

**CONSTITUTION AND BY-LAWS
OF THE
IOWA STATE POOLPLAYERS ASSOCIATION**

As of December 2, 2012

ARTICLE I

NAME

- 1.1 The association shall be known as the Iowa State Poolplayers Association, herein after known as the ISPA, the Association, or the corporation.

ARTICLE II

PURPOSE AND OBJECTIVES

2.1 Purpose.

The purpose of the ISPA shall be to actively promote the sport of amateur pocket billiards within the State of Iowa. This will be accomplished by: 1.) Establishing and encouraging uniformity of rules; 2.) Establishing and encouraging the continuance and development of organized league play, and; 3.) Encouraging all individuals to become involved in the sport on a non-discriminatory basis regardless of age, race, sex, religion, national origin, or any other area considered being discriminatory in nature. All functions of the ISPA will be on a non-profit basis with the highest ethical standards and fair treatment of all of its members and of the entire billiard community.

2.2 Objectives. The objectives of the ISPA shall be:

1. To afford due consideration to and expression of opinion by its members;
2. To elevate the sport of amateur billiards to its highest level;
3. To unify and standardized the rules of play as established by the World Pool-Billiard Association (WPA);
4. To practice sound accounting procedures and disseminate pertinent information to its members on a timely basis;
5. To promote and produce one or more annual State Championship Tournaments for the benefit of its members;
6. To continue and maintain a positive working relationship with all other billiard related associations, so long as that relationship remains beneficial to all entities;
7. And to engage in other activities which may actively promote the furtherance of the sport and the ISPA.

ARTICLE III
OFFICES OF THE ASSOCIATION

- 3.1 Registered Office and Agent. The ISPA will at all times maintain a registered office and will retain or appoint a registered agent whose residence or principle place of business shall be identical with such registered office.
- 3.2 Other Offices. In addition to its registered office, the ISPA may have such other offices at such other locations as may be required or convenient to conduct the business of the corporation.

ARTICLE IV
MEMBERSHIP

- 4.1 League Operator Membership. Any organized league that conducts league play within the State of Iowa shall be entitled to membership in the ISPA. Any league seeking membership in the ISPA who operates organized league play in any state in addition to Iowa shall be eligible for membership if all of the following applies: 1.) League must play not less than fifty percent (50%) of all league matches within the borders of the State of Iowa; 2.) All schedules and records of league play by its members and the names and addresses of each and every host location are provided to the ISPA in such manner as outlined below; and 3.) Such membership is deemed to be in the best interest of the ISPA and its members. All League Operators shall provide an E-mail address which the Association will be able to use to contact the League Operator for Association business only. All leagues must file a letter of intent at the first annual meeting in June.
- 4.2 New Leagues: New Leagues will be required to submit a 'League Operators Annual Letter of Intended Participation and Application Form' (available from the treasurer) by August 31 and no new leagues will be permitted to join the ISPA after December 31. League acceptance by the Association based on size (minimum of 30 players and 6 teams), location (established ISPA Leagues have proprietary rights with regard to established nights of league play in any community) and past participation in the ISPA. It shall be the responsibility of the Board of League Operators to determine the eligibility of any league requesting admission into the ISPA. The annual ISPA player sanction fee (as set by the Board of League Operators) for each player recording a score (each player shall be required to sanction with the ISPA only once for the year beginning June 1 and ending May 31) will be due initially at the completion of the fourth week of League play and paid to the Treasurer. The final tally of the Sanction fees shall be sent directly to the Treasurer of the ISPA not later than two weeks after the completion of that session. All League Operators shall provide an E-mail address

which the Association will be able to use to contact the League Operator for Association business only

ARTICLE V
DUES

5.1 Dues.

The annual Sanction Fee for each active player member of the ISPA shall be determined at the Annual Meeting of the Board of League Operators for the upcoming year and may not be amended unless a state of emergency is shown to exist.

- 5.2 Fiscal Year. The ISPA shall operate on a fiscal year beginning with the first day of June and ending with the last day of May each year. **Amended June 22, 2014**
In addition two: League starting prior to June 1st will be allowed to sanction players for the upcoming year.

