

Constitution and the By-laws of West Michigan Cricket Club, Inc.



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The use, throughout this document, of pronouns indicating the male gender is purely for brevity. Except where specifically stated otherwise, every provision of this Constitution and By-Laws is to be read as applying equally to both male and female persons.

Article I. NAME AND JURISDICTION

The name of the Corporation is West Michigan Cricket Club, Inc. (herein after referred to as “WMCC”). The WMCC was established in 2016, as a non-profit organization registered with The State of Michigan.

Article II. OBJECTIVES AND FUNCTIONS

The purpose or purposes of corporation is to:

- Promote, advance and protect the interests of cricket in Grand Rapids, West Michigan and surrounding areas.
- Promote multicultural club with an emphasis on the enjoyment and full participation by all members, and provide social outlet through the organization for social events.
- Select, prepare, and financially support a team to represent the league in regional tournaments.
- Organize and administer youth programs and development through all forms of Cricket.

Said corporation is organized exclusively for charity and educational purposes of Cricket Sport, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III. ADOPTION AND AMENDMENTS

Section 3.01 Adoption

The WMCC Constitution will be adopted by a simple majority vote initially. Upon the passing of this vote, the constitution will become effective after immediately except for the Article V, Section 5.01, which will become effective at the beginning of the next year. The President will discharge all duties including appointing the Board of Directors, until such time as

they are instituted in accordance with Article VI, after which these powers shall be rescinded from the President and other Board of Directors permanently. The Board of Directors is empowered to make any syntactic or spelling changes that are required for consistency and accuracy of this document without changing the intent of the approved document. Any changes to the intent will need to follow the amendment process as outlined in Section 3.02.

Section 3.02 **Amendments**

Any member in good standing can propose amendments to the Constitution of the WMCC. A notice clearly stating the change in the constitution and the intent of the change must be sent in writing to the Board of Directors and to all members fourteen (14) days prior to the General Body meeting. During the General Body meeting, the proposing member(s) will be given sufficient time to propose the change. Members will be allowed to debate the change and propose amendments if they so wish. Once any amendments have been made, the proposed change will be voted on during that same meeting and will require a two-third majority via a roll-call of those members present and eligible to vote in order to pass. If the amendment is passed, the Secretary must certify the change and publish it to the WMCC membership within seven (7) days.

Article IV. MEMBERSHIP

Section 4.01 **Classes of membership**

Membership shall be open to any person interested in cricket in and around the West Michigan and surrounding areas. There shall be no limitation on number of members admitted to WMCC at the beginning of the season. There shall be different tiers of membership offered such as Full Members, Guest Members, Honorary Members and Student Members to facilitate lessening of financial burden for certain individuals. Only a Full Member is eligible to vote and be eligible to run for board positions if all positional qualifications are met. The board may restrict membership for a given season to some potential new members if opportunity to play with the team may not be possible. This will restriction will not be based on country of origin, age, race, and sex or any discriminatory bias but just for the sole purpose of providing best opportunity for members and to experience the full benefits of membership.

Section 4.02 **Admission**

Applicants shall be admitted to membership upon (a) approval by the Executive Committee and/or (b) the payment of any membership fees or dues.

Section 4.03 **Fees, Assessments**

- The Membership fees are effective from the beginning of physical year and must be paid prior to Elections and/or AGM in case a member want to vote or run for a position in the

election. The burden of setting the membership fees based on a rough budget for the next year lies with the preceding management and any changes to the membership fees shall be made after AGM and shall be managed by the new management after the Election and at AGM.

- The membership fee may also be reduced depending upon someone joining the club in the middle of the season based on pro-rated season start time frame to reduce membership burden and must be approved by the board.
- In certain rare circumstances and valid situations, the new board may decide on returning the membership fees if the election outcome is not affected by doing so. The instances such as moving out of state early in the season, medical emergencies to self or family member, or physical injury prior to season start but not limited to these will be assessed by the management for membership cancellation.
- Board has the right to return the membership dues for a non-full member if in case the member has similar situations as mentioned in the above point as they do not get to vote in any elections and will not impact election outcomes.
- Assessments: Members are subject to assessments which may be levied and collected in an amount and in a manner as may be determined from time to time by an Executive Committee.
- Members failing to pay fees or dues may not be allowed to participate in any of the clubs activities. Fees are non-refundable and non-transferable.

