

# BY-LAWS

## SOUTHWEST LAWN BOWLS ASSOCIATION

Revised: JANUARY 21, 2012

### ARTICLE I - NAME

This organization shall be known as Southwest Lawn Bowls Association, also called "SWLBA", a California non-profit unincorporated association.

### ARTICLE II - PURPOSE

The purpose of SWLBA is to promote, foster and govern the game of lawn bowls within its Territory and to represent its Members and Member Clubs in the United States Lawn Bowls Association (USLBA).

### ARTICLE III - TERRITORY

SWLBA's Territory shall be that part of Southern California north of the Mexican border to the northern county lines of San Luis Obispo, Kern and San Bernardino counties or as may subsequently be changed by SWLBA with approval from the USLBA.

### ARTICLE IV - MEMBERSHIP

**1. Member Clubs:** Membership shall be open to all regularly organized lawn bowling clubs, resorts and other organizations within SWLBA's Territory which play the game of bowls on level greens of their own or on which they are authorized to play in accordance with the rules of SWLBA. A club must have at least ten (10) male members to obtain and maintain membership.

**2. Application:** Application for club membership shall be made in writing to the Secretary of SWLBA, giving the name of the club, names and addresses of its officers, a complete list of its members, the location of its green or greens and a statement that membership in the club is open to any person, regardless of race, color, sex or religion. The annual dues for every male member of the club covering the first year shall be remitted with the application.

**3. Temporary Membership:** The Secretary shall present such application at the next Annual General Meeting; however, the Executive Board may instruct the Secretary to issue a temporary Certificate of Membership which shall become permanent if and when approved at the next Annual General Meeting.

**4. Declination:** Should the application fail to meet the above requirements, the Secretary shall notify the applicant and refund any monies received. The action of the Executive Board, either favorable or unfavorable, shall be submitted at the next Annual General Meeting for review and final decision by a majority vote of the delegates present.

**5. Suspension or Termination:** Any club, after due investigation and hearing, and by notice given to all member clubs not less than sixty (60) days prior to the Annual General Meeting may be suspended or terminated by a two-thirds (2/3) vote of the delegates present and constituting a quorum at any Annual General or Special Meeting. Notwithstanding this section, Member Clubs may be suspended pursuant to Article XII, Section 7.

**6. Individual Members:** Any active male member of a Member Club is automatically deemed to be a member of SWLBA, and his Member Club is responsible to pay dues for that Member as specified by Article XII Sections 2 and 3.

**7. Life Positions:** The Executive Board shall have the power to recommend to the membership of SWLBA, as Honorary Life Presidents or Honorary Life Members, those whose services have been of a particularly outstanding nature in promoting the game of bowls or for services to SWLBA. Such individuals can then be elected to such recommended positions by majority vote of the delegates at an Annual General or Special Meeting.

### ARTICLE V - OFFICERS

**1. Officers:** The officers of SWLBA shall be a President, Vice President, Secretary, Treasurer and Councilor, each of whom shall serve a term of one (1) year or until selection of a successor. The Secretary and Treasurer offices may be combined.

**2. Vacancies:** A vacancy in any elective office may be filled by a majority vote of the Executive Board. Each Officer so elected shall hold office until the next Annual General Meeting.

**3. Termination:** Any Officer can be removed from office for just cause and replaced by a majority vote of the Executive Board.

**4. Compensation:** The Secretary and Treasurer (or Secretary/Treasurer) shall receive such compensation and/or expense allowance as may be recommended by the Executive Board and approved at the Annual General Meeting. All other officers shall serve without compensation except as recommended by the Executive Board and approved at the Annual General Meeting.

## **ARTICLE VI - OFFICERS' DUTIES**

### **1. President:**

- a) Shall be the Chief Executive Officer of SWLBA and shall (subject to the approval of the Executive Board) have general supervision, direction and control of all SWLBA business and activities. The President shall preside at all Annual General and Special Meetings of SWLBA and of the Executive Board;
- b) Shall appoint the Chairmen of Standing and Special Committees, subject to ratification by the Executive Board;
- c) Shall be an ex-officio member of all committees except the Nominating Committee;
- d) Shall put into effect all orders of the Executive Board and oversee that the duties of all other officers are performed;
- e) Shall interpret and enforce the By-laws, with the concurrence of the Executive Board and the advice of the SWLBA Parliamentarian, if one has been appointed;
- f) Shall be the custodian of all trophies while they are in the care and keeping of SWLBA;

### **2. Vice President:**

- a) Shall, in the absence of the President, assume and perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President;
- b) Shall perform such duties assigned by the President to assure the smooth operation of SWLBA.

