Financial**

Complying with the established bookkeeping procedures and accounting of assets and disbursements, as approved by the board, which must include:

 - a. Receiving and issuing a receipt for all funds paid to the association within 10 days.
 - b. Depositing association funds in the association's financial institution(s), which must be federally insured or its equivalent, within seven days.
 - c. Ensuring all withdrawals have two signatures. (Two members of the immediate family cannot co-sign for withdrawals.)
 - d. Ensuring the president verifies the association accounts monthly.
 - e. Ensuring all required financial reports are filed (IRS, payroll taxes, state taxes, etc. See Chapter Nine.)
 - f. Providing all information requested for the association audits.
 - g. Preparing a budget for board **approval**. (Note: The Finance Committee reviews and monitors the budget.)
 - h. Staying within budget.
 - i. Establishing a procedure for retention of records which must include the financial records, to be approved by the board.
 - j. Providing a report of financial transactions as requested by the board or USBC.
 - k. Paying all bills authorized by the board.
 - l. Issuing a receipt to league secretaries within 10 days of receipt of dues. (Local only)

3. **Other**
 - a. Implementation of USBC's Performance Standards.
 - b. Assisting with the association self-assessment as directed by USBC.
 - c. Implementing and monitoring the strategic (action) plan of the association and reporting progress to the board quarterly.
 - d. Applying for association charter renewal every five years.
 - e. Ordering association supplies.
 - f. Processing membership within 20 days of receipt. (Local only)
 - g. Remitting dues to USBC within 20 days. (Local only)
 - h. Overseeing volunteer activities.
 - i. Association correspondence.

- j. Ensuring board members have a current copy of the association's bylaws.
- k. Meeting notifications, as designated in the bylaws.
- l. Maintaining the association's operations manual.
- m. Receiving, compiling and filing committee reports.
- n. Recording and maintaining meeting minutes.
- o. Submitting the association's delegates/alternates credentials to USBC and, in the case of the local associations, also will submit **delegates/youth** representatives/alternates credentials to the state, within the specified formats and dates.
- p. Operation of the association tournament, either as tournament director or as the supervisor of the tournament director.
- q. Distributing all prize funds within 30 days following the close of the tournament, except when USBC has authorized delay in payment.
- r. Maintaining a record of and submitting tournament scores to USBC Headquarters as specified.
- s. Maintaining a record of, verifying and submitting to USBC and the state association, averages of members who have participated in at least 21 games in each league. (Local only)
- t. Providing membership records and submitting to USBC when requested and in a format specified by USBC.
- u. Ensuring member's awards are fulfilled within seven days.
- v. Ensuring lane certification and dressing inspections are completed and submitted to USBC in a timely manner.
- w. Other duties as prescribed by the board, the USBC *Bylaws* and Association Policy Manual and the association's operations manual.

Selected/Appointed

If the individual receives compensation, federal and state laws on employment must be taken into consideration. (See Chapter Nine.)

The Nominating Committee, with board approval, should develop a job description and interview prospective candidates for board selection.

Non-Voting

The Association Manager and any other employee(s) are eligible to be elected to the board, if they meet eligibility requirements. The Association Manager may not serve as an officer at the same time he/she is serving as an Association Manager. No employee may serve as an officer at the same time he/she is an employee.

Salary

If the board approves compensation for an individual, including the Association Manager, president, lane inspectors, etc., there are tax requirements. The IRS and the state may impose severe penalties for non-compliance. (See Chapter Nine for details.)

Expenses

Legitimate business expenses can be reimbursed, with board approval. Such expenses must be documented, including receipts.

Performance Reviews

1. The Association Manager is selected/appointed by the board and has many important responsibilities. The individual holding this position reports and is accountable to the board and USBC. Federal and state laws on employment must be taken into consideration and the president, or a committee appointed by the president, should perform, at a minimum, a yearly performance review.
2. In addition, if the board has authorized any other positions, such as office assistant, the Association Manager should perform a yearly performance review and file a report to the board.

Youth Representatives

Every merged state and local association and every youth association is entitled to youth representatives at annual meetings. (See Chapter Five.)

Authority and Duties

These individuals, based on age and other requirements:

1. Will adopt bylaws, with the exception of dues.
2. Elect the Youth Committee.
3. Are eligible for election to the Youth Committee.
4. Are eligible for election to the board.
5. Are eligible (local) for election as a state youth representative.

Auxiliary Members

Auxiliary members are appointed to perform a specific duty for the association such as serving on a committee. They:

1. Are appointed by the president with board **approval**.
2. Do not regularly attend board meetings.
 - a. May attend by invitation only, provide a report and is then excused.
 - b. Do not have voice or vote.
3. May participate in league secretary training, the Association Representative Program, awards distribution, etc.