



# The United States Bocce Federation Bylaws

## Article 1

### Name

The name of this corporation shall be the United States Bocce Federation

## Article 2

### Principal Office

The principal office of this non-profit corporation shall be in the City of Martinez, County of Contra Costa, State of California. The corporation may have offices and places of business at such other places within or without of the State of California as determined by the Board of Directors

The address of the registered office of the corporation is 2239 Orange Street, Martinez, California 94553. The name of the initial registered agent of the corporation at that address is H. Kenneth Dothee.

## Article 3

### Objectives and Purposes

The charitable objectives and purposes of the corporation are set forth in the Articles of Incorporation.

## Article 4

### Membership

#### Section 1. Qualifications

There shall be one class of membership in the corporation. Any person of good character, dedicated to the purposes of the corporation, shall be eligible for regular membership upon payment and acceptance of such initiation fees and dues as may be fixed from time to time by the Board of Directors.

#### Section 2. Dues, Fees, Assessments and Privileges

A. The Board of Directors shall have the power, in its discretion, to grant privileges to members, and to prescribe dues, fees and assessments to be paid by members. Any privileges granted and dues, fees, or assessments set by the Board of Directors shall be equal for all member within one class: provided however, the board may within its discretion, establish different categories of membership within the one class of members and grant different privileges and set different dues, fees, and assessments for such categories.

To remain in good standing each member must pay such fees, dues, and assessments within the time and on the conditions established from time to time by the Board of Directors.

B. The Board of Directors may assess the Sector of the Federation proportionately, based upon the number of members within each Sector for purposes of paying indebtedness of the corporation.

#### Section 3. Termination of membership

##### A. Causes of Termination.

The membership of any regular member shall terminate upon occurrence of any of the following events.

1. Resignation of the member
2. Expiration of the period of membership, unless the member renews sooner for a subsequent period on renewal terms set by the Board of Directors

3. Determination by the Board of Directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the codes of conduct for the corporation, or has engaged in conduct materially and seriously prejudicial to the interests of the corporation.

B. Procedure for suspension or termination of membership.

Following the preliminary determination by the Board of Directors or a committee designated to make such determination that the membership of a member should be suspended or terminated under Article 4, Section 3, A. subparagraph 3, the follow procedures shall be implemented.

1. A notice shall be sent by mail, prepaid certified or registered mail to the most recent address of the member as shown **on the corporation's records setting forth the proposed suspension or termination and the reason therefore.** Such notice shall be sent at least thirty (30) days before the effective date of the proposed disciplinary action. Failure of the member to acknowledge receipt of the notice shall not invalidate the notice. If the member has a known electronic mail address, a copy of the notice shall also be sent to such an address by electronic mail (email).

2. The member subject to the disciplinary procedure shall have the opportunity to be heard either orally or in writing at the hearing to be held no less than ten (10) days before the effective date of the proposed suspension or termination of membership. The hearing shall be conducted by special disciplinary committee composed of five (5) directors, three (3) of which shall be appointed by the President and two (2) by the member subject to the disciplinary procedure. Notice of the hearing stating the date, time and place of the hearing shall be sent to the member. Failure to appoint two (2) directors to the special committee by the member in a timely manner shall not invalidate this disciplinary procedure, and in the event of such failure the President shall appoint two (2) directors as members of the special disciplinary committee which shall be deemed validly established.

3. At the conclusion of the hearing, the special disciplinary committee shall decide whether or not the member should be penalized by suspension or termination of membership or sanctioned in some other way. The decision of the committee shall be submitted to the board for approval, modification, or such other action as it deems appropriate.

4. Any member whose membership is suspended or terminated shall not receive a refund of dues or assessments already paid

## Article 5 Meetings of Membership

### Section 1. Place of meetings

Meetings of members may be held at any place within or outside of California as designated by the Board of Directors

### Section 2. Annual Meeting

An annual meeting of members may be held each year in conjunction with the National Tournament by request of fifteen percent (15%) of all of the members in good standing. Such request shall be submitted to the President or the Board of Directors sixty (60) days before such tournament.

### Section 3. Special Meetings

Special meetings of the members may be called at any time by the President, by resolution of the Board of Directors or by fifteen (15%) of all of the members in good standing.