### **3. Secretary:**

- a) Shall be responsible for the routine business correspondence of SWLBA;
- b) Shall issue all notices;
- c) Shall record and keep minutes of all meetings;
- d) Shall maintain a current list of Standing Rules;
- e) Shall keep and preserve all records of SWLBA for an appropriate length of time;
- f) Shall maintain the Membership Roster of SWLBA and issue membership cards if they are authorized by the Executive Board;
- g) Shall deliver to his successor in office all books, papers and other property of SWLBA that may be in his possession at the close of his official term.

### **4. Treasurer:**

- a) Shall collect all dues, fees, assessments and other income;
- b) Shall deposit all funds in FDIC banks or depositories approved by the Executive Board;
- c) Shall set up special accounts, safe deposit boxes and Funds as authorized by the Executive Board;
- d) Shall pay all indebtedness and obligations of SWLBA according to its terms;
- e) Shall sign all checks or withdrawals;
- f) Shall be authorized to transfer funds between any authorized SWLBA accounts;
- g) Shall invest SWLBA's funds under the direction of the Executive Board or any authorized Finance Committee;
- h) Shall file all Federal and State tax and/or informational returns in a timely manner;
- i) Shall keep complete books and records of SWLBA's finances and submit reports to the Executive Board at its regular meetings;
- j) Shall submit books and records to the Audit Committee after the close of the Fiscal Year and prior to the Annual General Meeting; and submit a fiscal yearend financial report to the delegates at the Annual General Meeting;
- k) Shall deliver to his successor in office all books, papers and other property of SWLBA that may be in his possession at the close of his official term.

**5. Councilor:** Shall represent SWLBA at all USLBA meetings and shall perform other such duties as may be assigned by the President.

## ARTICLE VII - ELECTION of OFFICERS

**1. Nominations:** The President, with the Executive Board's approval, shall, prior to the end of September, appoint a Nominating Committee of three (3) non-office holding club members. The Nominating Committee shall select a slate of proposed officers for nomination at the Annual General Meeting. Proposed officers may also be nominated from the floor. The slate shall be submitted in writing by the Secretary to each Member Club not less than thirty (30) days prior to the Annual General Meeting.

**2. Inspectors of Elections:** At the Annual General Meeting the Chairman shall appoint two (2) or three (3) Inspectors of Elections to assist in the elections.

**3. Declarations:** If only one candidate is nominated for an office, the Chair shall declare him elected.

**4. Balloting:** If there is more than one candidate for an office, the election shall be by secret ballot. Majority vote shall be necessary to elect. In case no candidate receives a majority, the candidate receiving the lowest number of votes shall be dropped and a new ballot taken until a candidate receives a majority vote.

**5. Term of Office:** Newly elected officers shall take office at the close of the Annual General Meeting and hold their offices until the close of the next Annual General Meeting or until their successors have been duly elected and installed.

## ARTICLE VIII - EXECUTIVE BOARD

**1. Executive Board:** The Executive Board members shall consist of the elected Officers and a District Representative or Alternate Representative from each District.

**2. Powers:** Between Annual General Meetings, the Executive Board shall have full power and authority to conduct the business of SWLBA.

**3. Meetings:** The Executive Board shall meet, either in person or telephonically, at intervals throughout the year; the dates, times and places to be determined by the Executive Board. The President may call a Special Meeting of the Executive Board upon ten (10) days notice, stating the purpose of the meeting.

**4. Voting:** All Executive Board actions subject to vote shall be determined by a majority vote of those members of the Executive Board present and in person. Each member shall have one (1) vote, except the President who shall vote only in the event of a tie. Voting by proxy is not permitted. In certain circumstances, voting may be done by mail, fax or email, and such votes shall be described in the minutes of the next Executive Board meeting.