ARTICLE VI
BOARD OF DIRECTORS

- 6.1 General Powers. The Board of Directors will manage the business and the affairs of the ISPA. 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 Association and do all such lawful acts and things as are beneficial to the Association.
- 6.2 Board of Directors. The Board of Directors shall consist of the Officers (President, Vice President, Treasurer and Secretary) and up to 20% of elected Vested League Operators (these Vested League Operators will be elected annually at the Annual Meeting for a one year term and may be re-elected without limit to the number of terms). Each member of the Board of Directors will be entitled to one vote as to decisions of the Board of Directors. The Board of Directors will have primary responsibility for the administration, planning, set up and execution of the Annual State Championship Tournament. The Board of Directors shall be responsible for regulating the specific Divisions used during the Annual State Championship Tournament. The Board of Directors shall have limited supervision, control and direction of the affairs of the Association and shall have discretion in the disbursements of its funds with regard to the State Championship Tournament. It may adopt such administrative 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 for the efficient operation of the Association.
- 6.3 Board of League Operators: Each League will be required to assign a representative from within their league to serve on the Board of League Operators (the League Operator may assign himself or any other person in good standing

with the ISPA) and shall be required to attend the Annual Meeting of the ISPA and others as requested by the Board of Directors. Each member of the Board of League Operators will be entitled to one vote as to decisions of the Board of League Operators. Each League Operator shall assign a 'second' person from within their respective league to participate in all Association business in the absence of the League Operator and shall notify the Association of such person (the appointed 'second' shall have all of the rights and privileges of the corresponding League Operator Board member only when said League Operator Board member is absent). Duties of the Board of League Operators shall have supervision, control and direction of the affairs of the Association, determine its policies or changes therein within the limits of the by-laws, and shall have discretion in the disbursements 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 for the efficient operation of the Association. The Board of League Operators in and of itself shall be a pool of candidates for the Board of Directors. The Board of League Operators shall, annually, elect the Board of Directors.

- 6.4 Addition of Members to the Board of League Operators. Any new league recognized by the ISPA shall immediately create an opening on the Board of League Operators to be filled by the new League Operator or appointed designee. All new leagues will be required to serve a one year probationary period to become vested. During this probationary period, no travel reimbursement will be given (however, after the one year probationary period is successfully completed and the league is accepted into the Association the following year, the new member may request reimbursement for the previous years travel). New members will have the right to vote on issues, contribute to discussions and otherwise have all rights of vested League Operator Board members but will not be eligible for committees, any Officer position or the Board of Directors positions.
- 6.5 Vacancies:
- a) Board of League Operator: A vacancy created for any reason shall be temporarily filled by the appointed 'second' from within the league and must be filled and a new 'second' must be assigned within 30 days of notice of such vacancy. If such league fails to appoint a new director within the time allotted, the league and all its members will lose all right of membership for the remainder of the fiscal year, including, but not limited to, the right to participate in ISPA events. Said league shall also forfeit to the Association all monies or other things of value which have been presented to the Association, and shall have no recourse against the Association or any officer or members of same, whether individually or severally.
 - b) Board of Directors: Vacancies created for any reason in the Board of Directors shall remain vacated until the next Annual Meeting when the vacated position shall be selected. If the total number of vacancies in the Board of Directors during a single term exceeds 50%, then there shall be an

emergency meeting of the Board of League operators called immediately to fill those vacancies needed to fulfill the 20% requirement.

- c) Officers: A vacancy in an Officers position created for any reason shall be temporarily filled as follows: The Vice President shall fill in for the President; the Secretary shall fill in for the Vice President; a temporary appointee (appointed by the current Board of Directors), with adequate qualifications, shall fill in for the Secretary or Treasurer positions. A Special Meeting of the Board of League Operators shall be called immediately to fill any such vacated Officers position (the duration of such vacated position shall be the remainder of the current term).
- 6.6 Compensation. Board members may receive regular monetary compensation for their service. Such as compensation shall be determined and approved by the Board of Directors, subject to the Conflict of Interest Policy. Board members may also receive reimbursement of expenses relating to ISPA business. Such reimbursement shall be approved by the Board of Directors, subject to the Conflict of Interest Policy.

ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS

- 7.1 Annual Meeting. The Board of League Operators shall convene an annual meeting each year during the first month of the Associations fiscal year. The purpose of the meeting shall be to elect officers and a Board of Directors, receive annual reports, and to transact any other business, which may be before the Association. Annual meeting will be open to Board of League Operators and officers of the Association only. The Secretary shall be responsible for notification to all board members and officers not less than fourteen (14) days prior to such meeting.
- 7.2 Regular Meetings. Regular meetings of the Board of Directors may be scheduled as necessary but shall be at least quarterly during the fiscal year. The Secretary shall be responsible for notification to all Board of Director members not less than fourteen (14) days prior to such meeting. Meeting will be held at various cities and venues around the state.
- 7.3 Special Meetings. Special meetings of either Board may be called by the President or at the request of a majority of either Board in office at the time the meeting is called but must be requested through the President. The Secretary shall be responsible for notifying all board members and officers not less than seven (7) days prior to such meeting. Only business outlined on the agenda in the notification from the Secretary may be acted upon by the Board, but other business matters may be discussed, at such a Special Meeting. Business may be conducted on behalf of the Association at such meetings with or without a quorum present so long as the meeting agenda is made known to all members of the Boards within the time frame above.

ARTICLE VIII
OFFICERS

- 8.1 Election of Officers. The Board of League Operators shall elect the officers of the Association. Officers shall be elected at the Annual Meeting as in Article VII, Section 7.1. The election will be by written ballot of all Board Members in attendance at the annual meeting. Each officer shall serve a term of office of two (2) years and may be re-elected without limit as to the number of terms
- 8.2 Officers. The officers of the Association shall be the President, Vice-President, Secretary, and Treasurer.
- 8.3 President. The President shall be the Chief Executive and Chief Operating Officer of the Association, shall preside at all meetings of the memberships and/or board, and shall have responsibility for the overall management of the Association. The President shall be a league operator and otherwise eligible for membership on the Board of League Operators. The President shall have additional powers as prescribed by the Board of Directors or Board of League Operators in contractual matters and in all matters on behalf of the Association, and may delegate such authority and make such appointments as deemed to be in the best interest of the Association. The President shall appoint a representative for his or her league and shall only cast a vote in matters before the Board of League Operators in the instance of a tie vote by the Board of Directors. As of 2012 it was voted to reimburse the President \$500 annually for their time give to the ISPA.
- 8.4 Vice-President. The Vice-President shall assume the duties of the President in the absence of the President. The Vice-President need not be a league operator or otherwise eligible for membership as a member of the Board of League Operators, but if such is the case, the Vice-President shall appoint a representative for his or her league and shall not vote in matters before the Board. The Vice-President shall serve on or chair such committees and carry out such duties as are reasonably assigned by the President and/or the Board of Directors. As of 2012 it was voted to reimburse the Vice President \$500 annually for their time given to the ISPA.
- 8.5 Secretary. The Secretary shall have the responsibility of receiving, maintaining and keeping all records of the Association. The Secretary need not be a league operator or otherwise eligible for membership as a member of the Board, but if such is the case, the Secretary shall appoint a representative for his or her league and shall not vote in matters before the Board. The job of the Secretary is time consuming and requires a certain degree of skill. Therefore the Secretary shall be compensated by the Association an annual salary as determined by the Board of

League Operators. The duties of Secretary shall be, but are not limited to, performing the following:

1. Recording and transcribing the minutes of all Association meetings and mailing same to all Association board members and officers;
2. Receiving and maintaining all records of match play (league statistics) by all Association League Operators;
3. Receiving and maintaining a complete registry of all Association members;
4. Providing notices of all Association meetings as prescribed;
5. Providing mailings to all Association members regarding ISPA events as directed by the President or the Board of Directors;
6. Other duties as may be reasonably requested by the President, the Board of Directors or the Board of League Operators.

8.6 Treasurer. The Treasurer shall have the responsibility of receiving, maintaining and keeping all financial records of the Association. The Treasurer need not be a league operator or otherwise eligible for membership as a member of the Board of League Operators, but if such is the case, the Treasurer shall appoint a representative for his or her league and shall not vote in matters before the Board. The job of the Treasurer is time consuming and requires a certain degree of skill. Therefore the Treasurer shall be compensated by the Association an annual salary as determined by the Board of League Operators. The duties of Treasurer shall be, but are not limited to, performing the following:

1. Recording of all financial transactions of the Association and maintaining such records in a manner acceptable to the Board of Directors;
2. Receiving and maintaining a complete registry of all Association financial transactions and depositing all monies received by the Association in the name of the Association as designated;
3. Disburse funds of the Association when proper to do so;
4. Provide a quarterly financial statement to the Board of Directors or at such times as may be necessary or as directed by the President, the Board of Directors or the Board of League Operators;
5. Prepare or cause to be prepared and file or cause to be filed, all state or federal tax reports on behalf of the Association when due;

