

**CONSTITUTION AND BY-LAWS  
OF THE  
AMERICAN CUESPORTS ALLIANCE**

**Article I: Name**

**Section 1.1**

The name of the Association shall be American CueSports Alliance (herein, the "ACS" or "Association").

**Section 1.2**

The principal place of the business office shall be determined by the Board of Directors. The Association may have other such offices as may from time to time be designated by the Board of Directors.

**Article II: Purpose/ Objectives**

**Section 2.1**

The mission of the American CueSports Alliance is to govern and promote the sport of billiards (pocket, carom, and snooker) in the United States and by following the rules established by the international organizations affiliated to the World Confederation of Billiard Sports (WCBS) (the cue sport affiliate to the International Olympic Committee), sanctioning amateur leagues, promoting and sanctioning amateur tournaments, and helping to increase the awareness of and participation in the sport to all people, while working with the entire billiards community to increase the overall growth of billiards. ACS will perform all of its functions on a non-profit basis with the highest ethical standards and fair treatment of all its members and the entire billiards community.

**Section 2.2**

The objectives of this Association shall be:

- (1) To afford due consideration to and expression of opinion upon questions affecting the billiard sport in furtherance of the billiard sport.
- (2) To cooperate with other organizations within and without the billiard sport in furtherance of the Association's objectives.
- (3) To foster local, state, national and international amateur competition in the sport of billiards.
- (4) To provide governance and development for, and developing interest and participation in, the sport of billiards throughout the United States and internationally as determined by the Board of Directors.
- (5) To be responsible to the members.
- (6) To publish and promulgate proper playing rules recognized by the international organizations affiliated to the World Confederation of Billiard Sports, seeking to unify and standardize rules of play nationally and internationally.

(7) To promote good fellowship and better social understanding of billiard sports by sanctioning billiard leagues and supporting billiard tournaments by the Association and by its individual members.

### **Section 2.3**

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

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

### **Section 2.4**

Compliance - ACS:

- (1) Is established and conducted in compliance with applicable federal, state and local laws and regulations in all of its purposes, activities, policies and programs;
- (2) Is not organized for profit and no part of its net earnings inure to individuals; it is organized and operated consistent with the requirements for federal income tax exemption as an organization that fosters national or international amateur sports competition according to the provisions of Section 501(c)(3) of the Internal Revenue Code and regulations of the Internal Revenue Service;
- (3) Is eligible to be recognized by the United States Olympic Committee (USOC) as the National Governing Body for the sport of billiards; provided ACS:
  - a. Is a member of only one international sports federation, i.e., the World Confederation of Billiard Sports (WCBS), which is recognized by the International Olympic Committee as the worldwide governing body of billiard sports.
  - b. Agrees to submit to binding arbitration in any controversy involving (i) its recognition as a National Governing Body, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator or official, conducted in accordance with the Commercial Rules of the American Arbitration Association as modified by the Ted Stevens Olympic and Amateur Sports Act.
  - c. Is autonomous in the governance of the sport of billiards in that it independently determines and controls all matters central to that governance, does not delegate any of that determination or control, and is free from outside restraint;