**5. Quorum:** A majority of the Executive Board shall constitute a quorum.

**6. Disputes:** The Executive Board is empowered to adjudicate any disputes and respond to questions that may arise among or between Member Clubs as to meaning and interpretation of the Laws of the Game, or By-laws, or of any matter of practice, policy or complaint, provided always that such disputes, point or question shall be submitted in writing to the Secretary by the party or parties of interest with a request for adjudication or advice. The President shall thereupon call a Special Meeting of the Executive Board, or postpone consideration of the matter until the next regular meeting of the Executive Board. Parties may be heard on each side and evidence either written or oral may be submitted. The decision of the Executive Board shall be final.

### **7. Disciplinary Action:**

a) It is paramount to the future success and welfare of bowls that members of the SWLBA may always expect appropriate and sportsmanlike behavior by and between Association members both on and off the green.

b) If a complaint is made to a member of the Executive Board which appears to describe a violation of this behavioral standard by an SWLBA member, he shall report that information to the President who will immediately refer the matter to the Ethics Committee.

c) The Ethics Committee, appointed by the President, shall consist of not more than three members, including its Chairman. They shall investigate the incident as completely as possible, and shall schedule and conduct a hearing. All allegations shall be provided to the accused at least two weeks prior to the hearing. The accused may respond in writing or in person to all allegations.

d) At the conclusion of that hearing, the Ethics Committee shall report its finding(s), clearly, concisely and in writing, to the Executive Board and the accused, stating either that the allegation(s) do not justify further action; or that the allegation(s) is (are) substantiated and that the Committee has implemented one of the following courses of action:

- i. Warning;
- ii. Probation;
- iii. Temporary suspension from SWLBA privileges; or
- iv. Termination of SWLBA membership.

e) The accused then has 10 days in which to appeal the finding(s) in writing to the Executive Board. During any appeal period, the penalty implemented by the Ethics Committee will be suspended.

f) If, after 10 days, no appeal has been filed in writing with the SWLBA Secretary by the accused, the decision of the Ethics Committee and recommended action shall become final and will go into effect on the 11<sup>th</sup> day after the decision date. This result shall be reported at the next Executive Board meeting for information only.

g) If, within 10 days, the accused does file an appeal, the Executive Board will consider his verbal and/or written testimony at its next meeting and make a final decision by majority vote and the penalty period, if any, will commence forthwith. If the decision is (IV) termination, that decision may be appealed at the next Annual General Meeting, and the majority vote of the Delegates at such meeting will be final.

**8. Vacancy:** A vacancy in the Executive Board may be filled by a majority vote of the remaining Members. Each Member so elected shall hold office until the next Annual General Meeting. Any current member of the Executive Board may place a name into nomination. If no single nominee receives a majority, the person receiving the fewest number of votes shall be eliminated. This will continue until one nominee receives a majority of the votes.

**9. Indemnification:** The Association will hold harmless and agrees to indemnify the Members and Officers of the Association from and against personal liability for the acts and omissions of the Members and Officers committed in the performance of their duties as Members and Officers.

## ARTICLE IX - DISTRICTS & DISTRICT REPRESENTATIVES

**1. Establish:** The Executive Board shall have the power to establish and modify Districts to facilitate the equitable distribution of member clubs into manageable, geographic groupings. At the time of adoption of these By-laws, the Districts are:

- a) **Central** - Alhambra, Friendly Valley, Pasadena, Pomona & Santa Anita
- b) **Citrus** - Hemet-Joslyn, Redlands, Riverside & Sun City
- c) **Coast** - Laguna Beach, Long Beach, Newport Harbor & Santa Ana
- d) **North** - Cambria, MacKenzie Park, Oxnard, Santa Barbara & Santa Maria
- e) **Orange** - Casta del Sol, Laguna Woods, San Clemente & Groves
- f) **South** - Coronado, Joslyn-Lake Hodges, Oaks North & San Diego
- g) **West** - Beverly Hills, Hermosa Beach, Holmby Park & Santa Monica

**2. Additions:** New Member Clubs shall be assigned to a District by the Executive Board.

**3. Election:** At the Annual General Meeting the delegates from each District shall hold a District Caucus and elect a District Representative and an Alternate. The caucus will submit to the Secretary the name, address, email and telephone number of its District Representative and Alternate. No District Representative or Alternate may represent a District other than the one from which his SWLBA dues are paid.

