

ASSOCIATION MERGER DOCUMENTS

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Merger Agreement
EFT Authorization Form



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USBC ASSOCIATION MERGER COVER PAGE

Please fill out and include this page when turning in your required merger documents.

New Association Name: _____

Contact Person: _____

Email: _____ Phone: _____

Required Documents: (Please fill out each document completely to expedite processing – check off each document that is attached)

- Charter Application for Merging Associations
- Federal Group Exemption Form
- Association Merger Agreement
- EFT Authorization Agreement
- Merged Association Bylaws (8/1/17 version)

Please answer the following question (circle one):

YES NO Does your association have summer leagues?

If YES, what is the finishing date for your summer leagues? _____

Note: All summer leagues must be completed, final averages input into your WinLABS, and a full backup sent to USBC HQ in order to merge your databases.

Please email all merger documents to associationservices@bowl.com or mail to Association Services, C/O USBC, 621 Six Flags Drive, Arlington, TX 76011



TRANSITION COMMITTEE

The Transition Committee is the body that will bridge the gap between the old associations and the newly merged association. They are responsible for providing insight on the programs and services that each association previously offered and will help determine which of those will continue forward with the new board of directors. They will also provide the framework for what the new association will look like in terms of officers and directors.

The Transition Committee is created from the merging associations and should follow the steps as shown on the Checklist for Merging Association document.

Each association should appoint an equal number of representatives to sit on the Transition Committee (the suggested number is 3 from each association).

- The persons on the Transition Committee should be people who are committed to a smooth transition to the new organization. Members and non-members of the previous boards are eligible to serve.

The Transition Committee prepares the proposed bylaws to be approved at the organizational meeting. The following are areas which will need to be decided:

- Dues
- Number of board members/officers
- Board Eligibility requirements
- How directors are elected (plurality/majority)
- Terms for officers/directors
- Stagger system
- Annual meeting delegate structure (States only)
- Board/Annual meeting quorum
- Actions without a meeting
- Bylaws amendment timeline

The Transition Committee selects the Nominating Committee (board and non-board members, with the exception of potential candidates), who solicit nominations for new board members.

(For state associations) The delegate structure for the Organizational Meeting should take into consideration the existing associations, but must have equal representation for all. (This will be different than the delegate structure decided upon for the new merged association.)

Example: State BA gives an association 2 delegates for their membership, the State WBA gives the same association 3 delegates, and the State USBC Youth gives that association 1 delegate, so the Transition Committee decides to give that association 3 delegates each for the WBA, BA and Youth members.

Any delegates previously elected by the non-merged associations **DO NOT** carry forward to the new association. Delegates **must** be re-elected at the Organizational Meeting.

The Transition Committee creates initial (estimated) budget for the newly merged association

- Considers any funds earmarked by the predecessor associations
- Line items funds to be easily identified by the new board

Sets date for Organizational meeting and invites all association members to attend.



CHECKLIST FOR MERGING ASSOCIATIONS

(Complete the following)

* Does not apply to Affiliate associations.

STEP 1: Transition Committee

- All associations pursuing merger appoint an equal number of representatives to attend the Transition Committee meeting.
- Choose a chairperson and recording secretary.
- Chairperson schedules additional joint representative meetings as necessary.
- Determine merger time frame and discuss allocation of funds.
- Discuss/select association name. Contact USBC Headquarters for name change approval.
- Review current programs, services and operations to determine which ones will be continued under the new association.
- Discuss and confirm all bowling centers to be included in the new association. Contact USBC Headquarters with any questions.
- Determine a suggested budget, incorporating all fund allocations, for recommendation to the new board.
- Determine which Employer Identification Number, from the existing associations, the new association will use.
DO NOT APPLY FOR A NEW EIN.
- Prepare merged bylaws (8/1/17 version) for adoption at the organizational meeting. (Send to your Regional Manager or associationsservices@bowl.com for preliminary approval.)
- Appoint Nominating Committee members (board and non-board members, with the exception of potential candidates). The Nominating Committee Chairperson should not be a candidate for the new board.
- Solicit nominations for new board members.
- Determine the date of the new association's organizational meeting.
- STATES ONLY: Create delegate structure for the Organizational Meeting (See Transition Committee document)
- Notify each Association Manager to send notice for the organizational meeting. (Minimum of 15 days in advance)
- Schedule a time for each current association to conduct a final audit.