- d. Makes membership open to any individual who plays billiards or an amateur athlete, coach, trainer, manager, administrator, or official active in the sport of billiards.
- e. Provides an equal opportunity to amateur athletes, coaches, trainers, managers, administrators and officials to participate in amateur billiard competition without discrimination on the basis of race, color, religion, age, sex or national origin, and with fair notice and opportunity for hearing to any amateur athlete, coach, trainer, manager, administrator or official before declaring the individual ineligible to participate;
- f. Is governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin or sex, with reasonable representation on the Board of both males and females;
- g. Has a Board of Directors and other governance bodies that have established criteria and election procedures for, and maintain among their voting members, individuals who are actively engaged in amateur athletic competition in billiards or who have represented the United States in international competition within the preceding 10 years, and that the voting power held by those individuals is not less than 20% of the voting power held in its Board of Directors or other governance body;
- h. Provides for reasonable direct representation on its Board of Directors for any amateur sports organization which, in the sport of billiards, conducts on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, a national program or regular national amateur athletic competition, and ensures that representation reflects the nature, scope, quality and strength of the programs and competitions of that amateur sports organization in relation to all other of these programs and competitions in the sport of billiards in the United States.
- i. Has no officers who are also officers of another amateur sports organization which is recognized by the USOC as a National Governing Body;
- j. Provides procedures for the prompt and equitable resolution of grievances of its members;
- k. Does not have eligibility criteria relating to amateur status or to participation in the Olympics or Pan American Games which are more restrictive than those of the appropriate international sports federation;
- l. Is prepared to meet the obligations imposed by the USOC on a National Governing Body, including those relating to complaints against a National Governing Body and those relating to mediation of complaints;
- m. Minimizes, through coordination with other amateur billiard organizations, conflicts in the scheduling of all practices and competition;
- n. Disseminates and distributes to amateur athletes, coaches, trainers, managers, administrators and officials in a timely manner the applicable rules and any changes to those rules of ACS, the USOC and the WCBS.
- o. Promptly reviews every request submitted by an amateur billiard organization or individual for certification (i) to hold an international amateur billiard competition in the United States, or (ii) to sponsor United States amateur billiard athletes to compete in international competition held outside the United States, and determine whether to grant the certification according to the requirements of the USOC, all provided in written policies approved by the Board;
- p. Allows a billiard athlete to compete in any international amateur billiard competition conducted under ACS auspices or that of any other amateur billiard organization or individual, unless ACS establishes that its denial was based on evidence that the organization or individual conducting the competition did not meet the criteria for ACS certification of billiard competition consistent with the

- requirements of the USOC, all provided in written policies approved by the Board;
- q. Provides equitable support and encouragement for participation by women where separate programs for male and female billiard athletes are conducted on a national basis.
  - r. Encourages and supports amateur billiard programs for persons with disabilities and for their participation in amateur billiard activity, including, where feasible, the expansion of opportunities for meaningful participation by persons with disabilities in programs of billiard competition for persons without disabilities;
  - s. Provides and coordinates technical information on billiard equipment design, coaching, performance analysis, sports medicine and physical training;
  - t. Encourages and supports dissemination of information in the area of sports safety.

## **Article III: Membership**

### **Section 3.1**

There shall be five (5) classes of membership, each with its own privileges, duties, and dues structures.

(1) Sanctioned League Member - Any dues-paying person sanctioned within an ACS-sanctioned cue sport league during the June 1 – May 31 fiscal league year. Sanctioned League Operators (representative of their local sanctioned league members) will have the privileges of electing designated representatives to serve on the Board of Directors.

(2) Sanctioned Player Member - Any person active in the game of billiards may become a Player Member.

(3) Certified Referee Member - Any person active in cue sports who has met accreditation requirements to become a ACS referee. Certified Referee Members will have the privileges of electing designated representatives to serve on the Board of Directors.

(4) Proprietor Members - Any person, firm, or corporation engaged in the operation of a commercial establishment where cue sports are played may become a Proprietor Member upon written application and payment of the appropriate dues. Proprietor Members will have the privileges of electing designated representatives to serve on the Board of Directors.

(5) Affiliated Association Member – Any member-governed association whose principle membership is comprised of player members within cue sports may be invited to join the ACS. The Board of Directors will also have latitude in inviting to be members other member-governed organizations whom they believe to be beneficial to ACS. Directors will define qualifications for this membership including: dues required, whether this group may appoint Director(s), and other terms and conditions of membership. Groups and person(s) in this classification must be reaffirmed by the Directors each year although they may be terminated at will by the Directors. Affiliated Association Members invited and approved for representation to the Board of Directors by the ACS Board of Directors will each have the privilege of appointing a designated representative to serve on the Board of Directors.

