

Approved September 5, 2008

**CONSTITUTION AND BY-LAWS
OF THE
BILLIARD CONGRESS OF AMERICA**

Article I: Name

Section 1.1

The name of the Association shall be Billiard Congress of America (BCA™)

Section 1.2

The principal place of the business office shall be determined by the Board of Directors. The BCA may have other such offices as may from time to time be designated by the Board of Directors.

Article II: Purpose/ Objectives

Section 2.1

The mission of the BCA is to enhance the success of BCA members and to promote the sport of billiards.

Section 2.2

The objectives of the BCA shall be:

- (1) To develop interest and participation throughout the United States in the sport of billiards and to educate those connected with or desirous of becoming affiliated with the billiard industry.
- (2) To collect and disseminate statistics and information of a general economic, social and government character, analyze subjects relating thereto, and secure and present the view of the members to other organizations, the government and the public.
- (3) To conduct trade promotion activities, including advertising and publicity.
- (4) To work with other organizations to improve all areas of the billiard industry.
- (5) To engage in any lawful activity that will enhance the efficient and economic progress of the industry and inform the public of its scope and character.

Article III: Membership

Section 3.1

There shall be four (4) categories of membership, each with its own privileges, voting rights and dues structure.

Category 1 Manufacturer/Distributor – Licensed business entity engaged in the manufacturing process or wholesale distribution of billiard equipment or accessories.

Category 2 Retailer – Licensed business entity engaged in the selling of billiard equipment or billiard accessories from an established, publicly known place of business.

Category 3 Room Operator
1. Licensed business entity operating one or more establishments where billiards are played, and

2. Licensed business entity operating a billiards league or league system.

Category 4 Affiliate – All others in four subgroups:

1. Associations, organizations, publications and other licensed entities actively engaged in the billiard industry,
2. Licensed entities not engaged in the billiard industry,
3. Professional Billiard players (individuals) that earn their living from playing billiards, giving exhibitions of billiards, or otherwise promoting the sport, and
4. Any other person or entity that the board of directors deems appropriate for membership in the organization.

Section 3.2

Eligibility: An entity may apply for membership in any applicable category subject to review by the Membership Committee. Questions of eligibility will be resolved by the Board of Directors.

It is the responsibility of each member entity to inform the BCA, in writing, of any change in their status or in their contact information within 30 days of the change.

Section 3.3

Each member entity in Categories 1, 2 and 3, must designate to the Secretary of the BCA one person to be its representative at membership meetings for the purpose of acting upon business matters, being eligible for a BCA appointment, and being eligible for nominations and election to a BCA elected position. Member entities in Category 4 do not have voting privileges and their personnel are not eligible for appointment or election.

It is the responsibility of each member entity to inform the BCA, in writing, of any change in the status of their Designated Representative, including replacement, within 20 days of the change. All voluntary and elected positions held by a Designated Representative shall terminate upon disassociation of the Designated Representative from a member entity, or upon replacement with a different Designated Representative by the same member entity.

Section 3.4

Duration of Membership and Resignation – BCA membership is on a calendar year basis, or as otherwise set by the Board of Directors.

BCA Membership terminates upon dissolution of the member entity, upon voluntary resignation by the member entity, or pursuant to Section 3.5 and 4.2 below. All rights, privileges, and interests of a member in or to the BCA cease upon termination of membership.

Section 3.5

Suspension and Expulsion – A member entity may be suspended or terminated for cause.

Sufficient cause for suspension or termination of membership shall be a violation of the Bylaws or any lawful rule or practice duly adopted by the BCA, or any other conduct prejudicial to the interest of the BCA. Suspension or expulsion shall be by an affirmative vote of two-thirds of the entire membership of the Board of Directors. No such vote shall be effective unless a statement of the charges shall have been sent by registered mail to the last recorded address of the member entity's Designated Representative at least 15 days before such vote is taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges constituting the basis for suspension or expulsion shall be considered and such vote shall be taken. The member entity shall have the

opportunity to have one person appear at such meeting and present any defense to such charges before action is taken thereon.

Article IV: Dues

Section 4.1

The annual dues for each member class of the Association shall be determined by the Board of Directors.

Section 4.2

Membership dues are due on or before January 1 of each year unless otherwise established by the Board of Directors.

