

Approved March 31, 2004

**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 (herein, the "BCA" or "Association").

Section 1.2

The principal place of the business office shall be determined by the Board of Directors. The Association 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 govern and promote the sport of billiards (pocket, three-cushion, and snooker) in the United States and world-wide by establishing rules, promoting and sanctioning amateur and professional tournaments, and helping to increase the awareness of and participation in the sport to all people, while working with the entire billiards community to increase the overall growth of billiards. BCA will perform all of its functions on a non-profit basis with the highest ethical standards and fair treatment of all its members and the entire billiards community.

Section 2.2

The objectives of this Association shall be:

- (1) To afford due consideration to and expression of opinion upon question affecting the billiard industry in further of the billiard industry.
- (2) To cooperate with other industries and organizations within and without the billiard industry in furtherance of the Association's objectives.
- (3) To elevate billiard sports to their highest level nationally and worldwide.
- (4) To promulgate and publish proper playing rules, seeking to unify and standardize rules of play nationally and internationally.
- (5) To work for improvements in all areas of the billiard industry, by working with other groups having similar goals.
- (6) To promote good fellowship and better social understanding of billiard sports and the billiard industry by sponsoring billiard tournaments by the Association and by its individual members.

Section 2.3

In furtherance of these purposes and objectives, but not in limitation thereof, the Association shall have power.

- (1) To collect and disseminate statistics and other information.

- (2) To conduct trade promotion activities, including advertising and publicity.
- (3) To further training and education of those connected with or desirous of becoming affiliated with the industry.
- (4) To promote sound accounting practices, to study financial practices as they relate to the industry, and to disseminate pertinent information to its members.
- (5) To disseminate information of a general economic, social and government character, to analyze subjects relating thereto, and to secure and present the view of the members to other organizations, the government and the public.
- (6) To engage in any lawful activities which will enhance the efficient and economic progress of the industry and inform the public of its scope and character.
- (7) To do anything necessary and proper to accomplish the objectives herein set forth, all of which shall be consistent with public interest as well as in the interest of the billiard industry.

Article III: Membership

Section 3.1

There shall be six (6) classes of membership, each with its own privileges, duties, and dues structures. Except for the limited right to participate in the appointment of certain directors as set forth herein, no class of members other than Voting Members and Associate Voting Members shall have any voting rights with respect to the affairs of the Association.

- (1) Voting Members - Any person, firm or corporation active in the billiard industry is eligible to become a Voting Member upon tendering a written application and the appropriate dues. All firms engaged in the manufacturing process or wholesale distribution of billiard equipment or accessories shall fall into either this or the following (Associate) category of membership.
- (2) Associate Voting Members - Any person, firm, or corporation, other than Players, active in the billiard industry may elect to become an Associate Voting Member upon written application and payment of the appropriate dues. For purpose of membership meetings, the Associate Voting Members shall have all the rights and privileges of the Voting Members, except that each Associate Voting Member shall be entitled to one-half (1/2) vote on all matters submitted to a vote of the voting membership.
- (3) Retail Members - Any person, firm or corporation engaged in the selling of billiard equipment from an established, publicly known place of business may become a Retail Member upon written application and payment of the appropriate dues. Retail Members will have the privilege of appointing designated representatives to serve on the Board of Directors.
- (4) Room Operator Members - Any person, firm, or corporation engaged in the operation of a commercial establishment where billiards are played may become a Room Operator Member upon written application and payment of the appropriate dues. Room Operator Members will have the privileges of appointing designated representatives to serve on the Board of Directors.
- (5) Player Members - Any person active in the game of billiards may become a Player Member.

(6) Professional & Trade Association - This classification allows the Board of Directors latitude in inviting to be members other organizations or persons whom they believe to be beneficial to BCA. Directors will define qualifications for this membership including: dues required, whether this group may appoint Director(s), and other terms and conditions of membership. Groups and person(s) in this classification must be reaffirmed by the Directors each year although they may be terminated at will by the Directors.

Section 3.2

Each Voting Member and each Associate Voting Member shall appoint and certify to the Secretary of the Association a person to be its representative at membership meetings for the purpose of acting upon business matters. Each Voting Member is entitled to one vote and each Associate Voting Member is entitled to one-half (1/2) vote.

Section 3.3

Duration of Membership and Resignation - Membership in this Association may terminate by death, by voluntary termination by the member, or pursuant to Section 3.4 below. All rights, privileges, and interest of a member in or to the Association shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership. Such notice shall be presented to the Board of Directors, at the next succeeding meeting of the Board of Directors. Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal.

