

**CONSTITUTION AND BY-LAWS
OF THE
IOWA ACS POOL ASSOCIATION**

**ARTICLE 1
NAME**

Section 1.1 Name

The name of the association shall be “The Iowa ACS Pool Association.” The association shall also be known as “IA ACS.”

Section 1.2 Usage of Name and/or Logo.

No party may use the name and/or logo of the IA ACS without the expressed written consent of the IA ACS.

**ARTICLE II
PURPOSE AND OBJECTIVES**

Section 2.1 Purpose

The Purpose of the Iowa ACS Pool Association (IA ACS) is to promote the sport of billiards in Iowa by establishing uniformity of rules and league play. The IA ACS will perform all its functions on a non-profit basis with the highest ethical standards and fair treatment of all its members and the entire billiard community in accordance with American Cuesports Alliance (National ACS) guidelines.

Section 2.2 Objectives

The objectives of the IA ACS shall be:

1. To afford due consideration to and expression of opinion by the Association members;
2. To elevate the sport of billiards to its highest level;
3. To unify and standardize the rules of play as established by the American CueSports Alliance (ACS);
4. To collect and maintain player statistics;
5. To practice sound accounting procedures and disseminate pertinent information to its members, and;
6. To promote and provide an Iowa ACS State Tournament on an annual basis for its members.

ARTICLE III OFFICES

Section 3.1 Registered Office and Agent.

The IA ACS will maintain a registered office and will have a registered agent whose business office is identical with such registered office.

Section 3.2 Other Offices.

In addition to its registered offices, the IA ACS may have offices at such other place or places as the Board of Directors may from time to time appoint or as the business of the IA ACS may require or make desirable.

ARTICLE IV MEMBERSHIP

Section 4.1 Operator Members.

Every ACS League Operator whose principle league business is located in Iowa, who has a currently sanctioned league(s) with the National American Cuesports Alliance, and is in good standing with the National American Cuesports Alliance shall be entitled to membership in the IA ACS. To be in good standing, a league must have representation at a minimum of (1) event and 1 board meeting per year or player participation will not be allowed the annual IA ACS Championships.

Section 4.2 Player Members.

All members who are members in good standing of any ACS sanctioned league operating in whole or in part within the State of Iowa shall be entitled to membership in the IA ACS.

ARTICLE V DUES

Section 5.1 Dues. The annual dues – if any - for each member of the IA ACS shall be determined at the first meeting of the Board of Directors following the Annual Meeting. However, the Board of Directors may not change the amount of the annual fees in a given year once the league season has started.

Section 5.2 Fiscal Year. The IA ACS fiscal year will run from January 1 through December 31 to coincide with the tax year.

**ARTICLE VI
ASSOCIATION GUIDELINES**

Section 6.1 Sanctioning

In order to be eligible to participate in any IA ACS event, at least one or more full divisions of a league or the entire league in which a player participates must be currently sanctioned by the National ACS and by the IA ACS if so required. This section may also establish the requirements, monetary or otherwise, for sanctioning with the association.

Section 6.2 League Operators Responsibilities

A. Leagues are requested to sanction with ACS within one month after play begins.

B. To sanction your leagues and/or players with the IA ACS, League Operators will be required to furnish to the National ACS office the following information:

1. Sanction fee/player within each sanctioned division.
2. Schedule of play for each division;
3. Rosters of all teams, complete with names, addresses, phone numbers, etc.;
4. Weekly stats for each player;
5. Any other information, which may be decided upon

C. Rosters for IA ACS sanctioned leagues must also be sent to the Secretary of the IA ACS. Rosters are needed for tracking the accuracy for the sanction rebates for our National organization.

Section 6.3 Compliance

Non-compliance with sanctioning policies or guidelines may be grounds for expulsion of the league and/or its members from IA ACS.

