

Amended and Restated Bylaws of
Bowling Centers of Southern California,
a California non-profit mutual benefit
corporation

As amended and restated effective October 4, 2022

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Article I – Name, Seal, Office

This Association is incorporated as a non-profit corporation under the laws of the State of California under the name of **Bowling Centers of Southern California** and shall be known by such name. It may have a seal of such design as the Board of Directors adopt. Its principal office shall be located at such place within the corporation’s geographic boundaries as may be set forth from time to time by Bowling Proprietors’ Association of America, Inc. (“BPAA”) as may be determined from time to time by the Board of Directors.

Article II- Objectives and Activities

Section 1. Objectives. The objectives of this Association shall be to perpetuate the best interest of its members, and to secure the cooperation of all persons and organizations of persons interested in the development of the game of bowling; to encourage, extend and develop the recreation of bowling among the public; to encourage, assist and cooperate with associations and organizations formed for the purpose of promoting, developing and stimulating the game of bowling; to disseminate information for its membership beneficial to the conduct of their business; to discourage all objectionable and illegal practices that may at any time cast or reflect discredit upon the recreation of bowling in order that such recreation shall remain above criticism and maintain a position of high standing in the community.

The objectives of this Association shall be subject at all times to law, the objectives stated in the By-Laws of BPAA as applicable to and within the membership territory of this Association as hereinafter defined.

Section 2. Activities. The activities of this Association shall be only those which are consistent with and directed to the attainment of the aforesaid objectives, including without limitation the establishment and continuation of the recognition by BPAA of this Association as a qualified Association as provided in BPAA’s By-Laws. No member of this Association may assist or otherwise participate in any such acts or practices by this Association. In particular, this Association shall not engage in any of the acts or practices prohibited by the BPAA \By-Laws and shall comply with each of provisions of exhibit A to the BPAA By-Laws, which are as follows:

(a) This Association shall adhere to the BPAA 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:

- (1) 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
- (2) 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/she may compete with another member.

(b) 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 compete in or have competed in, any league, tournament, advertised exhibition or any other type of bowling

- (1) In a BPAA-Member establishment, or
- (2) In a Non-BPAA Member establishment, or
- (3) Whether such bowler is or is not a member of any Bowling Proprietors' Association.

(c) As a condition of membership in this Association, each member establishment shall be a member of the comparable class of the BPAA for which it is eligible, unless in particular cases this condition is waived by the BPAA's board of directors

(d) 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, and then only after reasonable notice and fair opportunity to be heard are afforded to the member concerned.

(e) The membership in this Association of any member shall not be terminated by the Association unless for a reason determined by either the board of directors of this Association or BPAA to be a lawful reason, and then only after reasonable notice and fair opportunity to be heard are afforded to the member concerned.

(f) Anything in the 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 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.

Article III – Membership

Section 1. Membership Territory. The objectives and activities of this Association shall be conducted and effectuated in its members shall be limited to the geographical area allocated to it from time to time pursuant to the By-Laws of BPAA, referred to as the membership territory of this Association.

Section 2. Classes. There shall be only one class of membership in the Association; namely regular members.

Section 3. Regular Members. Any bowling establishment (whether such be owned by an individual, group of individuals, firm, corporation, or other entity) located within the membership territory of this Association shall be eligible to be a member of this Association. Membership shall be deemed to be approval of and agreement to be bound by these By-Laws.

Section 4. Admission to Membership.

- (a) Any person or entity eligible for membership under these By-Laws may become a member of this Association by making written application therefor in such form as the Board of Directors of the Association shall prescribe. Such application for membership shall be submitted to the Board of Directors which shall investigate the fitness and qualifications of the applicant, and if such applicant be determined by the Board of Directors to be qualified for membership in the Association, the Board may admit the applicant to membership in the Association. Each application for membership shall be accompanied by such membership or initiation fee as may from time to time be established by the Board of Directors.
- (b) The Board of Directors shall prescribe the form of application for membership and shall cause the same to be printed and furnished to the Executive Director of the Association.
- (c) One membership only shall be issued for each bowling establishment. Each member establishment shall be considered a separate unit and membership fees shall be required for each member establishment, notwithstanding common ownership of two or more member establishments.