### Section 4. Notice of Meetings of Members

#### A. General Notice

Notices of meetings of members shall be sent thirty (30) days before the date of the meeting. Such notices shall be sent by Fax, Telex, email or U.S. Mail which may include the notice printed in the official publication of the corporation. The notice shall specify the place, date, and time of the meeting and those matters which the Board of Directors intends to present for action or

discussion by the members. Notices sent by U.S. mail shall be deemed to be delivered when deposited in such mail with postage prepaid and addressed to the member at their address appearing on the records of the corporation.

B. Attendance by a member at a meeting shall constitute waiver of notice of meeting.

C. Voting List.

The Treasurer shall prepare a complete list of members entitled to vote at a meeting or any adjournment thereof, arranged in alphabetical order with addresses. Such list shall be produced and kept in open form at the time and place of the meeting and shall be subject to inspection by any member during the meeting.

#### Section 5. Quorum

A. A majority of the members present at a meeting shall constitute a quorum for the transaction of business. If a quorum is lost during a meeting the remaining members may continue to transact business until adjournment by majority vote.

#### Section 6. Voting

Eligibility to vote: All members in good standing are entitled to vote at any meeting of members.

#### Section 7. Vote required to effect directors

Candidates receiving the highest number of votes by secret ballot shall be elected as directors of the corporations

### Article 6.

#### Geographical Sectors and Officers

##### Section 1. Geographical Sectors and Officers

For the purposes of conducting corporate business, the United States shall be divided into geographical Sectors as determined by the Board of Directors. The business of each Sector shall be managed by a Sector President, Vice President and Sector Representative. Each Sector shall have one or more populous directors as provided for in Article 7, Section 3 of these Bylaws. In no case shall the Sector President, Vice President and Sector Representatives reside in the same state unless authorized by the Board of Directors. Sector Representatives shall communicate directly with the Sector President who shall communicate directly with the President. Conversely, the President when dealing with the corporate operations that concerns a particular Sector shall communicate directly with the Sector President or in their absence, Sector Vice President.

##### Section 2. Election of Offices

Each Sector shall adopt an election process which shall be approved by the Board of Directors. Such process may provide for each member in the Sector to cast a vote for the election of the Sector President, Vice President, Sector Representative and Populous Directors. Alternatively, the election process may provide that the member clubs in the Sector shall constitute a Sector Board of Directors with equal representation which shall elect the Sector President, Vice President, Sector Representative and populous directors and oversee the conduct of Sector business by such officers

##### Section 2a. Term of Office

The Sector President, Vice President, Sector Representative and Populous Directors shall be elected for terms of two (2) years not to exceed four (4) consecutive terms in each office. Such terms shall also apply to terms of such officers and populous directors as directors of the corporation.

#### Section 3. Regions

A. When appropriate each Sector may establish regions within the Sector.

B. Each region may establish a regional Board of Directors consisting of two (2) Representatives from each club in the region which may elect a regional President, Vice President, and Representative. Alternatively, if establishing a regional Board of Directors is impractical the Sector President may appoint the regional officers. Terms of such officers shall be for two (2) years not to exceed four (4) consecutive terms in each office.

C. If there are three (3) or more regions established within a Sector, the regional Presidents, Vice Presidents and Representatives shall constitute the Sector Board of Directors for the purposes of electing Sector officers and overseeing

the conduct of the Sector business; otherwise Sector officers shall be elected as provided for in Section 2 of this Article. Any region having 14.2% of the members residing in the Sector shall have one additional Representative on the Sector Board of Directors based upon such percentage factor.

#### Section 4. Meetings

The Sector and regional Boards of Directors as provided for in this article 6 shall meet annually in November for the purpose of nominating officers and in the succeeding January to elect such officer, and at both meetings to transact such business as may be necessary and appropriate.

## Article 7 Board of Directors

#### Section 1. Powers of Directors

##### A. General Corporate Powers

Subject to the provisions of the California Non-Profit Public Benefit Corporation Law and any limitation in the articles of incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

##### B. Specific Powers

In accordance with the general powers and subject to any limitation therein, the Board of Directors shall have the power to:

1. Select and remove all officers, agents and employees of the corporation; prescribe any powers and duties for them that are consistent with the law, the articles of incorporation and with these Bylaws; fill vacancies on the Board of Directors, and amend the Articles of Incorporation and Bylaws of the corporation.
2. Change the principal office in the State of California from one location to another.
3. Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
4. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for corporate purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidence of debt and securities

#### Section 2. Number and Qualification of Directors

A. The authorized number of directors shall be determined by the provisions of these Bylaws relating to the election of Sector officers, Representatives and populous directors.