Section 3.4

Suspension and Expulsion – A member may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be a violation of the by-laws or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interest of the Association. Suspension or expulsion shall be by two-thirds vote of the entire membership of the Board of Directors. However, no such vote shall be effective unless a statement of the charges shall have been mailed by registered post to the last recorded address of the member at least fifteen (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 shall have the opportunity to appear in person or by his representative 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

All membership dues are for one (1) year renewable at the anniversary of the membership. Those members who fail to pay their dues more than sixty (60) days after the renewal date will be dropped from the membership rolls and forfeit all rights and privileges of membership without further notice or hearing.

Article V: Membership Meetings

Section 5.1

Annual Meeting - There shall be an annual meeting of the membership of the Association in conjunction with the annual trade show of the Association, unless otherwise ordered by the Board of Directors. The purpose of the annual meeting shall be to elect or appoint, as applicable, members of the Board of Directors, to receive annual reports, and to transact other business. The annual membership meeting shall be open to all classes of Association members (and to members of the press), although only Voting

Members and Associate Voting Members may vote on matters before the Association (with the exception of the appointment of designated representatives to serve on the Board of Directors as set forth in Section 6.1). Notice of such meeting, signed by the Secretary (or such other officers designated by the Board of Directors), shall be mailed to the last recorded address of each member at least thirty (30) days before the time appointed for the meeting.

Section 5.2

Other regular meetings of the Association membership other than the annual meeting of the membership may be held upon a majority vote of the Board of Directors. Notice of time and place of such meeting and subject to be considered is to be mailed to each member at his/her last recorded address at least thirty (30) days in advance of each meeting.

Section 5.3

Special meetings of the Voting Members and Associate Voting Members of the Association shall be called by the President upon the written request of at least thirty percent of the Voting Members of the Association. Notice of such special meeting, or meetings, shall be mailed to each Voting Member and Associate Voting Member at his/her last recorded address at least thirty (30) day in advance, with a statement of time and place and information as to the subject, or subjects, to be considered at such meeting.

Section 5.4

Quorum - Attendance by Voting Members and Associate Voting Members constituting thirty (30) percent or more of the combined total number of Voting Members and Associate Voting Members at any regular or special meeting of the membership of the Association shall constitute a quorum, and in case there are less than thirty (30) percent, the presiding officer may adjourn the meeting from time to time until a quorum is present.

Section 5.5

The order of business at meeting shall be as follows:

1. Call to order
2. Reading of minutes of previous meeting
3. Receiving communications
4. Receiving of Officers
5. Reports of committees
 - (a) Standing
 - (b) Special
6. Unfinished business
7. New business
8. Election of Directors (if applicable)
9. Adjournment

Section 5.6

The order of business may be altered or suspended at any meeting by a majority vote of the Voting Members and Associate Voting Members present. The usual parliamentary rules as laid down in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these by-laws.

Article VI: Board of Directors

Section 6.1

(a) Voting Member Directors. Twelve (12) directors shall be elected by the Voting Members and Associate Voting Members from among the designated representatives of the Voting Members and Associate Voting Members (the Directors so elected shall be referred to herein as "Voting Member Directors"). For the purpose of this election, each Voting Member and each Associate Voting Member shall be entitled to designate one representative as a candidate for election. Voting Members have one (1) full vote in the election of Voting Member Directors to the BCA Board of Directors. Retail and Room Operator have one quarter ($\frac{1}{4}$) vote in the election of Voting Member Directors to the BCA Board of Directors. No more than two (2) Voting Member Directors at any time may be designated representatives of Associate Voting Members. Voting Member Directors will serve for a period of three (3) years in staggered sequence in order that no more than four (4) directors shall have their term expire in a given year.

(b) Retail Member Directors and Room Operator Member Directors. The Retail Members as a class and the Room Operator Members as a class shall each appoint two (2) directors from among the designated representatives of the members of their respective classes (the directors so appointed shall be referred to respectively as "Retail Member Directors" and "Room Operator Member Directors"), provided that only retail members with "brick and mortar" businesses deriving 51% or more of their revenue from over-the-counter sales are eligible to serve on the BCA Board of Directors. Retail Members and Room Operator Members have one full (1) vote in the election of their respective Member Directors to the BCA Board of Directors. Voting Members have one full (1) vote and Associate Members have one half ($\frac{1}{2}$) vote in the election of Room Operator and Retail representatives to the BCA Board of Directors. The Room Operator Member Directors and Retail Member Directors shall serve three (3) year terms in staggered sequence in order that no more than one Room Operator Member Director and one Retail Member Director shall have their term expire in a given year.

