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BUSINESS REGISTRATION

**AMENDED BY-LAWS
OF THE
GUAM SENIOR BOWLERS ASSOCIATION**

Date: May 7, 2017

ARTICLE I: NAME AND ADDRESS

The name of this non-profit, non-stock organization shall be the GUAM SENIOR BOWLERS ASSOCIATION hereinafter referred to as "GSBA.". GSBA's address is:

Guam Senior Bowlers Association
P.O. Box 218428
Barrigada, Guam 96921

ARTICLE II: ASSOCIATION OBJECTIVES

The objectives of the GSBA are as follows:

- Enhance the game of Ten-Pin bowling on Guam and promote sportsmanship among senior bowlers, regardless of race, religion, gender or national origin.
- To provide a venue for healthy recreational activity and to promote the game of bowling as a healthy life style for Guam seniors.
- Organize senior leagues, tournaments and special events so that GSBA members, both men and women, can compete in local or off-island tournaments.
- To provide Guam seniors the opportunity to meet and interact with other bowlers of various cultures to bowl for fun, relaxation, companionship and friendly competition.
- To promote and foster among its members a closer bond and fraternity for their individual and mutual benefit, and to promote and conserve the best interest of bowling.
- To encourage conformance to the United States Bowling Congress as well as the Guam Bowling Congress' Rules of bowling by creating a representative authority.
- To maintain a uniform system of handicapping as set forth in the USBC/GBC Handicap System and issue Bowling Handicaps to its members.
- To hold fund raising activities and sponsorships in accordance with GSBA's non-profit, non-stock status.
- To encourage and promote bowling as a moral and wholesome character-building activity for the youth of Guam and to support Junior Bowling activities on a volunteer basis.

ARTICLE III- MEMBERSHIP

1. Age Requirement: Membership shall be available to all applicants without regard to gender who are 50 years of age and above or will be 50 years old no later than December 31st of the year of application for membership.
2. Maximum Number of Members: The Board of Directors may choose to set a cap for the number of members GSBA will allow or to stop considering new applications at any time at their discretion.

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3. Non-Transferability of Membership: Memberships in GSBA are individual and non-transferable.
4. Duration of Membership: Memberships in GSBA are for one calendar year beginning January 1st and expiring December 31st. However, new members may join during the year by paying prorated dues for each quarter or portion of a quarter remaining in the year.
5. Applications for Membership: Prospective members must be sponsored by a member in good standing with GSBA. The applicant must complete and submit a Membership Application Form to the Chairperson of the Membership Committee. The Chairperson shall solicit comments from the general membership regarding the application of a prospective new member. The Chairperson shall report all comments from the membership regarding the applicant to the Board of Directors. The Board of Directors shall consider the comments from the membership but shall have the final authority to approve or deny any application.
6. Member in Good Standing: Member who is current with all their dues and fees, and continues to abide by the principles of GSBA as depicted in Article II of the By-Laws.
7. Only members who have established Guam residency requirements and are in good standing with the GSBA and GBC are eligible to try out and participate in off-island tournaments.
8. Honorary Memberships: The Board of Directors may confer honorary memberships upon those whom they feel have contributed to the advancement of bowling. The unanimous affirmative vote of the Board shall be required to approve such action. Honorary members may be invited to participate in GSBA sponsored events, but must pay for any such fees.
9. Suspension or Expulsion of a Member: In the event that any member of GSBA shall commit any act which reflects discredit or disrepute thereon or shall refuse or neglect to comply with the rules and regulations adopted by the Board of Directors, such member shall be subject to suspension or expulsion after ten days written notice and the right to be heard, by a majority vote of four or more of the Board of Directors at any regular meeting or special meeting called for such purpose.

ARTICLE IV: BOARD OF DIRECTORS

The Board of Directors shall consist of eight members in good standing of the GSBA and they shall exercise all powers of management including financial transactions of GSBA not specifically excepted by this Constitution and By-Laws. The Board of Directors one of which shall be a female shall be elected to a two year term. The Board of Directors shall include the following Directors: President, Vice-President, Secretary, Treasurer, Auditor and three Directors-at-Large. Such Directors shall be elected by a plurality of the general membership. Two members of an immediate family cannot serve as president and treasurer or secretary/treasurer; or vice president and treasurer or secretary-treasurer or co-sign for withdrawals.