Members who fail to pay their dues within sixty (60) days of the due date will be terminated and will forfeit all rights and privileges of membership without further notice or hearing.

Section 4.3

Dues will not be refunded in whole or in part to a terminated or suspended member entity.

Article V: Membership Meetings

Section 5.1

Annual Membership Meeting – There shall be an annual meeting of the membership of the BCA in conjunction with the BCA International Billiard & Home Recreation Expo or as otherwise set by the Board of Directors. The purpose of the annual meeting shall be to present an annual report to the membership, to elect members to the Board of Directors, and to transact other BCA business as specified by the Board of Directors.

The annual membership meeting shall be open to all classes of BCA members, although only Category 1, 2, and 3 members may vote on matters before the BCA. Notice of such meeting, signed by the Chief Executive Officer, shall be mailed to the last recorded address of each member entity's Designated Representative at least 30 days before the date of the meeting.

Section 5.2

Quorum – Attendance by Designated Representatives of Category 1, 2 and 3 members constituting 30 per cent or more of the combined total of Category 1, 2 and 3 member entities shall constitute a quorum, and in case there are less than 30 per cent, the presiding Officer may adjourn the meeting until a quorum is present.

Section 5.3

Voting – The Designated Representative of each Category 1, 2 and 3 member entity shall have one equal vote on all matters put before the BCA membership. Voting by mail shall be permitted only in accordance with Article X of these Bylaws. Proxy voting shall not be permitted.

Section 5.4

The parliamentary rules as set forth in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these Bylaws.

Article VI: Board of Directors

Section 6.1

(a) **Category 1 Directors.** Twelve (12) Directors shall be elected from among the Designated Representatives of Category 1 member entities. Only Category 1 member entities are eligible to vote, and each Category 1 member entity may cast one vote in the election of Category 1 member Directors to the BCA Board of Directors. Category 1 member Directors will serve for a period of three (3) years in staggered sequence in order that no more than three Directors shall have their term expire in a given year.

(b) **Category 2 Directors.** Two (2) Directors shall be elected from among the Designated Representatives of Category 2 member entities. Only Category 2 member entities are eligible to vote, and each Category 2 member entity may cast one vote in the election of Category 2 member Directors to the BCA Board of Directors. Category 2 member Directors will serve for a period of three (3) years in staggered sequence in order that no more than one Director's term will expire in a given year.

(c) **Category 3 Directors.** Two (2) Directors shall be elected from among the Designated Representatives of Category 3 member entities. Only Category 3 member entities are eligible to vote, and each Category 3 member entity may cast one vote in the election of Category 3 member Directors to the BCA Board of Directors. Category 3 member Directors will serve for a period of three (3) years in staggered sequence in order that no more than one Director's term will expire in a given year.

(d) **Additional Provisions –** Directors shall be elected without regard to their race, religion, age, national origin or sex.

Any Director shall be eligible for re-election except that after three consecutive terms, a Director must wait for one full year to become eligible for re-election. Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

A Director who resigns from the Board while continuing as the Designated Representative of the Member Entity must wait for two full years to become eligible for re-election to the Board of Directors.

Section 6.2

The Board of Directors shall have the power and authority to make and execute decisions for the benefit of the BCA that are not in conflict with these Bylaws.

Section 6.3

The Board of Directors shall meet periodically. The meetings will be scheduled at the direction of the Board. In addition, a meeting of the Board of Directors shall be held within 24 hours of the annual membership meeting. Unless the Board of Directors determines otherwise, the only agenda item at that meeting shall be the election of officers.

Section 6.4

In order to transact business, the Board of Directors must have a quorum consisting of 50 percent of all elected Directors in office. Except where a greater number is required by law or in these Bylaws, the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall constitute an act of the Board of Directors. Each Director shall have one equal vote for all matters put before the Board of Directors. Electronic means of voting or telephone votes shall be permitted. No mail or proxy voting is permitted.

Section 6.5

Vacancies on the Board of Directors may be filled by the Board of Directors at the discretion of the remaining Directors. The Board of Directors must fill a vacancy with a Designated Representative of a member entity of the Member Category that elected the vacating Director. A Director appointed to fill a vacancy shall serve until the next general election, at which time a successor Director shall be elected by the member entities of his/her Member Category to fill the unexpired term of the vacating Director.