(c) Additional Provisions. Any director shall be eligible for re-election except that after three (3) consecutive terms, a director must wait for one (1) 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, or as provided in Section 6.7.

Section 6.2

The Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the bylaws, shall actively pursue its objects and shall have discretion in the disbursement of its funds. It shall adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents, as it may consider necessary.

Section 6.3

The Board of Directors shall meet 4 to 6 times a year. The meetings should be scheduled throughout the country and shall coincide with regular meetings of the members. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the membership. Unless the Board of Directors determines otherwise, the only agenda item at the annual meeting shall be the election of officers and the ratification of appointments to the Executive Committee.

Section 6.4

In order to transact business, the Board must have a quorum consisting of 50% of both (i) the Voting Member Directors in office and (ii) all Directors in office. Unless a greater number is required by law or in these bylaws, the affirmative vote of a majority of the Directors present in person at a meeting at which

a quorum is present shall constitute an act of the Board of Directors. Members of the Board of Directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

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 of the member class that elected or appointed 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 or appointed by the member class that elected or appointed the vacating Director to fill the unexpired term of the vacating Director.

Section 6.6

If a Director has two unexcused absences from board meetings in the time between the annual meetings, he/she may be removed from the Board. The Executive Committee shall have the sole discretion to excuse absences.

Section 6.7

Directors representing member companies shall be removed from the Board or Directors in the following circumstances:

- 1) By disassociation with the member company that designated such person as its representative, provided such member company provides BCA with written confirmation of such disassociation,

or
- 2) By written request of such member company.

Article VII: Officers

Section 7.1

The Board of Directors shall annually elect a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer from among the Directors. The election shall be held at the annual meeting of the Board of Directors by written ballot of all Directors in attendance.

Section 7.2

Elected officers shall take office on the date of the election and shall serve for a term of one year or until their successor is duly elected and qualified.

Section 7.3

Except as set forth below, vacancies in any office may be filled for the balance of the term thereof by the Directors.

Section 7.4

President - The President shall preside at meetings of the membership of the Association and of the Board of Directors and of the Executive Committee and shall be a member ex-officio, with the right to vote, of all committees except the committee on nominations.

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

Section 7.5

First Vice President - The First Vice President shall perform the President's duties in the event of the President's temporary disability or absence from meetings.

In the event the President's office becomes vacant, the First Vice President shall become the acting President to fill the unexpired term of the President.

Section 7.6

Second Vice President - The Second Vice President shall perform the duties of the First Vice President in the event of the First Vice President's temporary disability or absence from meetings.

In the event the First Vice President's office becomes vacant, the Second Vice President shall fill the unexpired term of the First Vice President.

In the event the Second Vice President's office becomes vacant, the President may at his/her discretion appoint a Second Vice President to fill the unexpired term of the Second Vice President.

Section 7.7

Executive Director - The administrative and management of the Association shall be vested in a salaried staff head, appointed by the Board of Directors, with the title of Executive Director. The Executive Director shall be the chief executive officer and shall manage and direct all functions and activities of the Association and perform such other duties as may be defined by the Board. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Association.

It shall be the duty of the Executive Director to give notice of and attend all meetings of the Association and to keep a record of their proceedings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Association; to oversee the collection of annual dues and subscriptions; to keep records of the staff, employees, and agents of the Association, their salaries and terms of employment, and to take charge of and supervise the performance by them of their respective duties; to prepare the annual report of the transactions and condition of the Association; and generally to devote the best effort to advancing the interests of the Association. The Executive Director may attend any committee meeting if so requested.

Section 7.8

Treasurer - The Board of Directors shall elect from among the directors a Treasurer who will serve at the pleasure of the Board of Directors and may be terminated at will by the Board of Directors. The Treasurer's duties call for keeping account of all monies received and expended for the use of the Association, and making disbursements authorized by the Board. The Treasurer shall deposit all sums received in the bank or banks, or trust company, approved by the Board of Directors, and shall make a report at the annual meeting or when called upon by the President. The duties of the Treasurer, under authority of the Board of Directors, may be assigned in whole or in part to an assistant treasurer or another designee.

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. At the expiration of the Treasurer's term of office, the Treasurer shall deliver over to the Treasurer-elect all books, money and other property, or, in the absence of a Treasurer-elect, to the Executive Director.

Section 7.9

Secretary - The Board of Directors shall elect from among the directors a Secretary who will serve at the pleasure of the Board of Directors, and may be terminated at will by the Board of Directors. In addition to the legal duties as prescribed by law to the corporate Secretary, the Board of Directors may assign other duties.