1. The duties of each Director are as follows:

President: Exercise general supervision over the business affairs of GSBA; preside at all meetings of GSBA and Board of Directors; call meetings as required; appoint chairpersons to each standing committee; establish ad-hoc committees as needed; co-sign checks issued by the Treasurer; report the business of GSBA to the membership at regular scheduled meetings.

Vice-President: Perform all duties of the President in his absence and shall perform such other duties as may be prescribed by the Board of Directors or the President.

Secretary: Keep a full and complete record of all GSBA meetings. If the Secretary is not available, the President will appoint a Secretary pro tem. Prepare and email such notices as required by these bylaws and which the Board of Directors deems necessary for the notification of members. Maintain official correspondence of GSBA. Perform such other duties as may be prescribed by the Board of Directors or by the President.

Treasurer: Receive and safely keep all monies of GSBA and deposit same in such bank as directed by the Board of Directors; co-sign all checks with the President and assure that all expenditures are made by check only unless authorized by the Board of Directors to dispense otherwise; keep a full and accurate account of the receipt and disbursements of GSBA and to render to the Board of Directors, upon demand, a statement of accounts of the financial conditions of GSBA; maintain a voucher for all indebtedness which is paid or is to be paid until audited; and shall perform such other duties as may be prescribed by the Board of Directors. Further, insures that timely reports are submitted to the Department of Revenue and Taxation to maintain GSBA's tax exempt status.

Auditor: The auditor's duties and responsibilities shall be as follows: Conduct a quarterly audit of GSBA financial records and report financial status of GSBA at least four (4) times per year; Perform other duties as may be required of this office assigned by the board and/ or membership; and investigate and make recommendations on all unusual expenditures.

Directors-at-Large: Assist the other Directors in the conduct of their office and convey such issues that serve the best interest of the membership. Directors-at-Large shall have oversight authority over one of the four Standing Committees.

2. Meetings of the Board. The Board of Directors shall meet regularly at such times and places as they may select and a majority of filled Directors shall constitute a quorum at any Board meeting. Written notice to include the Agenda for Board meetings will be posted in advance to allow the membership to attend.
3. Vacancies on the Board. In the case of any vacancy through death, resignation, or disqualification, the remaining directors, even though less than a quorum, may select a successor by majority vote to hold office for the unexpired term of the director whose place shall be vacant, and until the election of his successor.
4. Removal of a Director. Any director may be removed from the Board of Directors when such action is considered to be in the best interests of GSBA. The removal of the director may be approved only at a meeting duly noticed ten (10) days in advance. An affirmative vote of two-thirds (67%) of the general membership roster who are in good standing shall be sufficient to remove a Director.

ARTICLE V – MEETINGS

1. Annual General Membership Meeting: GSBA's Annual General Membership Meeting for the election of the Board of Directors shall be held in the month of December. Elected Board of Directors shall assume their respective offices at midnight on December 31st or upon the swearing in of such directors, whichever occurs first.
2. The Board of Directors shall also provide for the holding of other general membership meetings such as may be deemed necessary, as well as call special meetings as appropriate.
3. Quorum.
 - a. Board of Directors: A quorum shall be determined by a majority of filled positions of the Board of Directors.
 - b. General Membership Meetings: The presence of 25% of the general membership in good standing shall represent a quorum.
4. Voting - Once a quorum is determined, a majority vote of those present, except voting for Board of Directors, shall be sufficient to pass motions.
5. Order of Business. All meetings shall be conducted where applicable as follows:
 - a. Call to Order
 - b. Secretary's Report /Approval of Minutes
 - c. Treasurer's Report
 - d. Committee Report(s)
 - e. Old Business

- f. New Business
- g. Election of Board of Directors (when applicable)
- h. Adjournment