**ARTICLE VII
BOARD OF DIRECTORS**

Section 7.1 General Powers

The Board of Directors will manage the business and affairs of the IA ACS. In

addition to the powers and authority expressly conferred upon it by these by-laws, the Board of Directors may exercise all such powers of the IA ACS and do all such lawful acts and things as are beneficial to the IA ACS.

Section 7.2 Board of Directors

The Board of Directors shall consist of all Officers and ACS League Operators or authorized (in writing) representative from within the State of Iowa, each having an equal vote as to the decisions of the Board.

Section 7.3 Duties

The Board of Directors shall have supervision, control and direction of the affairs of the Iowa ACS, determine its policies or changes therein within the limits of the by-laws, and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business, as it deems advisable, and may, in the execution of the power granted herein, appoint such agents, as it may consider necessary.

Section 7.4 Salaries/ Compensation

Board members shall receive no salary for their service but may be reimbursed for reasonable expenses relating to IA ACS business as approved by the remaining members of the Board.

Section 7.5 Removal.

A Director may be removed from office by a two-thirds majority vote of the Membership or the Board of Directors in office.

Section 7.6 Vacancies.

A vacancy occurring in the Board of Directors may be filled by election of the Board of Directors for the unexpired term and thereafter until the Annual Meeting.

Section 7.7 Committee Chairs

All Committee Chairman will have a vote on all issues, relevant to their committee, brought before the Board. If a Committee Chairman is also a League Operator, only one vote may be cast on any issue.

**ARTICLE VIII
BOARD MEETINGS**

Section 8.1 Board meetings

Regular meetings of the Board of Directors of the IA ACS may be scheduled as necessary but shall be at least every 6 months. Meeting notices shall be given at least 14 days prior to the call of the meeting to the league contacts provided to the Secretary of the IA ACS. Meeting notices shall include the date, time, location, and proposed agenda of such meeting. The meetings of the Board may be called by or at the request of the President of IA ACS.

Section 8.2 Records of the meeting

There shall be minutes taken on the decisions of the Board.

Section 8.3 Quorum

A quorum at a Board meeting shall be at least five Directors or their authorized (in writing) representative(s) currently in office immediately before the meeting begins. If a quorum is present, action is taken by a simple majority of Board of Directors present in favor or not in favor of any matter, with the exception of a motion to dissolve the IA ACS, shall be sufficient to approve or disapprove that matter. In order to be effective, a motion to dissolve the IA ACS must be approved by 75% of all members of the Board.

ARTICLE IX ANNUAL GENERAL MEETING

Section 9.1 Annual General Meeting

The Annual General Meeting (AGM) is the highest institution of the IA ACS. The IA ACS Board of Directors shall hold its Annual Meeting each year following the ACS National Championships but no later than the 31st of December each year. It is at the discretion of the President to call his/her substitute or a delegate to preside over the meeting, should the next point on the agenda be his/her election. The purpose of the meeting shall be to elect officers of the IA ACS, receive annual reports and transact any other business, which may be before the IA ACS.

Section 9.2 Right of Voting

All Directors in attendance at the Annual General Meeting or their authorized (in writing) representative(s) who subscribe to the rules and procedures of the National ACS and the IA ACS; and each sanctioned league with good standing within the IA ACS shall have the power of voting with one (1) vote per respective league sanctioned with the ACS. The billiard league operators/owners or their authorized (in writing) representative(s) may cast their vote from the respective league. All newly elected officers of the IA ACS shall become members of the Board of Directors at the beginning of the calendar year following the election.

Section 9.3 Call to and Notice of Meeting

Annual General Meeting notices shall be given at least 14 days prior to the call of the meeting to the league contacts provided to the Secretary of the IA ACS. Meeting notices shall include the date, time, location, and proposed agenda of such meeting. The annual meeting of the IA ACS may be called by or at the request of the President of the IA ACS.