Section 7.10

Bonding - At the Board of Directors' sole discretion and at the expense of the Association, the Executive Director, Secretary, and Treasurer of the Association shall be bonded in an amount and manner appropriate to their position.

Section 7.11

The Association shall indemnify and hold harmless all persons who are now or shall hereafter serve as a director, officer or employee of the Association from and against any and all claims and liabilities, whether the same are settled or proceed to judgement, to which such person shall have become subject by reason of their having heretofore or hereafter been a director, officer or employee of the Association, 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 claim, liability, suit, action or proceedings; provided, however, that no such person shall be indemnified against, or be reimbursed for any claims, liabilities, cost, or expenses incurred in connection with any 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 Association to indemnify or reimburse such person in any case even though not specifically provided for herein.

Section 7.12

The Board of Directors shall engage an independent certified public accounting (CPA) Firm to render an opinion on the accounting of the Association each fiscal year and shall forward the accountants' report to the Board within 45 days of the close of the fiscal year.

Article VIII: Committees

Section 8.1

The President, subject to the approval of the Board of Directors, shall annually appoint such standing, special or sub-committee as may be required by the by-laws or as the President may find necessary.

Section 8.2

Executive Committee – The Executive Committee shall consist of the President, the First Vice President, the Second Vice President, the Treasurer and the Secretary ratified by the Board of Directors at each

annual meeting of the Board of Directors. The Executive Director shall 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, reporting to the Board of Directors thereon at the succeeding meeting of the Board. Three members of the Executive Committee shall constitute a quorum for the transaction of business and participation by telephone shall be permitted as set forth in Section 6.4. The President of the Executive Committee shall be the elected President of the Association. Meetings shall be called upon the request of at least three voting members or the President of the Executive Committee.

Section 8.3

Standing Committees – The Standing Committees of the Association include the following committees: Executive, Business Development (Promotions, Trade Show, Membership subcommittees), Finance, Players/Leagues (Instructor and Referee subcommittees), and Long Range Planning. The Board of Directors may add, delete, or combine any Standing Committees. Ad Hoc Committees, such as Hall of Fame, Trade Services, etc. may be appointed by the President from time to time.

Section 8.4

Committee on Nomination – At least ninety (90) days prior to the annual meeting of the Association, the President shall appoint a nominating committee of not less than three persons from the membership (*i.e.*, any member class) to nominate candidates for the filling of Voting Member Director positions whose terms will expire at the annual meeting. The Committee shall nominate four (4) or more candidates from the Voting Members (including Associate Voting Members to the extent permitted in section 6.1). The Committee shall notify the Secretary in writing at least forty-five (45) days before the date of the annual meeting of the names of the proposed candidates. The Secretary shall mail a copy thereof to the last recorded address of each Voting Member and Associate Voting Member at least twenty (20) days before the annual meeting.

Section 8.5

Independent Nominations – Each Member may submit one (1) nomination for each Director position to the Secretary or Executive Director in writing not less than ninety (90) days before the date of the annual meeting. The Secretary or Executive Director will deliver the nomination to the Nominating Committee for consideration. It must be the Nominating Committee who recommends the names to be included on the ballot to the Board of Directors.

Article IX: Mail Vote

Section 9.1

Mail Vote - Whenever, in the judgment of the Board of Directors, any question shall arise which they consider should be put to a vote of the Voting Members and Associate Voting Members, though they deem it impractical to call a special meeting for such purpose, the Directors may, unless otherwise required by these by-laws, submit such a matter to the Voting Members and Associate Voting Members 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.

Article X: Seal

Section 10.1

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

Article XI: Amendment

Section 11.1

These bylaws may be amended, repealed or altered, in whole or in part, either (1) by a majority vote of the Voting Members and Associate Voting Members at any duly organized meeting of the members of the Association provided that a copy of the amendments proposed for consideration shall be mailed to the last recorded address of each Voting Member and Associate Voting Member at least thirty (30) days prior to the date of the meeting, or (2) by mail vote of the Voting Members and Associate Voting Members pursuant to the provisions of Article IX.

Article XII: Miscellaneous Provisions

Section 12.1

Limitation on Liabilities - Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, agent, or employees of this Association shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of the Association. Nor shall any member, 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 misfeasance.

Section 12.2

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 correspondence 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 12.3

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 12.4

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. Without limiting the generality of the previous sentence, without the consent of the Board of Directors no membership list or any part thereof containing the name of any private individual may 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.