The Board of Directors is not obligated to fill a vacancy with the successor Designated Representative from the outgoing Director's member entity.

Section 6.6

A Director shall be removed from the Board of Directors:

- (1) After two unexcused absences in a calendar year.
- (2) By disassociation with the member entity that designated the person as its representative.
- (3) By written request of the member entity.
- (4) For actions deemed to be self-dealing or otherwise contrary to the best interests of the BCA, following the process set forth in Section 3.5.

Article VII: Officers

Section 7.1

The Board of Directors shall annually elect a Chairman, a First Vice Chairman, a Second Vice Chairman, a Secretary, and a Treasurer from among the Directors who have at least one year of service on the date of the election. The election shall be held at the annual meeting of the Board of Directors by written ballot of all Directors in attendance.

Provision for resolving tie votes must be made prior to voting. After election of the Chairman, the Chairman may make nominations and vote for all other Officers.

Section 7.2

Elected Officers shall take office on the date of the election and shall serve until the next annual meeting of the Board of Directors or until replaced as described in Section 7.8.

Any Director shall be eligible for re-election as an Officer except that after two consecutive terms, a Director must wait for one full year to become eligible for re-election to the same office.

Section 7.3

Chairman – The Chairman shall preside at meetings of the membership of the BCA and of the Board of Directors and of the Executive Committee and shall be a member ex-officio of all committees except the Nominating Committee.

The Chairman shall also, at the annual meeting of the membership of the BCA and at such other times as the Chairman shall deem proper, communicate to the BCA or the Board of Directors such matters and make such suggestions as may in the Chairman's opinion tend to promote the welfare and increase the usefulness of the BCA, and shall perform such other duties as are necessary incident to the office of Chairman or as may be prescribed by the Board of Directors.

Section 7.4

First Vice Chairman – The First Vice Chairman shall perform the Chairman’s duties in the event of the Chairman’s temporary disability or absence from meetings. In the event the Chairman’s office becomes vacant, the First Vice Chairman shall complete the unexpired term of the Chairman.

Section 7.5

Second Vice Chairman – The Second Vice Chairman shall perform the duties of the First Vice Chairman in the event of the First Vice Chairman’s temporary disability or absence from meetings. In the event the First Vice Chairman’s office becomes vacant, the Second Vice Chairman shall complete the unexpired term of the First Vice Chairman.

In the event the Second Vice Chairman’s office becomes vacant, the Chairman may appoint a Second Vice Chairman to complete the unexpired term of the Second Vice Chairman.

Section 7.6

Secretary – In addition to the legal duties prescribed by law for the corporate Secretary, the Board of Directors may assign other duties as it deems necessary.

Section 7.7

Treasurer – The Treasurer shall oversee the keeping of accounts of all money received and disbursed by the BCA. The Treasurer shall oversee the BCA investments and deposits and shall make a report at the annual Membership Meeting or when called upon by the Chairman. The Treasurer shall be Chairman of the Budget and Finance Committee.

Some of the legal duties prescribed by law for the corporate Treasurer may be assigned by the Board of Directors to a BCA staff person who serves under the direction of the Chief Executive Officer.

The funds, books, and vouchers shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the Board of Directors. Upon the resignation, removal or expiration of the Treasurer’s term of office, the Treasurer shall deliver to his/her successor all books, money and other BCA property.

Section 7.8

An Officer may be removed from office for cause by the process described in Sections 6.6 and 3.5. A Director who resigns from office, or who is removed from office may continue to serve as a Director unless the resignation or removal also applied to his/her status as Director.

An Officer who is removed as a Director is also removed as an Officer.

Section 7.9

A vacancy in the office of Secretary or Treasurer may be filled by the Board of Directors using the process described in Section 7.1. A Director elected to fill a vacancy in the office of Secretary or Treasurer shall serve until the completion of the outgoing Officer’s term.

Article VIII: Chief Executive Officer

Section 8.1

The administration and management of the BCA shall be vested in a salaried staff member, appointed by the Board of Directors, with the title of Chief Executive Officer. The Board of Directors shall have the right to execute an employment contract with the Chief Executive Officer, to review his/her performance

on at least an annual basis, to set and adjust compensation, and to terminate the Chief Executive Officer at will upon a majority vote of the Directors present at a Board Of Directors meeting with a quorum.