Section 9.4 Agenda Format

The delegates in attendance of the Annual General Meeting discuss and decide on all points of the agenda. The agenda shall include the following points:

- a) Welcome
- b) Approval of the agenda
- c) Approval of the minutes from the previous Annual General Membership Meeting
- d) Checking and approval of the annual reports from the -
President
Secretary
Treasurer
Auditors
- e) Discharge of the Board of Directors and the Auditors.
- f) Reports from the membership
- g) Any acceptance, expulsion and suspension of the Association
- h) Fixing membership fees, tournament fees, as well as any other fees.
- i) Approval of the budget for the next financial year.
- i) Approval of any changes to the statutes [Changes to the by-laws or their total revision have to appear on the agenda within the 14 days prior to the Annual General Meeting, and require a quorum for change.]
- k) Discussion and vote on proposals from the IA ACS Board of Directors [Entering upon a proposal which has been submitted later or at the Annual General Meeting can only be decided on by a quorum.]
- l) Election of the Officers of the Board of Directors, and Auditors
- m) Date/location of next AGM
- n) End of meeting

Section 9.5 - Minutes

There shall be minutes taken on the decisions at the Annual General Meeting.

Section 9.6 - Changes to By-Laws

Changes to the by-laws or their total revision have to appear on the agenda within the 14 days prior to the Annual General Meeting, and require a quorum for change.

Section 9.7 – Quorum

A quorum at the Annual General Meeting shall be at least five Directors or their authorized (in writing) representative(s) currently in office immediately before the meeting begins. If a quorum is present, action is taken by a simple majority of Board of Directors present in favor or not in favor of any matter, with the exception of a motion to dissolve the IA ACS, shall be sufficient to approve or disapprove that matter. In order to be effective, a motion to dissolve the IA ACS must be approved by 75% of all members of the Board.

ARTICLE X OFFICERS

Section 10.1 Election of Officers

The Board of Directors shall elect all corporate officers at the Annual General Meeting. Written nominations for office may be received before the Annual General Meeting by the Secretary of the IA ACS or by nominations from the floor at the Annual General Meeting. The Vice President and Treasurer shall be elected in even-numbered years and the President and Secretary shall be elected in odd numbered years.

Section 10.2 Terms of Office

Each officer shall serve for two years or until his/her successor shall be elected and qualified. No person shall hold more than one office at any time, but may serve succeeding terms in the same or a different office. An officer shall take office at the beginning of the calendar year after elections.

Section 10.3 Vacancy

Any vacancy in an office shall be filled for the remainder of the officer's term at the next Board meeting by an affirmative vote of a majority of the Board of Directors members present at the meeting.

Section 10.4 Removal of Officers

Any officer may be removed with cause at a meeting of the Board of Directors expressly called for that purpose. Such removal shall require the affirmative vote of a quorum of the Board members present at the meeting. Notice of any proposed removal of officer(s) shall be sent to the league contacts provided to the Secretary of the IA ACS at least 30 days prior to the date of the meeting at which the proposed removal is to be voted on.

Section 10.5 President

The President shall be the Chief Executive Officer of the IA ACS, shall preside at all meetings of the membership and/or Board, and shall have responsibility for the overall management of the association. The President shall have additional powers as approved by the other Officers in contractual matters and on behalf of the association, and may delegate such

authority. The President shall oversee all sponsorships.

Section 10.6 Vice President

The Vice President shall assume the duties of the President in the absence of the President. The VP will assist the President with sponsorships and contractual matters.

Section 10.7 Secretary

The Secretary shall have the responsibility of keeping and maintaining all records of the IA ACS and shall perform the following duties:

1. Record minutes of all IA ACS meetings;
2. Provide notices of all IA ACS meetings to all Board Members not less than (14) days prior to such meetings, and;
3. Other duties as may be reasonably requested by the Board or the Chief Executive Officer.