Section 4.04 **Membership List**

WMCC shall keep a membership list containing the contact details including email, fax, telephone number, and address of each member. This shall be maintained by the Secretary and or the website administrator. On payment of fees new members must supply their contact details.

Section 4.05 **Non-Liability of Members**

No member of this Club shall be personally liable for the debts, liabilities or obligations of the Club. For exceptions to this clause, refer to ***Article VII in Articles of Incorporation document.***

Section 4.06 **Termination of Membership**

- By Resignation.
 - Any member may resign at any time upon the delivery of a written request to the President and Secretary of the Club. Membership dues are non-refundable.
- Failure to pay Fees, Assessments, and Fines.

- The membership of any member shall automatically be terminated upon failure of payments of Fees Assessments or Fines within the specified time period.
- Any misconduct and harassment towards members, members' family and towards the club as a whole will result in termination after Judicial Committee official and management review.
- Any damage to the club name and property may result in termination of membership based on management decision after review by Judicial Committee.

Article V. **STRUCTURE OF THE CLUB**

Section 5.01 **Basic Structure**

WMCC shall be governed by the members as defined in Article IV Section 4.01, which shall elect the Executive Committee of the Club. Each qualified Full Member shall have one vote at any general meeting.

Section 5.02 **Meetings of the Members**

- Regular meeting of the members shall be held a minimum of four times a year, one of these being the Annual General Meeting (AGM) and at least two others being held during the cricket season.
- The AGM shall be held in the months of January through March and the place shall be decided by the Executive Committee. Proposals other than those related to changes in the Constitution and by-laws and the Standing Rules, shall be carried by a 2/3 majority of members.
- Special Meetings or voting events of the members shall be held whenever called by the President or on receipt by the Secretary of the Club of a request signed by at least four (4) members. Notice of Special meeting and its agenda shall be circulated to all members at least four (4) days before the date of the meeting. No resolution shall be carried without a two-third vote of those present and eligible to vote. No other business except that indicated on the agenda shall be dealt with.
- Notice of member meetings or voting event shall be given in writing by the secretary of the Club to each Director by phone call, mail, email, WhatsApp message club group on social media or fax at least seven (7 for physical or 2 days for electronic/virtual event/meeting) days before the date of the meeting. Notice of the AGM shall be given at least fourteen (14) days and not more than fifty (50) days before the meeting dates.
- Quorum: A quorum shall consist of 6 members (not including members of the Executive Committee). Unless a greater number is expressly required by these by-laws every act or decision done or made by the majority of those present at a meeting at

which a quorum is present shall be the act of the members' .There is to be no voting by proxy.

- Conduct of meetings: The President, or in his absence the one of the Directors, shall act as Chairman at the Board meetings.

Article VI. EXECUTIVE COMMITTEE

Section 6.01 Numbers and Titles

The Board of Directors of WMCC shall be President, Directors (2), Secretary and Treasurer.

Section 6.02 Qualifications, Election and Terms of Office

- Any Full member is eligible to be an officer of Committee (Board) as long as the following criteria are met:
 - President
 1. Must be a Full member of WMCC for the new physical year.
 2. Must be a Full member of WMCC for two consecutive years prior to the new physical year.
 3. Must have held an officer position with WMCC in the board for at least one full election term.
 - Directors (2), Secretary and Treasurer
 1. Must be a Full member for the new physical year.
 2. Must be a Full member for two consecutive years prior to the new physical year.
- Candidates shall send their nomination to the Election Commissioner who in turn shall review the qualifications and experience of the candidates. Appointments shall be made based on the candidate's ability to execute the duties set forth in Section 6.07 through Section 6.10.
- Executive officers (Board) shall be elected every other physical year (every two years) through General Election on or prior to the Annual General Meeting date. Until the outcome of the new elections, the Executive committee (Board) from the previous year shall handle the Election obligations and shall set a draft budget for new management to review along with the membership dues. A neutral member shall be nominated by preceding Executive committee as Election Commissioner who shall conduct the election activities in an unbiased and anonymous fashion and shall remain as Election Commissioner for rest of the year unless new management decides to change that support staff role.