B. Directors need not be residents of the State of California

C. The immediate past President of the corporation shall remain a member of the Board of Directors for one (1) year with the right to vote. The current President and past Presidents of the corporation at the effective date of these changes to the Bylaws shall remain directors for life with the right to vote

D. Any director missing three (3) consecutive board meetings may be terminated as a director by a majority vote of the Board of Directors constituting a quorum.

#### Section 3. Sector Populous Directors

The Board of Directors shall also include populous directors elected by the Sectors. Each Sector shall be entitled to one populous director and one additional populous director for each complete increment of ten percent (10%) of the national membership that resides in that Sector. The Sector entitlement for populous directors shall be based on the official membership list of the corporation as of each December 31<sup>st</sup> of even numbered years, commencing December 31 2000.

#### Section 4. Sector Officers

The Board of Directors shall further include Sectors officers as well as populous directors. Such Sector officers shall include the Sector President, Vice President and Sector Representative.

#### Section 5. Honorary Directors

The Board of Directors may from time to time appoint one or more honorary directors, who by virtue of their achievements, reputations and interest in the sport of bocce shall further the charitable purposes and objective of the corporation. Such directors shall serve for terms of two (2) years subject to reappointment for additional terms at the annual meeting of the Board of Directors. Honorary directors may attend meetings of the board, its committees or Sector meetings, but shall not have the right to vote, nor shall their presence be counted to determine a quorum.

#### Section 6. Place of Meetings and Meetings by Conference Telephone

Meetings of the Board of Directors or its committees may be held at any place within or without the State of California that the board may designate from time to time. Any meeting may be held by conference telephone or similar communications equipment so long as all the directors participating in the meeting can hear one another. All directors or committee members so participating shall be deemed present at the meeting. Notice of meetings shall be sent by Fax, Telex, Email or US mail and shall specify the place, date and time of the meeting.

#### Section 7. Annual Meeting

Annually, in conjunction with the National Championship Tournament the Board of Directors shall meet for the purpose of selection of the sites for future National Tournaments, election of officers and the transaction of other business. Such meeting shall not conflict with the National Tournament play.

#### Section 8. Special Meeting

Special meetings of the Board of Directors may be called at any time by the President or by any five (5) directors. Voting at a special meeting can be done by presence at the meeting, Fax, Telex, Email or US Mail received by the President or Secretary prior to the meeting. Only items set forth on the agenda can be voted on at the special meeting

#### Section 9. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business. Directors who are present, in person or by telephone conferencing or who vote in the manner provided for in Article 7 Section 8 shall be counted for determining a quorum.

#### Section 10. Proxies

A director who is absent from the meeting may vote by proxy through another director present at the meeting who is authorized by a written proxy statement signed and dated by the absent director.

## Article 8 Committees

#### Section 1. Committees of Directors

The Board of Directors may by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have the authority of the board, except no committee, regardless of a board resolution may

- A. Take any final action on matter which under the Non-profit Benefit Corporation Law of California also requires **members' approval of the majority of all members except in the event that there are no members** of the corporation.
- B. Fill vacancies on the Board of Directors or on any committee
- C. Fix compensation of the directors for serving on the board or on any committee
- D. Amend or repeal these Bylaws or adopt new Bylaws.
- E. Amend or repeal any resolution of the Board of Directors which by its terms is not so amendable or repealable
- F. Appoint any other committee of the Board of Directors or the members of these committees

G. Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected and

H. Approve any transaction

1. to which the corporation is a party and one or more directors have a material financial interest or
2. Between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest; provided that this provision shall not apply to the national tournament or any other tournament in which the corporation is a sponsor.

### Section 2. Meetings and Actions of Committees

Meetings and actions of committees shall be governed by, held and taken in accordance with Article 7 Section 6 of these Bylaws, concerning meetings of directors, with such changes to the context of these Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee not inconsistent with the provisions of these bylaws.

## Article 9

### National Officers

#### Section 1. General

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer.

#### Section 2. Election

The officers of the corporation shall be elected for terms of two (2) years and a maximum of four (4) consecutive terms for the same position by the Board of Directors at its annual meeting held in conjunction with the National Tournament. Only directors are eligible to be elected President and Vice President. Any other member of the corporation is eligible to be elected Secretary or Treasurer. A non-member of the corporation can be elected Secretary or Treasurer but shall have no voting rights.