Section 10.8 Treasurer

The Treasurer shall have the responsibility of keeping and maintaining all funds of the IA ACS and shall perform the following duties:

1. Keep full and accurate accounts of all financial records of the IA ACS and make these records available to League Operators and Officers upon written request;
2. Deposit all monies in the name of the IA ACS as designated; and maintain two current Board members as signature authority on all bank accounts;
3. Disburse funds of the IA ACS when proper to do so;
4. Provide financial statements to the Board of Directors at such times as may be necessary or as directed by the IA ACS President;
5. Provide a copy of the IA ACS bank statement to the IA ACS President each month;
6. Shall file the Federal Taxes each year and State taxes if required.
7. Other duties as may be reasonably requested by the Board of Directors.

Section 10.9 Voting Stipulations

Only Officers and League Operators or their authorized (in writing) representative of an

ACS-sanctioned league within good standing in the IA ACS are allowed to cast a vote on proposals at Board of Directors meetings or at the Annual General Meeting.

ARTICLE XI COMMITTEES

The Officers of the IA ACS, by majority vote, may appoint such committees, standing or otherwise, as deemed appropriate or necessary for the efficient operation of the association. The Officers of the IA ACS may also appoint each committee chairperson, who will report directly to the Officers of the IA ACS.

ARTICLE XII VOTING

At all duly called meetings of the Board of Directors, a quorum of the Directors present then in office immediately before the meeting begins shall constitute a quorum and a simple majority of those present in favor or not in favor of any matter, with the exception of a motion to dissolve the Association (see 8.3), shall be sufficient to approve or disapprove that matter. If a quorum is present, action is taken by the affirmative vote of a majority of the directors with voting rights present. Votes may be cast by proxy or official representative (authorized in writing) of a Director in the absence of a Director. Proxy votes shall not count toward establishing a quorum.

ARTICLE XIII RULES OF PLAY

The Rules of Play governing any IA ACS tournament or event shall be those in effect for the American CueSports Alliance (ACS) for the current year. No other rules shall apply and these official rules may not be amended.

ARTICLE XIV MISCELLANEOUS PROVISIONS

Section 14.1 Inspection of Books and Records.

The Board of Directors will have power to determine which accounts, books and records of the IA ACS will be opened to the inspection of members, except such as may by law be specifically open to inspection, and will have power to fix reasonable rules and regulations not in conflict with the applicable law or by determination of the Board of Directors.

Section 14.2 Annual Statement

Prior to the Annual Meetings, the IA ACS will prepare the following documentation:

1. A balance sheet showing in reasonable detail the financial condition of the IA ACS at the close of its fiscal year, and;
2. A cash flow statement showing the results of its operations during its recently ending fiscal year.

Section 14.3 League Sponsorships

In acquiring league sponsorships, the League Operators will not do anything that could be detrimental to the IA ACS's efforts to acquire sponsorship for the IA ACS tournaments and events.

Section 14.4 Grievances

The IA ACS shall not participate in any disputes or grievances a player may have with regards to their League, League Operator, or establishments. The IA ACS will, however, appoint a Grievance Committee for the IA ACS State Championships. This committee will be appointed by the IA ACS Officers. After hearing any grievances which may arise with regard to the State Championships, the Committee's decision will be final.

Section 14.5 State Championships

In administering the general affairs of the IA ACS and undertaking and structuring the State Championships, the Board of Directors is totally responsible for fulfilling its obligations. Such obligations include, but are not limited to:

1. Providing prizes, money, awards, or premiums promised and fulfilling any financial obligations to governing bodies;
2. Holding the tournament(s) at the designated location(s) on the promoted date(s);
3. Notifying the players of the IA ACS State Championships and to any material changes in the tournament(s);
4. Providing security and safety, and;
5. In general, fulfilling any responsibilities attendant thereto.

All costs for tournament(s) and/or event(s) are the full and exclusive responsibility of the IA ACS and the Board of Directors. The IA ACS and its Board of Directors specifically indemnify and hold harmless the National American Cuesports Alliance (ACS), headquartered in Green Bay, WI, and their employees and agents, of the tournaments(s) and/or event(s) produced by the IA ACS.