### **Section 3.2**

Each Member shall appoint and certify to the Secretary of the Association a person to be its representative (delegate) at membership meetings for the purpose of acting upon business matters. [See Section 5.1]

### **Section 3.3**

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

### **Section 3.4**

Suspension and Expulsion – A member may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be a violation of the by-laws or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interest of the Association. Suspension or expulsion shall be by two-thirds vote of the entire membership of the Board of Directors. However, no such vote shall be effective unless a statement of the charges shall have been mailed by registered post to the last recorded address of the member at least fifteen (15) days before such vote is taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges constituting the basis for suspension or expulsion shall be considered and such vote shall be taken. The member shall have the opportunity to appear in person or by his representative at such meeting and present any defense to such charges before action is taken thereon.

## **Article IV: Dues**

### **Section 4.1**

The annual dues for each member class of the Association shall be determined by the Board of Directors.

### **Section 4.2**

All membership dues are for one (1) year renewable at the anniversary of the membership with the exception of Sanctioned League Members, whose membership dues cover membership from June 1 of one year through May 31 of the next year. Those members who fail to pay their dues more than sixty (60) days after the renewal date will be dropped from the membership rolls and forfeit all rights and privileges of membership without further notice or hearing.

## **Article V: Membership Meetings**

### **Section 5.1**

Annual Meeting - There shall be an annual meeting of the membership of the Association in conjunction with the ACS National Championships of the Association, unless otherwise ordered by the Board of Directors. The purpose of the annual meeting shall be to elect or appoint, as applicable, members of the Board of Directors, to receive annual reports, and to transact other business. The annual membership meeting shall be open to all classes of Association members (and to members of the press), although only League Operators or their representative authorized in writing by the Operator, delegates representing ACS Certified Referees, Proprietor Members and delegates representing the Affiliated Association Membership may vote on matters before the Association (with the exception of the appointment of designated representatives to serve on the Board of Directors as set forth in Section 6.1). Notice of such meeting, signed by the Secretary (or such other officers designated by the Board of Directors), shall be mailed to the last recorded address of each member (League Operator, Certified

Referee, Proprietor and Affiliated Association Member) at least thirty (30) days before the time appointed for the meeting.

Delegates with voting rights for Proprietor Members will be announced prior to each General Membership meeting with a delegate(s) having one vote for every ten Proprietor Members.

### **Section 5.2**

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

### **Section 5.3**

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

### **Section 5.4**

Attendance by representatives of membership at any regular or special meeting of the membership of the Association shall conduct business by majority rule.

### **Section 5.5**

The order of business at meeting shall be as follows:

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

### **Section 5.6**

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

## **Article VI: Board of Directors**

### **Section 6.1**

(a) Sanctioned League Member Directors. Two (2) directors shall be elected by the Sanctioned League Members from one authorized representative of each ACS sanctioned league present that is not located in a state with a recognized ACS state association. For the purpose of this election, each ACS Sanctioned League shall be entitled to designate one

representative as a candidate for election. ACS Sanctioned League Operators with 1,001 or more sanctioned league members have ten (10) full votes in the election of Sanctioned League Member Directors. ACS Sanctioned League Operators with 501-1,000 sanctioned league members have seven (7) full votes in the election of Sanctioned League Member Directors. ACS Sanctioned League Operators with 151-500 sanctioned league members have five (5) full votes in the election of Sanctioned League Member Directors. ACS Sanctioned League Operators with 30-150 sanctioned league members have three (3) full votes in the election of Sanctioned League Member Directors. Sanctioned League Member Directors will serve for a period of two (2) years in staggered sequence in order that no more than two (2) directors shall have their term expire in a given year.

(b) State Association Directors. One Director will be elected at the AGM from the nominee annually nominated by his/her respective ACS state association boards. The request for a nominee will be mailed to the official address of each ACS state association sixty (60) days prior to the AGM, with instructions for appointing the nominee to the ACS board by no later than thirty (30) days prior to the AGM. Once the nominee is approved at the AGM, each state association director will serve a one-year term.