#### Section 3 Responsibilities of Officers

##### A. President

The President shall be the chief executive officer of the corporation and shall generally supervise and direct the business of the corporation. The President shall preside at all meetings of the members and the Board of Directors, shall act as the spokesperson for the corporation at all public gatherings or designate an alternate, and shall appoint all committee chairpersons whose terms expire at the end of each year.

##### B. Vice President

In the absence of the President, the Vice President shall perform all of the duties of the President and when so acting, shall have the powers of the President and be subject to all the restrictions thereof. The Vice President shall have such other powers and perform such other duties as may be prescribed by the President or Board of Directors.

##### C. Secretary

The responsibilities of the Secretary include:

1. Minute Books: Keeping or causing to be kept, minute books of all meetings and actions of directors, committees of directors and members, with the time and place of the meetings, names of those present, the number of members present or represented at member meetings and the proceedings of all such meetings.
2. Distributing to all members of the Board of Directors and committee members a copy of the minutes of all regular and special meetings in the manner of sending notices as provided for in these Bylaws.
3. Notices, seal and other duties: Giving or causing to be given notice of all meetings of the Board of Directors, board committees and members as required by these Bylaws. The Secretary shall keep the corporate seal in safe custody and shall perform such other duties as may be prescribed by the Board of Directors or the President.

##### D. Combine Offices

In case of an emergency the offices of Secretary and Treasurer may be combined until appointments are made or by the Board of Directors.

## E. Treasurer

The Treasurer shall be the chief financial officer of the corporation and shall have the following responsibilities:

### 1. Books of Accounts

Keeping and maintaining or causing the same, books and records of accounts of corporate properties and business transaction and receipts of dues and assessment and other moneys, together with accounts of assets, liabilities and other items customarily included in financial statements. The books of accounts shall be open for inspection by any director at reasonable times.

### 2. Preparing and filing corporate financial statements with the appropriate governmental authorities

3. Depositing and disbursing of money and valuables. The Treasurer shall deposit all money and other valuables in the name and credit of the corporation with such depositories as may be ordered by the Board of Directors; shall provide to the President and Board of Directors at a minimum of every three (3) month; an account of all transactions as chief financial officer and the financial condition of the corporation and perform such other duties as the President, Board of Directors or these Bylaws may prescribe.

### 4. Membership Records

The Treasurer shall keep or cause to be kept, a record of the members of the corporation, including the names, addresses, class or category of membership of each member, together with a record of the clubs and organization, in all Sectors. These records shall be treated as confidential and shall be available only to the Board of Directors, board committees, the officers and Sector Presidents unless otherwise ordered by the board.

### 5. Bond

If required by the Board of Directors, the Treasurer shall provide a bond to the corporation in the amount and with the surety or sureties specified by the Board of Directors for the faithful and for restoration of all its books, papers vouchers, money and property of every kind in the Treasurer's possession or under his or her control upon death, resignation, retirement or removal from office.

### 6. Bidding process

Every four (4) years the Board of Directors shall establish a maximum amount of money to be expended without bids. Two (2) or more billings for the same items that in total exceed the maximum amount established are deemed impermissible and the billings shall be combined for a total bid amount. Three bids from different firms shall be required for such total bid amounts.

## Article 10

### Compensation of Members, Directors and Officers

#### Section 1. Compensation

No member, director or officer of the corporation shall receive compensation for performance of duties as a member, director or officer. However, no member, director or officer shall be precluded from having a reasonable salary or wage for performance of services as an employee of the corporation. The amount of such reasonable salary or wage shall be established and approved by the Board of Directors.

#### Section 2. Expense Reimbursement

Directors and officers shall be entitled to reimbursement of reasonable expenses incurred and paid in the conduct of business of the corporation, including reasonable travel and other expenses as may be incurred for the purpose of attending meetings of members and directors. All such expenses shall be reported to the Treasurer and posted in the Treasurer's **report to the** Board of Directors.

## Article 11

### Citizenship or Residency Requirements for National Championship Tournaments

#### Section 1.

Individual members participating in National Championship Tournaments for open rules and punta, raffa, volo shall be citizens or legal residents of the United States; and with respect to volo shall be citizens thereof. Upon request of the appropriate officials, a participating member shall present credible evidence of citizenship or legal residency.

A. Credible evidence of legal residency shall include the popularly called green card.

## Article 12

### Robert's Rules of Order

**Robert's Rules of Order shall govern any question** or procedure not covered by these Bylaws.