## ARTICLE X - MEMBERSHIP MEETINGS

**1. Notice of Meetings:** The Secretary shall give written notice to all Member Clubs of any membership meeting of SWLBA at least thirty (30) days in advance.

**2. Annual General Meetings:** The Annual General Meeting (AGM) of SWLBA shall be held during the month of January at a time and place selected by the Executive Board.

**3. Special Meetings:** A Special Meeting of SWLBA for a stated purpose may be called at any time either by a majority of the Executive Board or by the President. No business other than that stated in the notice shall be considered at such meeting.

**4. Delegates:** Each Member Club shall be entitled to be represented by three (3) Delegates, duly authorized by their Club, at membership meetings of SWLBA. Names of the Delegates shall be registered with the Secretary (or Inspectors of Elections) prior to the AGM and prior to or at any Special Meeting.

**5. Quorum:** The presence at any Annual General or Special Meeting of one third (1/3) or more of the aggregate eligible number of Delegates shall constitute a quorum for the transaction of business.

**6. Voting:** Each authorized Delegate of a Member Club, which is not delinquent in dues, shall be entitled to one (1) vote. Voting by proxy is not permitted. All actions subject to vote by Delegates shall be determined by majority vote of those Delegates present, unless otherwise provided in these By-laws. Voting shall be by any manner adopted by a majority of Delegates in attendance.

**7. Order of Business:** The order of business at Annual General Meetings may be adjusted to meet the needs of the organization, but should include the following:

- a) Call to order;
- b) Declaration of a quorum;
- c) Adoption of the minutes of the previous meeting;
- d) Report of the President;

- e) Report of the Treasurer;
- f) Reports of the Committees; (except the Tournament Committee)
- g) Reports of the District Reps;
- h) Report of the Councilor;
- i) Report of the Nominating Committee;
- j) Election of Officers;
- k) District caucuses & Election of District Representatives/Alternates;
- l) Old business;
- m) New business;
- n) Report of Tournament Committee;
- o) Installation of new Officers and remarks of the new President;
- p) Adjournment.

**8. Procedures:** The parliamentary procedures contained in the current edition of "The Standard Code of Parliamentary Procedure" shall govern the general meetings of SWLBA and its Executive Board in all cases provided such procedures are not inconsistent with these By-laws.

## **ARTICLE XI - COMMITTEES**

**1. Standing Committees:** Following are the Standing Committees of SWLBA:

- a) Audit (Consisting of the Division Treasurer and one member chosen by the Treasurer)
- b) Division Review
- c) Greens
- d) Instruction
- e) Laws of the Game
- f) Membership & Public Relations
- g) National Open
- h) Ethics
- i) Tournament.

**2. Appointments:** The President shall appoint the Chairmen of all Standing Committees, subject to ratification by the Executive Board. The Committee Chairmen shall appoint such other Committee members as necessary.

**3. Duties:** The duties of the Standing Committees shall be such as are appropriate to their assignments, or as may be designated by the President or Executive Board or described in SWLBA's Standing Rules.

**4. Special Committees:** The Executive Board or the President may appoint Special Committees which may be required from time to time.

## **ARTICLE XII - DUES, FEES & ASSESSMENTS**

**1. Authority:** All dues, fees and assessments shall be determined by the Executive Board from time to time; however, no increase of more than fifty (50) percent shall become effective until ratified by the Delegates to an Annual General Meeting.

**2. Annual SWLBA Dues:** Annual dues of each Member Club shall be a specified amount multiplied by the number of active male members of said club. Members of clubs outside of the SWLBA who join a Member Club for less than four (4) months of the year shall not be considered "active" members. If such specified amount is changed, the change will take effect at the start of the next fiscal year. Dues are not pro-rated except as specifically authorized by the Executive Board. An active male member is any male whose name is entered on a Member Club's membership rolls, who pays dues to that club and/or who plays the game of Bowls in any games, visitations or events of that club. If an individual belongs to more than one club, then that individual shall designate which is his "Home Club" and only the Home Club will be required to remit his SWLBA dues.