6. Other duties as may be reasonably requested by the President or the Board of Directors.

ARTICLE IX COMMITTEES

- 9.1 Committees. The President of the Association may appoint such committees, standing or otherwise, as deemed appropriate or necessary for the efficient operation of the Association. A member of the Board of Directors will chair all standing committees and Committee Chairpersons may select and appoint committee members from the Association membership at large. The President may also make appointments to committees, standing or otherwise. All Committee Chairpersons will report directly to the Officers, the Board of Directors and the Board of League Operators.
- 9.2 Committee Responsibilities. Committees shall be responsible for researching and developing options for consideration in specific matters as directed by the President, the Board of Directors and the Board of League Operators. The committee will then report and make recommendations to the Board of Directors or the Board of League Operators for their actions.

ARTICLE X VOTING

- 10.1 Quorum. A quorum at the Annual Meeting shall be no less than 75% of the League Operators at that time. Regular meeting of the Board of Directors shall be a majority of the directors in office immediately before the meeting begins. If a quorum is present, action may be taken by the affirmative vote of a majority of the directors present. No official business may be conducted if such a quorum is not met but discussions of any Association business may take place. In the case of a special meeting, no quorum is necessary so long as the provisions of Article VII, 7.3 – Special Meetings, have been met and duly recorded by the Association Secretary.

ARTICLE XI RULES OF PLAY

- 11.1 Rules of Play. The Association shall recognize the independence of each of its League Members. No league shall be required to change or alter their rules in order to become members of the Association. The Association would however, recommend all leagues be governed by the World Standardized Rules of play as published by the World Pool-Billiards Association (these rules can be reviewed at www.wpa-pool.com). All rules used at ISPA events will be according to the World Standardized rules of play as published by the World Pool-Billiards Association effective for the year of the event. No other rules for competition will apply at ISPA events.

ARTICLE XII
GENERAL MEMBERSHIP MEETING

- 12.1 General Membership Meeting. The Board of League Operators shall host at least one meeting annually for the general membership of the Association. This meeting shall be open to all members in good standing. A permanent standing Membership Meeting Committee will be responsible for determining the site of such meeting and the general membership will not be permitted at other such Association Board meetings except by written request not less than 30 days prior to such Board meeting. The cost of such general membership meeting, if any, shall be paid from the general funds of the Association, with approval of the Board of League Operators. The Association Treasurer and Association Finance Committee shall prepare or cause to be prepared a financial statement showing the condition of the Association for distribution to the general membership at such meeting. Such report shall be due not less than 21 days prior to the general membership meeting.

ARTICLE XIII
MISCELLANEOUS PROVISIONS

- 13.1 Inspection of Books and Records. The Board of Directors will have power to determine which books and records of the Association will be open to inspection of the members, or others, except such as may by law be specifically open to inspection, and will have the power to affix reasonable rules and regulations attendant thereto.
- 13.2 League Sponsorships. In acquiring league sponsorships, no member league operator will do anything that could be detrimental to the Association's efforts to acquire sponsorship for Association tournaments or events. Such actions as determined by the Board of Directors could result in loss of privileges and membership in the Association.
- 13.3 Grievances. The ISPA shall not participate in any disputes or grievances a player may have with regards to their league, League Operator, or host establishments. The President shall however have the authority to appoint an ad-hoc grievance committee to act in the event of any grievances at any ISPA event. Such committee decisions will be final and may not be appealed to the Board of Directors or other officers of the Association. In the event of a grievance regarding rules of play in which official referees are presiding over the tournament floor, the decision of such official(s) will be final.
- 13.4 Final Responsibility. The ISPA, as a non-profit corporate entity operating within the State of Iowa, is solely and wholly responsible for fulfilling any and all obligations or commitments, financial or otherwise, made on behalf of the corporation.

ARTICLE XIV
AMENDMENTS

14.1 Amendments. These by-laws, or any portion thereof, may be amended, repealed, or altered, in whole or in part, by a majority vote of the ISPA Board of League Operators at any duly organized meeting of the Board, provided that 1.) A copy of the proposed amendment(s) are received by the Association Secretary and delivered E-mail to each Board Member and Officer of the Association not less than thirty days prior to the next regularly scheduled meeting, and 2.) A quorum is present at such meeting. Amendments may not be placed before the Board at other than the Annual Meeting or at a regularly scheduled meeting.

Constitution and By-Laws of the Iowa State Poolplayers Association

Adopted:

(City and State)

(Date and Time)

Signatures of Board Members Present:

	Name	League	City
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