STEP 2: Organizational Meeting

- All members present from the previous associations vote and approve proposed bylaws.
 - o STATES ONLY: Only elected delegates are eligible to vote
- Conduct elections to form new board of directors.
 - o Affiliate associations – officers are chosen by the elected board members.

STEP 3: New Association Board of Directors (After Organizational Meeting but before August 1st)

- Appoint/select an Association Manager.
 - o Affiliate associations - elect officers.
- Determine which bank account the new association will use, or set up a new bank account, if necessary.
 - o Allocate funds as determined by the previous boards.
 - o Assure any and all funds have been turned over to the new association.
- *Complete or change Articles of Merger for Secretary of State.
- Schedule a time for each previous association to conduct a final audit.
- Former associations must finish processing of all summer league averages and upload a backup of their WinLABS database to USBC Headquarters in order to merge the databases.

STEP 4: Complete Charter Paperwork

- Complete and submit the following forms to USBC Headquarters:
 - o Charter Application for Merging Associations.
 - o Association Merger Agreement.
 - o Electronic Funds Transfer form - with the appropriate bank account information.
 - o Federal Group Exemption Request form. Must use one of the merging association's Employer Identification Number. **DO NOT APPLY FOR A NEW EIN.**
 - o Approved bylaws

ORGANIZATIONAL MEETING

This is an exciting time as associations will be coming together to become a unified organization representing all bowlers in your community. The sole purpose of an organizational meeting is to approve the proposed bylaws and to elect board members for a new merged USBC association.

- **NOTES:** Organizational Meetings are unique in that there are no specific rules in place because the new association does not yet exist, and no bylaws have been approved for the new association. The Transition Committee prepares the items for the organizational meeting. No business, other than the approval of the proposed bylaws and the election of the new board of directors and delegates can be conducted. New business can be discussed, but the only actions that can be taken are on the bylaws and election of board members and delegates. Organizational meeting takes place prior to the actual effective date of the new association.
- Local Association Mergers – all current members, 14 years of age or older, of the merging associations are able to attend with both voice and vote.
- State Association Mergers – transition committee creates a delegate structure for the Organizational Meeting (See Transition Committee document). The delegate structure for the Organizational Meeting does not need to be the same as is being proposed for the new merged organization in the proposed bylaws.

AT THE ORGANIZATIONAL MEETING:

- Meeting is called to order by the Chairperson of the Transition Committee.
- There are no quorums for Organizational Meetings
 - Locals – any member in attendance may vote
 - States – any delegates in attendance may vote. Members have voice only.
- Chairperson presents proposed Bylaws for the new organization.
 - Any eligible voter may propose changes to the bylaws.
 - A 2/3 vote required to accept proposed bylaws.
 - New bylaws go into effect on August 1st (Date the new association becomes effective), with the exception of eligibility requirements, if applicable.
- Chairperson begins election process (unless they are slated for election, then they turn it over to the Nominating Committee chairperson.)
 - Any current member may run from the floor if they have not been seeded in a position by the nominating committee. Eligibility requirements which have been proposed in the new bylaws may be followed, when the new bylaws have been adopted first.
 - There is no time requirement for turning in applications for board. Any member in good standing, 14 years of age or older, may run from the floor.
- Voting procedures: USBC recommends that all voting at Organizational Meetings be done by paper ballot. Other voting procedures (voice, hand, and standing) may be used at the discretion of the Chairperson.
 - Officers are elected first, in order. Elected by majority vote.
 - Directors are elected next. Elected by plurality vote.
 - Delegates to State/National Convention. Elected by plurality vote.