The Board of Directors may outline evaluation criteria with the Chief Executive Officer to properly track and evaluate his/her performance.

Section 8.2

The Chief Executive Officer shall manage and direct all functions and activities of the BCA and perform such other duties as may be defined by the Board of Directors. The Chief Executive Officer shall employ and may terminate the employment of members of the staff necessary to carry on the work of the BCA.

The Chief Executive Officer shall:

- (1) Give notice of and attend all meetings of the BCA and keep a record of their proceedings.
- (2) Conduct all correspondence and execute all orders, votes, and resolutions not otherwise assigned.
- (3) Keep a list of the members of the BCA and oversee the collection of annual dues and subscriptions.
- (4) Keep records of the staff, employees, and agents of the BCA, their salaries and terms of employment, and take charge of and supervise the performance by them of their respective duties.
- (5) Prepare the annual report of the transactions and condition of the BCA.
- (6) Devote his/her best effort to advancing the interests of the BCA.

Article IX: Committees

Section 9.1

There shall be a minimum of three standing committees of the BCA:

- (1) Executive Committee
- (2) Nominating Committee
- (3) Budget and Finance Committee

The Board of Directors may create additional standing committees, which will continue until eliminated by the Board of Directors.

Section 9.2

The Chairman may create and retire Ad-Hoc committees at his/her discretion. The Chairman shall appoint all members of Ad-Hoc committees.

Section 9.3

Executive Committee – The Executive Committee shall consist of the Chairman, the First Vice Chairman, the Second Vice Chairman, the Treasurer and the Secretary. The Chief Executive Officer will serve as an ex-officio member of the Executive Committee, without voting privileges.

The Executive Committee may exercise the powers of the Board of Directors when the Board of Directors is not in session. Business transacted by the Executive Committee may include financial transactions under \$20,000 and policy and procedure changes that cannot wait until the next full board meeting. All decisions of the Executive Committee must be positively affirmed at the next full board meeting or they are rescinded.

Four members of the Executive Committee and the CEO shall constitute a quorum for the transaction of business and participation by telephone shall be permitted. The Chairman of the Executive Committee shall be the elected Chairman of the Board. Meetings shall be called at the request of three committee members or the Chairman.

Section 9.4

Nominating Committee – At least 90 days prior to the Annual Membership Meeting, the Chairman shall appoint a Nominating Committee not less than three Designated Representatives, including a committee Chairman. Appointments to the Nominating Committee shall be affirmed by those Directors who are not up for election in the current cycle.

The Committee will nominate candidates to fill Director positions that will be vacant at the time of the Annual Membership Meeting. Neither the Chairman nor any Designated Representative who intends to be a candidate for re-election shall serve on the Nominating Committee.

The Nominating Committee shall select at least one candidate for each vacant position, with the candidate's written permission.

The Nominating Committee may consider as candidates Designated Representatives suggested by its members, and Designated Representatives suggested by other BCA member entities. Each BCA member entity may submit the name of one Designated Representative for each vacant position, in writing, to the BCA Secretary or Chief Executive Officer at least 90 days prior to the Annual Membership Meeting. Those names will be forwarded to the Nominating Committee for consideration.

The Committee is not obligated to place all names received on the ballot. Directors who seek re-election must submit their names to the Nominating Committee for consideration and will not be automatically selected for placement on the ballot.

The Committee shall notify the Secretary in writing at least 45 days before the date of the Annual Membership Meeting of the names of the candidates it has selected. The Secretary shall mail a ballot to the last recorded address of each voting member entity's Designated Representative at least 20 days before the Annual Membership Meeting.

Section 9.5

Budget and Finance Committee – The Treasurer shall be the Chairman of the Budget and Finance Committee and the Chairman of the Board shall appoint all other members of the committee.