Section 5. Duration of Membership. Each person or entity submitted to membership in the Association pursuant to these By-Laws shall be a member until voluntary withdrawal, failure to pay dues as herein provided, or suspension or expulsion as defined by these By-Laws. Upon termination of membership as herein above provided, all rights of such terminated member in this Association or in any of its property or assets shall thereby cease and terminate.

Section 6. Suspension or Expulsion of Members. No members may be suspended for a period of time, fined or expelled unless the Board of Directors shall first ascertain whether or not the alleged grounds are ruled lawful. The Executive Director of this Association shall then cause at least 30 days written notice of such proposed action to be given to the member involved. The time and place of a hearing before the Board of Directors shall be set, and the member involved shall be given at least 14 days notice of the time and place of said hearing. The member involved shall be permitted the opportunity to appear at the hearing to defend against the charges. The Board of Directors shall make such disposition of the matter as it determines appropriate provided however, that it shall require a three-fourths vote of said Board Members present at the hearing to invoke a suspension or termination membership.

Article IV – Voting Rights

Section 1. Requirements to Exercise. Each regular member in good standing, the representative of which has registered at the meeting and has paid such registration fee as is established for said meeting, shall be entitled to one (1) vote whenever voting by member is provided for herein.

Section 2. Representatives of Members. Any owner, partner, or corporate officer of an establishment which is a regular member of the Association shall, by written communication to the Association on a form prescribed by the Association, designate himself/herself or some other owner, partner, officer, director, employee, or agent as the member's representative for the purpose of voting and otherwise participating in the affairs of the Association. Such designation may list alternate persons for this purpose in the event that the first person designated is not present or able to vote on any matter or at any meeting.

Article V – Fiscal Year, Dues, Assessments

Section 1. Fiscal Year. The fiscal year of this Association shall be the calendar year.

Section 2. Annual Dues. The annual dues for each member of this Association shall be at the rate determined by the regular members present at any meeting. This Association's annual dues are collected by BPAA pursuant to contract and dues shall be payable as determined from time to time by BPAA.

Section 3. Pro-Rata Dues. New members shall pay dues on a monthly pro-rata basis for the unexpired portion of the year.

Section 4.

Section 5. Multiple-Ownership. Each bowling establishment within the membership territory of this Association shall be considered as a separate unit. Dues, fees, and assessments, as the case may be, shall be required for each establishment notwithstanding more than one (1) such establishment may be owned by the same person or concern.

Section 6. BPAA Dues. In the event this Association is designated by BPAA to collect dues from its members located in the membership territory of this Association, the members hereof subject thereto shall add BPAA dues to the dues of this Association and make payment as provided herein. The Treasurer or Executive Director shall promptly remit to BPAA all dues collected in its behalf, identifying the members whose dues are paid.

Article VI – Governance of the Association

Section 1. The Board of Directors and Executive Committee. The property, business and affairs of this Association shall be vested in the Board of Directors except where expressly reserved to the regular members hereunder. An Executive Committee, the composition of which is set forth in Article VII, Section 5, shall be established and the property, and business and affairs of the Association shall be vested in such Executive Committee between meetings of the Board of Directors. The Directors shall be elected by the regular members at the annual meeting.

Section 2. Review by members. All actions by the Board of Directors shall be reported at the next annual or special meeting of the members of this Association. Subject to the rights of the third parties, the regular members shall have the right to rescind such actions upon two thirds (2/3) vote of the regular members present and voting except as to such matters specifically authorized by these By-Laws, or authorized by a prior vote of the membership, or initiated or completed prior to the consideration by the membership thereof. All actions by the Executive Committee shall be reported at the next meeting of the Board of Directors and the board of directors shall have the same right of review thereof as provided above.

Article VII- Board of Directors

Section 1. Number: Qualification and terms: Regions:

Directors shall consist of the three elected officers of the Association and six elected directors. To the extent practicable, one director shall be elected from the six geographic regions in Southern California as more particularly set forth below. In the event no person in one or more regions is able or willing to serve as a director for a given term, that/those director position(s) shall then revert to at large directorship(s), and shall be filled by elected at large Director(s). The elected directors shall be representatives of regular members of the Association in good standing, designated as such pursuant to Section 2, Article IV, of these By-Laws. The directors shall serve for terms of three (3) years, staggered so that, as near as mathematically possible, one-third of the board is elected at each annual meeting. After any one director has served for two consecutive 3-year terms, said director must then remain off the board for at least one year before that director shall be eligible for re-election to the board. The Association shall be divided into geographic regions, and to the extent practicable, one director shall be elected from each region. The regions shall be defined as follows: (1) Los Angeles County North; (2) Orange County; (3) San Diego and Imperial Counties; (4) Santa Barbara, Ventura, San Luis Obispo and Kern Counties; (5) Riverside, San Bernardino Counties; and (6) Los Angeles County South.