AFTER THE ORGANIZATIONAL MEETING (PRIOR TO NEW ASSOCIATION EFFECTIVE DATE)

- Newly elected board begins work to set up the new association prior to the effective date.
 - Hiring Association Manager
 - Selecting office location
 - Open bank account (former associations would give startup funds at this time)
 - President may appoint committees, if needed
 - Complete/change Articles of Merger for Secretary of State.
 - Any other items that cannot wait until after the association effective date.
- Transition Committee members should work with their former associations to help them with all final work concerning the predecessor associations.
 - Final audit of each association
 - Turn over all association assets (both financial and physical) to newly merged association
 - File final IRS Form 990
 - Dissolve organization(s) with your Secretary of State.
 - Former associations must finish processing of all summer league averages and upload a backup of their WinLABS database to USBC Headquarters in order to merge the databases



CHARTER APPLICATION FOR MERGING ASSOCIATIONS

Association Name: _____ USBC
 Association Address: _____
 City: _____ State: _____ Zip: _____
 Phone: _____ E-mail Address: _____

All assets must be turned over to the merged association prior to the charter date.

Charter Date: _____ **Local Dues: \$** _____

Required Documents to be submitted: (* Does not apply to Affiliate associations.)

- USBC Charter Application to Merge
- Merged Association Bylaws (8/1/17 version)
- Federal Group Exemption Request Form **DO NOT APPLY FOR A NEW EIN.**
- Electronic Transfer of Funds Authorization Form
- Association Merger Agreement

The following individuals hereby make application to the United States Bowling Congress for charter: (Please be sure to include the USBC ID# for each board member listed below.)

Association Manager: _____ **USBC ID#:** _____

Association Address: _____

City: _____ State: _____ Zip: _____

Day Phone: _____ Evening Phone: _____

E-mail Address: _____

President: _____ **USBC ID#:** _____

E-mail Address: _____ Phone: _____

Vice President: _____ **USBC ID#:** _____

E-mail Address: _____ Phone: _____

Director: _____ **USBC ID#:** _____

E-mail Address: _____ Phone: _____

The membership of this association is comprised of the following former USBC association(s):

Association Name	Assn. #	Organization (Circle one)
_____	_____	BA WBA Youth Merged
_____	_____	BA WBA Youth Merged
_____	_____	BA WBA Youth Merged
_____	_____	BA WBA Youth Merged

(If additional space is needed, please attach a separate sheet of paper.)



Describe the geographic area where the proposed USBC merged association will be servicing centers. Boundaries consist of previous jurisdictions. USBC controls boundaries and reserves the right to change them at any time.

List the bowling center(s), and the certification numbers, of the centers to be serviced by the association.

Center Name:	City	State	Certification Number

(If additional space is needed please attach a separate sheet of paper.)

Conditions of the Charter:

To become an association and remain affiliated with USBC under this Charter, the association must:

- Comply with the bylaws and policies of the USBC including, but not limited to, proper tax filings and required corporate filings with your state. Failure on the part of the association to comply with these conditions could result in the revocation of the association’s charter.



FEDERAL GROUP EXEMPTION FORM

New Association Information

New Association Name

Mailing Address

Street Address (if different)

City State Zip

Telephone Number

E-mail Address

Contact Person Information

Name

Title

Address

City State Zip

Telephone Number

Employer Identification Number (EIN) _____

(Must use the EIN of one of the merging associations. DO NOT apply for a new EIN.)

Please check which EIN will be used: **BA** **WBA** **Youth**

The United States Bowling Congress, Inc. (USBC) has obtained a Section 501(c)(3) group tax exemption on behalf of its state and local associations. The above-named association hereby authorizes and directs USBC to include this association in that group exemption.

We further understand that, as a condition of such Section 501(c)(3) status, if the association is incorporated, the Articles of Incorporation of associations to be covered by the group exemption must contain certain provisions specifying the association's amateur sports organization and international competition status and indicating the disposition of their assets in the event of dissolution.