(c) Certified Referee Director. The ACS Director of Referees shall serve a two (2) year term as the Certified Referee Director on the ACS Board of Directors. Any ACS certified referee may be nominated as a candidate for election. Referees certified at "National Level" and above each have one (1) vote in the election of ACS Director of Referees.

(d) Proprietor Member Director. The Proprietor Members as a class shall elect one (1) director each to serve a two (2) year term from a ballot mailed to each Proprietor Member. Proprietor Members have one full (1) vote in the election of their respective Member Director to the ACS Board of Directors.

(e) Affiliated Association Directors. Directors who are representatives of member-governed organizations that conduct national amateur billiard programs or competitions as determined by the Board based upon receipt and evaluation of written petitions from other member-governed billiard organizations for representation on the ACS Board, with the Board having exclusive authority to grant or deny the petition, and with these Directors elected or appointed by their respective billiard organizations. A minimum of twenty percent (20%) of the Directors on the ACS Board of Directors at any one time must meet the current United States Olympic Committee (USOC) definition of elite athlete. A minimum of twenty percent (20%) of the Directors on the ACS Board Of Directors at any one time must be independent directors.

(f) Additional Provisions. Any director in any category shall be eligible for re-election. Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified, or as provided in Section 6.7.

## **Section 6.2**

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

## **Section 6.3**

The Board of Directors shall meet a minimum of two (2) times a year. The meetings should be scheduled throughout the country and shall coincide with regular meetings of the members. Special meetings may be held upon the request of any Director subject to the approval of a majority of the Board.

The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the membership. Unless the Board of Directors determines otherwise, the only agenda item at the annual meeting shall be the election of officers and the ratification of appointments to the Executive Committee. Written notice of meetings is provided to the Board at least fifteen (15) days in advance.

#### **Section 6.4**

In order to transact business, the Board must have a quorum consisting of 50% of all Directors in office. Unless a greater number is required by law or in these bylaws, the affirmative vote of a majority of the Directors present in person at a meeting at which a quorum is present shall constitute an act of the Board of Directors. Members of the Board of Directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

#### **Section 6.5**

Vacancies on the Board of Directors may be filled by the Board of Directors at the discretion of the remaining Directors. The Board of Directors must fill a vacancy with a designated representative of a member of the member class that elected or appointed the vacating Director. A Director appointed to fill a vacancy shall serve until the next general election, at which time a successor Director shall be elected or appointed by the member class that elected or appointed the vacating Director to fill the unexpired term of the vacating Director.

#### **Section 6.6**

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

#### **Section 6.7**

Directors representing the sport may be removed from the Board or Directors at the discretion of the Board of Directors in the following circumstances:

1) By disassociation with the member category or affiliated association that designated such person as its representative, provided such member category or affiliated association provides ACS with written confirmation of such disassociation,

or

2) By written request of such local league operator/officer(s) or affiliated association(s) that designated such person as its representative.

### **Article VII: Officers**

#### **Section 7.1**

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

### **Section 7.2**

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

### **Section 7.3**

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

### **Section 7.4**

President - The President shall preside at meetings of the membership of the Association and of the Board of Directors and of the Executive Committee and shall be a member ex-officio, with the right to vote, of all committees except the committee on nominations. The Board of Directors shall elect from among the directors a President who will serve at the pleasure of the Board of Directors and may be terminated at will by the Board of Directors.

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

### **Section 7.5**

Vice President - The Vice President shall perform the President's duties in the event of the President's temporary disability or absence from meetings. The Board of Directors shall elect from among the directors a Vice President who will serve at the pleasure of the Board of Directors and may be terminated at will by the Board of Directors.

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

In the event the Vice President's office becomes vacant, the President may at his/her discretion appoint a Vice President to fill the unexpired term of the Vice President unless the Vice President was vacated as a result of termination at will by the Board of Directors at which time the position will be reappointed by the remaining Board of Directors..