Section 2. Nominations and Elections. The directors shall be elected by the regular members at the annual meeting. Preceding the annual meeting, the president of the Association shall appoint a nominating committee consisting of at least three representatives of regular members in good standing which shall report its recommendations to the President or Executive Director at least fifteen (15) days prior to the annual meeting. To the extent practicable, the recommendations shall include at least one (1) recommendation from each region. The recommendations of the Nominating Committee shall be incorporated in the notice of the annual meeting and shall be deemed nominations when the Nominating Committee reports at the annual meeting. At the annual meeting, any member in good standing may nominate from the floor a candidate or candidates in addition to candidates recommended by the Nominating Committee. A majority of the votes of the regular members present and voting shall be required to elect any director.

Section 3. Meetings. The Board of Directors shall not less than four times per year and at such times designated by the Board, and shall specially meet upon the call of the President or any three members of the Board of Directors whenever they consider such a meeting to be in the interest of

the Association. Notice of each such meeting shall be given as the Board of Directors may by resolution determine, but in no event less than 24 hours.

Section 4. Quorum and Action. Fifty-one percent (51%) of the entire membership of the Board of Directors (excluding vacancies) shall constitute a quorum for the transaction of business at any meeting of the board. Action shall be by a majority of the directors present and voting on any questions except as may otherwise be provided herein. The chairman shall vote only when necessary to break a tie vote.

Section 5. Executive Committee. The Executive Committee shall consist of the holders of the four elected offices, plus the immediate past president of the Association. The past president shall be an ex-officio member of the Executive Committee, and the Executive Committee is hereby vested with the property, business and affairs of the Association between meetings of the board of directors. The President shall serve as chairperson of the Executive Committee and it shall regularly meet at such times and places as it may determine at any meeting and shall specially meet upon the call of the President on at least 24 hours' notice. All provisions of these By-Laws applicable to the Board of Directors shall apply to the Executive Committee when acting in place of the Board of Directors.

Section 6. Vacancies. Vacancies among the elected members of the Board of Directors shall be filled by the Board of Directors for the unexpired term. Any Board member who fails to attend three (3) board meetings in any calendar year shall automatically be expelled from the board unless a majority of the total remaining board members elect to waive this provision after making a finding of a good cause for said failure to attend.

Article VIII – Officers

Section 1. The Officers. The officers of the Association shall be the President, Vice President, and Secretary-Chief Financial Officer. All of such officers must be representatives of regular members in good standing, designated as such pursuant to Section 2 of Article IV of these By- Laws.

Section 2. Nominating and Election. The officers of the Association shall be elected by the regular members at the annual meeting. Preceding the annual meeting, the Nominating Committee shall report its recommendations for each of such offices to the President or the Executive Director at least fifteen (15) days prior to the annual meeting. The recommendations of the Nominating Committee shall be incorporated in the notice of the annual meeting and shall be deemed nominations when the Nominating Committee reports at the annual meeting. At the annual meeting, any member in good standing may nominate from the floor an additional candidate or candidates for any office. A majority of the votes of the regular members present and voting shall be required to elect.

(a) **Terms.** The elected officers shall serve for a term of one (1) year, commencing January 1 of the year following the annual meeting at which they are elected and expiring December 31 of that year. With the exception of the President, any officer may be re-elected for successive one-year terms. The President may be re-elected for up to two further terms of one year each.

(b) Vacancies. Vacancies in any of the elected officers shall be filled by the Board of Directors for the unexpired term.