Section 6.03 **Functions of the Executive Officers**

The Board of Directors shall deal with all the administrative matters of the club. The administrative matters shall consist of routine WMCC business activities, including correspondence, accounting, collection of fees, reimbursements, insurance matters, schedules of games, participation in leagues, organization of social events and functions, announcements and preparation of notices. It shall also deal with all matters concerning umpires, grounds and general facilities and shall transact any business delegated to it by the members. Executive Officers shall not amend or suspend any provision of the Constitution and By-laws of WMCC without authorized membership votes.

Section 6.04 **Removal and Resignation**

Any officer may be removed for good cause (as determined by the Executive Committee) by a vote of the majority of the eligible members at a Special meeting. The motion to remove an officer shall be promulgated in the notice of the meeting and shall be a Special Order of that meeting. All the eligible members must vote by a majority of two thirds (2/3) to remove the officer. Any officer may resign at any given time by giving written notice to the President or Secretary of the Club. If an officer resigns before serving the entire term, he will shall not be eligible to stand for any board positions for two consecutive elections

Section 6.05 **Vacancies**

Any vacancy in the Executive Committee shall be filled by election at the next regular meeting or at a Special meeting of the Membership except that the Board may at its discretion defer replacement of the President until the next Annual General Meeting. Election of officers at a Special Meeting shall be by a two thirds (2/3) majority.

Section 6.06 **Meetings**

The Executive Committee shall meet periodically as necessary to conduct the business of the Club, at the discretion of the President. Notice of meeting shall be as provided as per Section 5.02 here-in. Members shall be entitled to attend all Executive Committee meetings.

Section 6.07 **Duties of the President**

The President shall be the Chief Executive Officer of the Club and shall, in general, supervise and control the affairs of the Club. He shall perform all duties incident to the office and such other duties that may be required by law, by the Articles of Club, by these By-laws, and which may be prescribed from time to time by the Membership.

The President shall preside at all WMCC meetings. He shall be an ex-officio member of all committees and sub committees. Unless he is unable to attend, he shall act as moderator of all meetings of the Membership.

The President shall provide leadership of the club and shall strive at all times to ensure the enjoyment of the game by all participants.

Section 6.08 **Duties of the Director**

In the absence of the President, the Directors shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions of the President.

The Directors are also:

- Responsible for all media promotion of the WMCC and in dealing with Newspapers, TV, radio, Social media and other forms of mass communication.
- Responsible for attracting new members, and organizing all social events organized by the club.
- Responsible for maintaining the web site of the Club and can appoint experts to help in this regard.
- Assign responsibilities to members and in managing and maintaining the grounds and equipment.

Section 6.09 **Duties of the Secretary**

The duties of Secretary shall be to:

- Certify the by-laws. Certify and keep the original, or a copy, of these by-laws as amended.
- Keep a book of the minutes of all meetings of the members and Executive Committee recording there in the time place of holding, whether a Regular or Special meeting and if Special how authorized. The record shall include the manner and date of the notice there-of, the names of the Members and Executive officers present and the proceedings thereof. Ensure that all notices of meetings and their agenda are duly given in accordance with the provision of these by-laws.
- Maintain the membership list as prescribed in Section 4.04, here in.
- Exhibit at all reasonable times to any Member, the by-laws, and the minutes of the meetings of the Executive Committee/Membership
- Circulate minutes of meetings. Minutes are to be available within 7 days. If no objections they are to be adopted automatically.
- Obtain and keep all permits and necessary documents as the relevant league merits.

- In general, perform all duties incident to the Office of the Secretary as required by these By-laws and which may be assigned from time to time by the Board.
- Be responsible for the preparation and/or communication of match fixtures and schedules for all games WMCC is involved in.
- Be responsible for the collection of score sheets of all matches played in the respective divisions and the computation and promulgation of the league standings and players statistics. The Secretary has the right to appoint a member to help in this regard.
- The Secretary shall be responsible for the inventory, maintenance and general upkeep of all WMCC's playing equipment and a coherent and responsive strategy to care, replacement, and acquisition of all cricket equipment. The Secretary and the Treasurer will be guided by the committee in this regard.