ARTICLE VI: NOMINATIONS AND ELECTIONS

1. The President shall appoint a Nominating Committee of three members.
2. The Nominating Committee shall propose candidates for all elections held by GSBA. The proposed candidates shall be presented at the General Membership meeting two months prior to the election to be held at the Annual General Membership meeting in December.
3. The Nominating Committee shall take open nominations from the floor at the General Membership meeting held the month preceding the election.
4. Voting ballots shall be prepared to include the names of all nominees in random order. One ballot will be distributed to each member present for the election or requested by a member electing to vote via e-mail prior to the election.
5. Voting via e-mail will be permitted. E-mail voting will only be accepted from the member's e-mail address recorded in the Secretary's List of E-mail Addresses.
6. The members of the Nominating Committee and one other member of GSBA shall serve as the tabulators and shall report the results of the balloting as soon as practicable.
7. The General Membership meeting shall not be adjourned until the results of the election have been announced and accepted.
8. In balloting for the three Directors-at-Large positions, members shall be allowed to vote for up to three of the candidates. The three members receiving the most votes shall be deemed elected.
9. In an election where more than two individuals are running for one spot, a plurality shall be sufficient for election.

ARTICLE VII – INSIGNIA

Any design or logo to represent the club's insignia which will be used in its uniforms and other organizational material shall be approved by the Board.

ARTICLE VIII – COMMITTEES

Establishing Committees: The Board of Directors shall create and define the powers and duties of all committees. Chairpersons and members of all committees shall be appointed by the President, and the President shall be an ex-officio member of all committees except the Nominating Committee

Standing Committees: The following Standing Committees shall be appointed each year, with such other committees as the Board of Directors may deem necessary or advisable:

TOURNAMENT COMMITTEE: The tournament committee is responsible for establishing and publishing rules for all tournaments and prizes to be awarded; negotiate lane fees with management of the bowling establishment; ensure all participants comply with all rules, regulations, and fee schedules set by GSBA; review, investigate and resolve complaints received from participants and refer unusual or difficult to resolve complaints to the Board for resolution.

WAYS AND MEANS COMMITTEE: The ways and means is responsible for formulating plans for fund raising that will generate funds for the needs and welfare of GSBA; assist in the formulation and review of GSBA's annual budget; coordinate budgeting requirements for competitions with the tournament committee; ensure that the annual financial statement of GSBA is published with the assistance of the Treasurer and Auditor.

MEMBERSHIP COMMITTEE: The membership committee is responsible for devising ways to increase membership. The committee will review all applications for membership and make its recommendation to the Board.

HOSPITALITY COMMITTEE: This committee is charged with the task of setting up membership events for the good of GSBA.

ARTICLE IX – PARLIAMENTARY PROCEDURE

The rules contained in Robert's Rules of Order shall govern GSBA in all cases to which they are applicable and not inconsistent with these by-laws and any special rules of order GSBA may adopt.

ARTICLE X: INDEMNIFICATION OF BOARD OF DIRECTORS

No member of the Board of Directors shall be personally liable for any debts, receipts, neglects, or defaults of any other member of the Board for any losses or expense of whatever nature incurred by GSBA unless resulting from the director's own dishonesty or negligence. GSBA shall indemnify each and every member of the Board of Directors, during his term of office and thereafter, and his heirs, executors, and administrators against all expenses and all costs, legal, accounting, or otherwise, necessarily or otherwise reasonably incurred by or otherwise imposed upon him in connection with any action or proceeding to which he may be made a party by reason of his being or having been a member of the Board of Directors of GSBA.

ARTICLE XI: INTERPRETATION

On all questions as to construction or interpretation of these By-Laws, the decision of the Board of Directors of GSBA shall be final.

ARTICLE XII: DISSOLUTION OF THE ASSOCIATION

Upon dissolution of GSBA or the winding up of its affairs, any GSBA assets shall be distributed exclusively to organizations which would qualify under the provisions of Section 501 c (3) or (4) of the Internal Revenue Code (i.e. non-profit charitable organizations).

ARTICLE XIII: AMENDMENTS TO BY-LAWS

The Board of Directors shall have the power to enact, repeal or amend any of these By-Laws provided that such action shall not be effective until approved by a 67% majority vote of the members of GSBA in good standing at a meeting of the general membership held in accordance with the provisions contained herein.