Section 3. Officers' Duties. The duties of the elected officers of this Association are as follows:

- (a) President. The President shall preside as chairperson over all meetings of the Association and the Board of Directors. He/she shall, in conjunction with the Executive Director, have general supervision and control over the affairs and operations of the Association when the Board of Directors is not in session, and shall discharge such other duties as may be required of him/her by these By-Laws or by resolutions of the Board. He/she is authorized to execute in his/her official capacity all conveyances, contracts and other instruments in writing, and is authorized to sign checks, and other documents evidencing disbursement of Association funds. He/she shall at the commencement of his term of office appoint all committees as may, in his opinion, be required. He/she shall serve as ex-officio member of all committees, except the Nominating Committee, and shall have the power to make changes therein when, in his/her opinion, the best interests of the Association will be served thereby.
- (b) Vice President. The Vice President shall, in the absence, incapacity, or disqualification of the President, preside as chairperson at meetings of the Association and of the Board of Directors, and shall perform all of the duties and exercise all of the functions of the President during such time. He/she shall also perform such other duties as may be delegated to him/her by the Board of Directors or the general membership of the Association. The Vice President is also authorized to execute, in his/her official capacity, all conveyances, contracts and other instruments of the Association and is also authorized to sign all checks and other instruments evidencing disbursement of Association funds.
- (c) Secretary-Chief Financial Officer. The Secretary-Chief Financial Officer shall perform such duties as are prescribed and delegated to him/her by the Board of Directors. The Secretary/Chief Financial Officer is authorized to execute, in his/her official capacity, all conveyances, contracts and other instruments of the Association and is also authorized to sign all checks and other instruments evidencing disbursement of Association funds. It shall be his/her duty to certify and authenticate the official records of the Association. He/she, in the capacity of Secretary, shall prepare and give all notices required to be given hereunder for meetings of the general membership and of the Board of Directors, and such other notices as may be directed to be given by the Board of Directors or the membership of the Association.

Article IX - Meetings

Section 1. Annual Meeting. The annual meeting of the Association shall be held during the last trimester of each year (e.g. September – December) at such time and place as shall be fixed by the Board of Directors. All members shall be notified thereof at least ten (10) days in advance of the meeting. The election of officers, and directors, as provided herein, shall take place at the annual meeting.

Section 2. Regular Meetings. Regular meetings of the Association, in addition to the annual meeting, may be provided as often and such time and place as the members approve at any 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 acting upon the request of at least 20 percent of the regular members in good standing or upon the request of twenty-five percent (25%) of the members of the Board of Directors of the Association. Any such notice, and any such 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 and Action. A quorum at any meeting of the members shall consist of 20 percent of the regular members in good standing. Action shall be taken by a majority of the regular members present and voting on any question, except as may otherwise be provided herein.

Section 5. Mail Vote. At the discretion of the President, questions may be submitted by the Secretary or the Executive Director for decision by mail or via facsimile to the Board of Directors, or regular members, calling for mail or facsimile vote by the Board of Directors or regular member in order to avoid the call of a special meeting or for other good reason. Any questions thus presented shall be determined according to a majority of the votes received and placed on file after such submission, provided that in each case, votes of at least 66 2/3 percent of the total members or Directors (excluding vacancies), as the case may be, shall have been received. The Secretary or Executive Director shall cause the vote and its result to be recorded in the minutes of the Association and the decision shall be considered 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/she is authorized by the Board of Directors to dispose of them. In the discretion of the Chairman of any committee, a mail or facsimile vote may be taken on any question.

Section 6. Order of Business. Robert's Rules of Order, when not inconsistent herewith, shall govern all proceedings of the Association. The Board of Directors may designate the order of business at meetings of the Association and of the Board, in the absence of which the order of business shall be as follows:

1. Roll Call
2. Reading, Correction, and Ratification of Minutes
3. Communications
4. Reports of Officers
5. Reports of Committees
6. Unfinished business
7. New Business
8. Election and installation of Officers and Directors
9. Future Meeting Dates and Sites
10. Adjournment

(a) Any question of priority of business shall be decided by the chair without debate.

Section 7. Minutes. At each meeting of the Association, Board of Directors, and Executive Committee, written minutes accurately reflecting the substance of what occurred shall be prepared by the Secretary or Executive Director, or in their absence, by anyone appointed by the chairman of the meeting.

Article X – Executive Director

Section 1. The Executive Director shall be employed by the Board of Directors. His/her term of employment and compensation shall be set by the board of Directors. He shall devote his full time and attention to the duties of his office and shall not engage in any other employment unless approved by the Board of Directors. In addition to the duties hereinafter set forth, he shall carry out the direction of the Executive Committee.

Section 2. If requested, the Executive Director shall record and keep the minutes of all the meetings of the Board of Directors and of the membership.