### **Section 7.6**

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

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

### **Section 7.7**

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

The funds, books, and vouchers shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the Board of Directors. At the expiration of the Treasurer's term of office, the Treasurer shall deliver over to the Treasurer-elect all books, money and other property, or, in the absence of a Treasurer-elect, to the Executive Director.

### **Section 7.8**

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

### **Section 7.9**

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

### **Section 7.10**

The Association shall indemnify and hold harmless all persons who are now or shall hereafter serve as a director, officer or employee of the Association from and against any and all claims and liabilities, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of their having heretofore or hereafter been a director, officer or employee of the Association, or by reason of any action alleged to have heretofore been taken or omitted by such director, officer or employee, and shall reimburse each such person for all legal and other expenses (including the cost of settlement) reasonably incurred by such person in connection with any such claim, liability, suit, action or proceedings; provided, however, that no such person shall be indemnified against, or be reimbursed for any claims, liabilities, cost, or expenses incurred in connection with any claims or liability, or the threat or prospect thereof, based upon or arising out of such person's own negligence or willful misperformance of the duties of director, officer or employee. The determination of all questions as to the existence of negligence or willful misconduct, as to the right to indemnification and reimbursement hereunder and the reasonableness of such costs and expenses may be made and shall be final and conclusive if made, by the Board of Directors acting at a meeting at which a quorum consisting of disinterested directors is present by a majority vote of all such directors. The right accruing to any person under the provisions of this section shall not exclude any other right to which such person may be lawfully entitled, nor shall anything herein contained restrict the right of the Association to indemnify or reimburse such person in any case even though not specifically provided for herein.

### **Section 7.11**

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

## **Article VIII: Committees**

### **Section 8.1**

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

### **Section 8.2**

Executive Committee – The Executive Committee shall consist of the President, the Vice President, the Treasurer and the Secretary ratified by the Board of Directors at each annual meeting of the Board of Directors. The Executive Director shall serve as an ex-officio member of the Executive Committee, without voting privileges. The Executive Committee may exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board of Directors thereon at the succeeding meeting of the Board. Three members of the Executive Committee shall constitute a quorum for the transaction of business and participation by telephone shall be permitted as set forth in Section 6.4. The President of the Executive Committee shall be the elected President of the Association. Meetings shall be called upon the request of at least three voting members or the President of the Executive Committee.

### **Section 8.3**

The Board of Directors may add, delete, or combine any Standing Committees. Ad Hoc Committees, such as specific committees pertinent to the actions of specific Affiliated Association Members may be appointed by the President from time to time.

Standing Committees – The Standing Committees of the Association include the following committees:

Executive

Finance - The Finance Committee is responsible for proposing and monitoring the annual budget of ACS and providing oversight regarding other financial matters as determined by the Board.

Audit

Compensation

Player/League Development

Player Status Review

Tournament Development

Referee

Proprietor

State Association

Long Range Planning

Athletes Advisory Council – The Athletes Advisory Council is elected by members of ACS who are Athletes as defined in these Bylaws. The Council establishes policies and procedures, subject to approval by the Board, for election or appointment of Athletes to serve as:

- a. Delegates
- b. Members of the Board
- c. Members of Designated Committees, as defined by these Bylaws;
- d. The ACS Representative and Alternate to the USOC Athletes Advisory Council, and;
- e. Members of other ACS committees and task forces.

The Council itself selects Athletes to serve as:

- a. Members of committees and task forces other than Designated Committees, and;
- b. The Chairman and any other officers of the Council.

The Council serves as a source of opinion and advice to the Board with regard to both current and contemplated policies of ACS. The ACS Representative and Alternate to the USOC Athletes Advisory Council are ex officio voting members of the ACS Athletes Advisory Council.