The Budget and Finance committee shall:

- (1) Participate in the preparation of the BCA's annual budget
- (2) Review the BCA financial statements as prepared by the staff
- (3) Oversee selection of CPA firms for the BCA annual audit
- (4) Review the annual audit and report to the Board of Directors
- (5) Make recommendations to the Board of Directors on fiscal and accounting matters

Article X: Mail Vote

Section 10.1

Mail Vote – Whenever in the judgment of the Board of Directors, any question shall arise which it considers should be put to a vote of the member entities with voting rights, and it deems it impractical to call a special meeting for such purpose, the Board of Directors may, unless otherwise required by these Bylaws, submit such a matter to the members with voting rights in writing by mail for vote and decision,

and the question thus presented shall be determined according to a majority of the votes received by mail within the stipulated time set by the Board of Directors. Director elections shall be conducted in accordance with Section 9.5 of these Bylaws.

Article XI: Mail Notices

Section 11.1

All notices to member entities as required by these Bylaws shall be sent to Designated Representatives of the member entities via first class U.S. Mail except that the BCA may, at its discretion, substitute e-mail for U.S. Mail when it has reason to expect the Designated Representative will receive e-mail at the address on record.

Article XII: Seal

Section 12.1

The Association shall have a seal of such design as the Board of Directors may adopt.

Article XIII: Amendments

Section 13.1

Articles I and II, except for Sections 1.1 and 2.2 of these Bylaws may be amended, repealed or altered, by the Board of Directors.

The remainder of these Bylaws may only be amended, repealed or altered, in whole or in part, either:

- (1) By a majority vote of the member entities with voting privileges at any duly organized meeting of the BCA provided that a copy of the amendments proposed for consideration shall be mailed to the last recorded address of each Designated Representative of the member entities with voting privileges at least 30 days prior to the date of the meeting, or
- (2) By mail vote of the member entities with voting privileges pursuant to the provisions of Article X.

Article XIV: Miscellaneous Provisions

Section 14.1

Bonding – At the sole discretion of the Board of Directors and at the expense of the BCA, the Chief Executive Officer, Secretary, and Treasurer of the BCA may be bonded in an amount and manner appropriate to their individual responsibilities.

Section 14.2

The BCA shall indemnify and hold harmless all persons who are now or shall hereafter serve as a Director, Officer or employee of the BCA from and against any and all claims and liabilities, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of their having heretofore or hereafter been a Director, Officer or employee of the BCA, or by reason of any action alleged to have heretofore been taken or omitted by such Director, Officer or employee, and shall reimburse each such person for all legal and other expenses (including the cost of settlement) reasonably incurred by such person in connection with any such claims or liability, or the threat or prospect thereof, based upon or arising out of such person's own negligence or willful misperformance of the duties of Director, Officer or employee. The determination of all questions as to the existence of negligence or willful misconduct, as to the right to indemnification and reimbursement hereunder and the reasonableness of such costs and expenses may be made and shall be final and conclusive if made by the Board of Directors acting at a meeting at which a quorum consisting of disinterested Directors is present

by a majority vote of all such Directors. The right accruing to any person under the provisions of this section shall not exclude any other right to which such person may be lawfully entitled, nor shall anything herein contained restrict the right of the BCA to indemnify or reimburse such person in any case even though not specifically provided for herein.

Section 14.3

On recommendation of the Budget and Finance Committee, the Board of Directors shall engage an independent certified public accounting (CPA) firm to render an opinion on the accounting of the BCA each fiscal year and shall forward the accountants' report to the Board within 45 days of the close of the fiscal year.

Section 14.4

Limitation on Liabilities – Nothing herein shall constitute member entities of the BCA or their Designated Representatives as partners for any purpose. No member entity, Designated Representative, Officer, agent, or employee of the BCA shall be liable for the acts or failure to act on the part of any other member entity, Designated Representative, Officer, agent or employee of the BCA. Nor shall any member entity, Designated Representative, Officer, agent or employee be liable for his acts or failure to act under these Bylaws, except only acts or omissions to act arising out of his willful malfeasance.

Section 14.5

Dissolution Clause – Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purpose or shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

Section 14.6

The Board of Directors shall adopt a conflict of interest policy governing transactions between the BCA and its Directors and other persons holding positions specified in such policy. Each person covered by such policy shall disclose any potential conflicts of interest according to the procedures set forth in the policy.

Section 14.7

Without consent of the Board of Directors, no BCA membership list or any part thereof containing the name of any private individual may be obtained or used by any person for any purpose unrelated to the person's interest as an Officer, Director or member of the Corporation, or be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person or conveyed to any person in any form.