Section 3. He/she, in conjunction with the Association’s Chief Financial Officer shall deposit all funds of the Association in a Bank approved for such purpose and shall keep a true and correct account of all monies received by and expended for and on behalf of the Association. He/she may be authorized to sign checks and other documents evidencing disbursement of Association funds in an amount not to exceed Two Thousand, Five Hundred Dollars (\$2,500.00), subject to change at the discretion of the board.

Section 4. He/she, in conjunction with the Chief Financial Officer, shall keep and maintain open to inspection to any member of the Association an adequate and correct account of the property and monies of the Association

Section 5. He/she shall furnish, at the expense of the Association, a fidelity and surety bond approved by and in such form as the Board of Directors shall prescribe. The said bond shall be held by the President.

Article XI – Committees

Section 1. Standing Committees. Except as otherwise provided herein, the President shall, after the annual meeting each year, appoint the chairperson and members of such standing committees as he deems expedient or necessary to promote the best interests of this Association. Except as otherwise provided herein, the duties of any standing committee having a counterpart in the BPAA By-Laws, shall be the same as specified therein for the counterpart, as and to the extent applicable in the membership territory of this Association. The duties of any other standing committee shall be specified by the president with consent of the board.

Section 2. Special Committees. The President may appoint, and designate the chairman of, special committees whenever he deems such action to be expedient or necessary to promote the best interests of the Association. The President shall report to the Board of Directors each committee appointed by him and shall specify and make part of the minutes of the Board of Directors the members appointed and duties assigned to each such committee. No such committee shall continue in effect after the expiration of the term of the appointing President.

Section 3. Reports and Meetings. Every committee shall report its findings and activities to the Board of Directors at least twice a year and to the members at the annual meeting. The recommendations of any committee shall not be deemed to be the action of this Association until written report by the committee describing the recommendation is approved or otherwise acted upon by the Board of Directors or the members. No committee shall act in the name of the Association until such approval is first obtained. Meetings of any committee may be called at any time by the chairman of the committee with approval of the President, or by the President. A majority of any committee shall constitute a quorum for the transaction of business.

Section 4. Compensation and Reimbursement of Expenses. Unless previously authorized by the regular members, no elected officer of the Association shall receive compensation for his services as such. If the Board of Directors approves in advance, reasonable expenses incurred by any officer, director, or committee member in the course of his duties as such shall be reimbursed by the Association.

Article XII – Indemnification of Directors, Officers, and Staff

The Association shall indemnify each officer, director, executive director, or other employee of the Association against costs and expenses which may be imposed on or reasonably incurred by them in connection with any claim, action, suit, or proceeding made or instituted in which they may be involved by reason of their being or having been a director, officer, or employee of this 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.

In no event shall the amount of indemnification provided for herein exceed the monetary limits of the Association's insurance policy, the amount of which shall be determined annually by the Executive Committee and confirmed by the Board of Directors. Further, such indemnification shall not apply to any expense incurred or imposed:

- (a) In any action, suit or proceeding instituted by the Association or in any settlement thereof;
- (b) In any action, suit or proceeding in which such person is adjudged guilty of a crime;
- (c) In any civil action, suit or proceeding involving defamation or in any appeal herein, in relation to matters as to which it is adjudged that such person wrote or spoke or otherwise acted with actual malice; or
- (d) In any other civil action, suit or proceeding, or in any appeal therein, in relation to matters as to which it is adjudged that such person is liable for negligence or misconduct in the performance of his duty to the Association.

Article XIII- Amendments

These By-Laws may be amended, repealed, or altered by the affirmative vote of the two-thirds (2/3) of the membership present and voting at any authorized meeting, provided such amendment be first submitted in writing to the Board of Directors. No proposed change or changes may be submitted at a meeting of the membership for a vote unless accompanied by a report recommending either the adoption or rejection of the proposed change or changes from the Board. Said amendment shall be submitted in writing to the full membership at least (10) days prior to the date of the meeting at which said amendment is to be considered, except that any proposed amendment may be altered or amended by the members on motions from the floor at the said meeting. Any member in good standing may sponsor a proposed amendment. Unless otherwise specified, all amendments shall become effective upon their adoption.

Article XIV- Suspension of By-Laws

The operation of any provision of these By-Laws may be suspended upon the consent of ninety percent (90%) of the members present at an authorized meeting of the Association.