Section 6.10 **Duties of the Treasurer**

- The Treasurer is responsible for keeping an accurate financial record of all receipts, disbursements, assets liabilities and retained earnings.
- The Treasurer is responsible for filing proper adequate and complete tax returns where required under federal, state and city laws.
- The Treasurer may not borrow money or issue funds or checks except as he is authorized to do so by these By-laws or the membership and/or executive committee. All checks disbursing Club funds must be signed, by the Treasurer, directors or the President.
- At each Executive Committee/ Membership Meeting the Treasurer shall present a brief written report on the finances of the Club, he shall answer all questions on financial matters.
- At the Annual General Meeting the treasurer shall present a complete and detailed financial report showing all disbursements and receipts of the Club for the preceding year. Upon acceptance of the report by the Board, it shall be countersigned by the President.
- Treasurer shall send to the membership where applicable, notice of annual membership fees and any assessments fixed by the Membership. All such fees and Assessments shall be payable within 30 days of invoice. From time to time the Treasurer shall send out notices of assessments as prescribed by the Executive Committee.
- The Treasurer shall maintain complete, accurate and current books relating to the financial status of the Club. These books may be inspected at all reasonable times by an Officer of the Club or a Member.

- The Treasurer is responsible for filing proper adequate and complete tax returns where required under federal, state and city laws. He shall seek to maintain the nonprofit status under section 501 (3) (c) of the Internal Revenue Code.

Article VII. COMMITTEES

Section 7.01 Ad Hoc Committee

Ad Hoc Committees for specific purposes or activities may be appointed from time to time by the Executive Committee (Board). Ad Hoc Committee will support any Board matters.

Section 7.02 Disciplinary Committee

The executive committee shall refer all disciplinary matters to the members. Any dispute will be dealt with by a 2/3 majority vote of the membership.

Section 7.03 Selection Committee

The Executive Committee shall appoint a selection committee to pick the team. This committee shall consist of President and Board of Directors, Captain and Vice-captain of the team. The selection committee shall convene at a time or via email or any communication channel including phone, text or social media as prescribed by the Executive Committee.

Article VIII. PROHIBITED ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons. However the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Article II. No substantial part of the activities of the corporation shall be in carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including the publishing and distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal tax under IRC 501 (c) (3) or the corresponding section of any future federal tax code or (2) by a corporation whose contributions are deductible under section IRC 170 (c) (2) or corresponding section of any future federal tax code. ***Refer to Article VIII of the Articles of Incorporation.***

Article IX. Distribution of Assets upon Dissolution

Upon dissolution of the corporation, the members shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization that shall qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code as the membership shall determine, or to federal, state or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes. ***Refer to Article IX of the Articles of Incorporation.***

Article X. Constitution to be binding on members

Each member of the WMCC on being admitted shall be furnished with a copy of the Constitution of the Club (Bylaws) and Articles of Incorporation and shall thereupon become bound thereby. By accepting membership each member recognizes the WMCC as the final tribunal on all matters concerning the game of cricket and shall obey all its decisions.

Article XI. Affiliations

The WMCC may affiliate with other cricketing bodies in the USA and elsewhere if deemed to be in the best interest of the WMCC.

Article XII. Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December each year.

Article XIII. Lawsuit against Board of Directors or members

Unless federal crime(s) or civil crime(s) is (are) committed by the Board of Director(s) or the club member(s) in the name of the club (WMCC) or towards the club and it's customers or vendors, no other club member or the other board of directors can file any law suit towards the board of the members. A meeting needs to be called upon to resolve the internal club disputes either by calling a special meeting where all the members are present or by conducting a voting event to resolve the issue using a neutral party to oversee the voting counts.

Article XIV. By-laws

Section 14.01 **By-laws**

These By-laws shall become effective immediately upon their adoption. Amendments to these By-laws shall become effective immediately upon their adoption.

Section 14.02 **Amendments**

Subject to any limitations imposed by the provision of law applicable to the amendment of By-laws of non-profit organizations, these By-laws may be amended as follows:

- By two thirds vote of the membership at any Regular meeting or Special Meeting or voting event at which a quorum is present. Written notice of such meetings in accordance with Section 5.02 herein shall state the intent to amend the By-laws and shall include the full text of each proposed amendment.

Section 14.03 **Certification and Inspection**

The original or a copy of the By-laws as amended to date, certified by the Secretary of the Club shall be kept in the principal offices of the Club, and shall be open to inspection by the members' at all reasonable times. A copy of the By-laws and amendments shall be provided to all members and will be made available online when website is functional.

Dated: 12/25/20

Signed: Saumil Joshi