#### **Section 8.4**

Nominating & Governance Committee – At least ninety (90) days prior to the annual meeting of the Association, the President shall appoint a nominating committee of not less than three persons from the membership (*i.e.*, any member class) to nominate candidates for the filling of Director positions whose terms will expire at the annual meeting according to the criteria as defined within these by-laws. Committee members are appointed by the Board; the Chairman is elected by the Committee. Directors who are eligible for re-election or re-appointment to the Board do not serve on the Nominating Committee.

The Committee shall notify the Secretary in writing at least forty-five (45) days before the date of the annual meeting of the names of the proposed candidates. The Secretary shall mail a copy of the ballot of candidates in each category to the last recorded address of each respective member at least thirty (30) days before the annual meeting.

#### **Section 8.5**

Independent Nominations – Each Membership category may submit nomination(s) for each Director position in such member's own class as defined within the by-laws to be filled at the next annual meeting by submitting such nominations to the Secretary or Executive Director in writing not less than forty-five (45) days before the date of the annual meeting. The Secretary shall include any persons receiving two or more such nominations in the mailing described in the preceding section.

### **Article IX: Athlete Representation**

#### **Section 9.1**

Athlete Representation – The following must consist of at least 20% Athletes as defined in these Bylaws:

1. Delegates who are eligible to attend and vote at the ACS Annual General Meeting;
2. Individuals serving on the Board of Directors and on the Designated Committees;
3. Individuals serving on other committees and task forces.

“Designated Committees” are defined as the Nominating Committee, the Finance Committee and all committees or task forces empowered to resolve Athlete’s grievances or select participants – including athletes, coaches, trainers, administrators and officials – in international billiard competition. Separate qualifications apply for Athletes that comprise 20% of the Board and of Designated Committees than those that apply for Athletes that comprise 20% of other ACS committees and task forces.

#### **Section 9.2**

Athlete Qualifications – The term “Athlete” is defined in this section for purposes of these Bylaws. To be considered an Athlete, at the time of election or appointment to an ACS Board, committee or task force, an individual must be at least 18 years of age and have these other qualifications:

1. Within the 10 years preceding election or appointment, the individual has been a member of Team USA and has represented the United States in the Olympic or

- Pan American Games, or a World Championship recognized by the WCBS (collectively “Team USA Athletes”); or
2. Within two years before election or appointment, the individual has demonstrated active engagement in amateur billiard competition by finishing in tournaments as follows:
    - a. For open or women’s national championship tournaments conducted under the auspices of the ACS, the top five percent of all amateur finishers based upon the combined list of participants from each of the divisions in the order in which the participants placed.
    - b. For the national amateur and national junior championship tournaments conducted under the auspices of the ACS, the top 50% of all amateur male finishers and of all amateur female finishers.

(Collectively “Actively Engaged Athletes”)

### **Section 9.3**

Athlete Representation on Board of Directors and Designated Committees – All Athletes serving on the Board, serving on a Designated Committee, or as the ACS Representative or Alternate to the USOC Athletes Advisory Council must be Team USA Athletes.

### **Section 9.4**

Athlete Representation Among Delegates and on Other Committees and Task Forces – All Athletes elected as Delegates for voting at the ACS Annual General Meeting, and those elected or appointed to ACS committees or task forces other than the Board and Designated Committees, must be Team USA Athletes or Actively Engaged Athletes. Athletes are elected as Delegates or Alternate Delegates for four-year terms corresponding to the four-year quadrennium period of the USOC.

### **Section 9.5**

Election or Appointment of Athlete Representatives – Both Team USA Athletes and Actively Engaged Athletes directly elect those athletes who are eligible to vote as Delegates at the ACS Annual General Meeting, to serve on the Board of Directors, on Designated Committees, on the Athletic Advisory Council, or as the ACS Representative and Alternate to the USOC Athletes Advisory Council. The ACS Athletes Advisory Council appoints Team USA or Actively Engaged Athletes to other committees or task force.