On behalf of the above-named association, I hereby certify that the Articles of Incorporation (if applicable) of the above-named association includes such provisions, and such articles have been duly filed with the appropriate state and/or local authorities.

Signature of Officer _____

Title

Date

For Office Use Only

Date received: _____

Association Number: _____

Association Name: _____



ASSOCIATION MERGER AGREEMENT

Names and Association Numbers of Merging Associations:

Name of New Association (subject to USBC approval):

How Assets will be Distributed:

(If additional space is required, please submit on separate sheet)

Date of transfer completion: July 31, 2018

The Surviving Association, once chartered, shall possess all the rights, privileges and immunities of a public and private nature of the Merging Associations. All property: real, personal and intangible; all debts and obligations due on whatever account; and every other interest of, or belonging to or due, the Merging Associations shall be taken and deemed to be transferred and assigned to or vested in the Surviving Association without further action or deed required, subject to any exceptions set forth in how the assets will be distributed above.

The Surviving Association shall be responsible and liable for all liabilities and obligations of the Merging Associations. Any claim existing, action or proceeding by or against any of the Merging Associations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Association may be substituted in the place of such Merging Association as a successor in interest. Neither the rights nor any liens upon the property of any Merging Association shall be impaired by reason of the merger, subject to any exceptions set forth in how the assets will be distributed above.

Approved by:

The Board of Directors of the _____ on _____
(Association Name) (Date)

President's signature: _____

The Board of Directors of the _____ on _____
(Association Name) (Date)

President's signature: _____

The Board of Directors of the _____ on _____
(Association Name) (Date)

President's signature: _____





Electronic Funds Transfer (EFT) Authorization Agreement

USBC Membership/Awards Team 621 Six Flags Dr. Arlington, TX 76011 P (800) 514-BOWL, ext. 8953 F (817) 385-8260 Email MA@bowl.com

Part I: Association Information

Association Name: _____ Association Street Address: _____

Association City: _____ Association State: _____ Association Zip Code: _____

PART II: Financial Institution Information

Financial Institution Name: _____

Financial Institution City/Town: _____

Financial Institution State: _____

Financial Institution Telephone Number: _____

Financial Institution Contact Information: _____

Financial Institution Routing Transit Number (nine-digit) _____

Depositor Account Number: _____

Type of Account (check one) Checking Account Savings Account

Please include a voided check. When submitting the documentation, it should contain the name on the account, electronic routing transit number, account number and type. This information will be used to verify your account number.

Part III: Contact Information

Contact Person's Name and Title: _____

Contact Person's Telephone Number: _____

Contact Person's E-mail Address: _____

Part IV: Authorization

I hereby authorize the United States Bowling Congress ("USBC") to initiate debit entries and to initiate adjustments for any duplicate or erroneous entries made in error to the account indicated above. I hereby authorize the financial institution/bank named above to debit and/or credit the same to such account. EFT refusals by the Financial Institution named above shall constitute a returned item, similar to a returned check and I authorize USBC to charge the same fee to my account as I would be charged for a returned check. If the EFT payment transfer is not successful, it remains my responsibility to pay any outstanding balance owed USBC by cash or check. USBC will use its best efforts to notify me of any rejection or processing problems.

This authorization agreement is effective as of the signature date below and is to remain in full force and effect until USBC has received written notification from me of its termination in such time and such manner as to afford USBC and the Financial Institution a reasonable opportunity to act on it. USBC will continue to withdraw funds from the Financial Institution indicated above until notified by me that I wish to change the Financial Institution for which the money is being drawn. If my Financial Institution information changes, I agree to submit to USBC an updated EFT Authorization Agreement.

First Authorization	Second Authorization
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Name (Print) _____	Name (Print) _____
Telephone Number _____	Telephone Number _____
Official Title _____	Official Title _____
Official E-Mail Address _____	Official E-Mail Address _____
Official Signature _____	Official Signature _____
Date _____	Date _____