**3. USLBA Dues:** The SWLBA will collect USLBA dues from all active male members who become members of USLBA. Member Clubs will remit USLBA dues with the Annual Dues collected under Section 2 above.

**4. Roster:** Concurrent with the payment of its dues in February, each Member Club shall file with the Secretary a Roster of its active male members including mail addresses, email addresses, telephone numbers and other such data as may be required by the Executive Board. The Roster must be consistent with the dues paid. Updates are required for members who join throughout the year as specified in Section 5 below.

**5. Dues Payment Dates:** Annual SWLBA and USLBA Dues are payable in February and become delinquent on the first day of March. Dues of new male members joining after the current year's Roster has been submitted are payable at the

end of every month (except November & December) and must be accompanied by the same data as was submitted for the Roster.

**6. Assessments:** Special assessments may be levied on active & life members, providing any such assessment is recommended by the Executive Board and approved by a majority of the Delegates at any Annual General Meeting or Special Meeting.

**7. Delinquencies:** Member Clubs automatically forfeit all rights and privileges of membership until dues in arrears have been paid. Individual members of delinquent clubs shall not be allowed to participate in any SWLBA tournament or receive any of the other benefits of SWLBA membership.

### **ARTICLE XIII - AUDIT**

**1. Fiscal Year:** The fiscal year of SWLBA shall be January 1 to December 31.

**2. Report:** The Audit Committee shall, during the month of January, audit the books of SWLBA and present its report for approval by the Delegates at the Annual General Meeting.

### **ARTICLE XIV - TOURNAMENTS & TOURNAMENT COMMITTEE**

**1. Powers:** The Tournament Committee shall have full control of all tournaments held under the auspices of SWLBA, subject only to modification or veto by the Executive Board. The Chairman or Committee Treasurer shall maintain an account with an FDIC bank in the name of the Committee, collect all fees, pay all expenses, award trophy plaques, make all arrangements required to run a tournament, maintain proper records of receipts and disbursements and shall present his books to the Audit Committee for audit at the close of the tournament schedule or at other times as requested by the Executive Board.

**2. SWLBA Open:** The annual SWLBA Open Tournament shall be conducted each year under the direction of the Tournament Committee and shall be open to members of other organizations as authorized by the SWLBA. However, no permanent trophy of the SWLBA may be taken outside of the SWLBA's Territory.

**3. Other Tournaments:** The Committee may conduct additional Tournaments as specified in the Handbook and/or Blue Book and approved at any Annual General or Special Meeting, or as may be ordered by the Executive Board.

**4. Venues:** The dates and venues of tournaments shall be proposed by the Committee Chairman and approved by the Executive Board. After such approval, changes may be made by the Executive Board when advisable or by the Tournament Committee in an emergency.

**5. Rules:** The rules governing each tournament shall be described in the "Blue Book" as adopted by the Executive Board.

**6. Fees:** The Tournament Committee may recommend, but the Executive Board has the power to set all entry fees which must accompany entries.

### **ARTICLE XV - STANDING RULES**

The Standing Rules of SWLBA, adopted from time to time by a majority of the Executive Board, will have the same force and effect as these By-laws; however, they cannot contradict or supersede any By-law.

### **ARTICLE XVI - AMENDMENTS**

These By-laws may be amended by a majority vote of the qualified Delegates at any Annual General or Special Meeting, provided the proposed change or changes shall have been proposed by a Member Club or the Executive Board and submitted in writing to the Secretary at least sixty (60) days before the Annual General or Special Meeting. The Secretary shall send a copy of the proposed amendment to each Member Club at least thirty (30) days before the Annual General or Special Meeting.

### **ARTICLE XVII - DISSOLUTION**

In the event of termination or dissolution of Southwest Lawn Bowls Association, all of its remaining assets, after payment of all of its liabilities, shall be donated in such amounts and proportions as may be determined by the Executive Board to:

- a) lawn bowling clubs within its Territory;
- b) the Southwest Women's Division of USLBA; and/or
- c) the USLBA.