## **Article X: Due Process**

### **Section 10.1**

Applicability of Due Process – ACS provides due process when any:

1. Member, including any Athlete, is charged with a violation of any ACS regulation or requirement which could result in full or partial forfeiture of participation privileges or in other disciplinary action whether undertaken by ACS or a sanctioned league or an affiliated association or an affiliated state association; or
2. Individual or entity charges ACS with a violation of the requirements of the USOC Constitution or Bylaws, the ACS Articles of Incorporation or Bylaws, or rules and regulations, including but not limited to general playing rules, league rules, or tournament rules, that are adopted, endorsed or referenced by ACS; the individual or entity charged may include, but is not limited to:
  - a. A sports organization that conducts programs in the sport of billiards on a level of proficiency appropriate for the selection of athletes to represent the United States in national or international competition;

- b. An ACS member, including any athlete, or any coach, trainer, manager, administrator, or other official, or;
- c. A sanctioned league, state association or Affiliated Association affiliated to ACS as an association.

## **Section 10.2**

Elements of Due Process – In matters involving members, including billiard players, or amateur athletes, coaches, trainers, managers, administrators, or officials, representing the United States in national or international competition or participating in that competition, and in matters involving league or tournament competition or suspension of membership other than for non-payment of dues, due process may include notice, hearing, expedited hearing, decision, and appeal, all as provided in written policies approved by the Board of Directors.

## **Article XI: Mail Vote**

### **Section 11.1**

Mail Vote - Whenever, in the judgment of the Board of Directors, any question shall arise which they consider should be put to a vote of the Membership, though they deem it impractical to call a special meeting for such purpose, the Directors may, unless otherwise required by these by-laws, submit such a matter to the Membership in writing by mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within the stipulated time set by the Board of Directors after submission to the Membership, provided that in each case votes shall have been received from at least thirty (30) percent of each category of membership.

## **Article XII: Fiscal Year**

### **Section 12.1**

The fiscal year of ACS is January 1 through December 31.

## **Article XIII: Seal**

### **Section 13.1**

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

## **Article XIV: Amendment**

### **Section 14.1**

These by-laws may be amended, repealed or altered, in whole or in part, either (1) by a majority vote of the Sanctioned League Operators, Certified Referees, Proprietor Members and one authorized officer from each Affiliated Association Member at any duly organized meeting of the members of the Association provided that a copy of the amendments proposed for consideration shall be mailed to the last recorded address of each Sanctioned League Operator, Certified Referee, Proprietor Members and each Affiliated Association Member at least thirty (30) days prior to the date of the meeting, or (2) by mail vote or electronic media transmission vote of the Sanctioned League Operators, Certified Referees, Proprietor Members and each Affiliated Association Member pursuant to the provisions of Article IX.

## **Article XV: Miscellaneous Provisions**

### **Section 15.1**

Indemnification - Directors, officers and other authorized volunteers, employees or agents of ACS at the national organization level are indemnified against claims for personal and individual liability arising in connection with their positions or service on behalf of ACS to the full extent permitted by law. ACS maintains liability insurance, as determined by the Board of Directors, for those individuals and for ACS subject to the terms of that insurance.

### **Section 15.2**

Dissolution Clause - Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purpose or shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1986 (or the correspondence provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

### **Section 15.3**

The Board of Directors shall adopt a conflict of interest policy governing transactions between the ACS and its directors and other persons holding positions specified in such policy. Each person covered by such policy shall disclose any potential conflicts of interest according to the procedures set forth in the policy.

### **Section 15.4**

Without consent of the Board of Directors, no ACS membership list or any part thereof containing the name of any private individual may be obtained or used by any person for any purpose unrelated to the person's interest as an officer, director or member of the Corporation. Without limiting the generality of the previous sentence, without the consent of the Board of Directors no membership list or any part thereof containing the name of any private individual may be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person or conveyed to any person in any form.

Initial statutes were adopted and approved on March 28, 2004 by the officers of the association. This current version of the statutes and changes to the initial statutes were approved by the delegates at the Annual General Meeting of the association on June 15, 2007 and June 5, 2009.