

Constitution

ARTICLE I. NAME This organization shall be known as Cranbrook Minor Ball Association.

ARTICLE II- OBJECTIVE

The objective of the Cranbrook Minor Ball Association shall be to implant firmly of the community the ideas of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy citizens. Section 2 To achieve this objective, Cranbrook Minor Ball Association will provide a supervised program under All Directors, officers and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is of prime importance. Cranbrook Minor Ball Association shall operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball and softball games. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III - MEMBERSHIP

Eligibility. Any person sincerely interested in active participation objective of Cranbrook Minor Ball Association may apply to become a Member.

Section 2 Classes. There shall be the following classes of Members: (a) Player Members' Any player candidate shall be eligible to compete for participation' Player Members shall have no rights, duties or obligations in the management or in the property of Cranbrook Minor Ball Association. (b) Member Regular Members. Any adult person actively interested in furthering the objectives of the Cranbrook Minor Ball Association may become a Regular upon election and payment of dues as hereinafter provided. Only Regular Members in good standing are eligible to vote at General Membership meetings. All officers, Board Members, committee Members, Managers, Coaches, volunteer umpires and other elected or appointed officials , or active Regular Members in good standing. Note: Regular Members of the league automatically include all current Managers, coaches, Volunteer Umpires, Board Members, officers of the Board and any other person who is recognized by the Board as a volunteer in the Cranbrook Minor Ball Association, including those volunteers with the following titles listed: Team parent, Field Maintenance, Tournament helpers Scorekeepers, Equipment Managers (c) Honorary Members (optional). Any person may be elected as Honorary Member by the unanimous vote of all Directors present at property any duly held meeting of the Board of Directors but shall have no rights, duties, or obligations in the management or in the of the Cranbrook Minor Ball Association. (d) sustaining may Members (optional)' Any person not a Regular Member who makes financial or other contribution to Cranbrook Minor Ball Association by a majority vote of the Board of Directors become a sustaining Member, but such person shall have no rights, duties or obligations in the management or in the property of Cranbrook Minor Ball Association. (e) As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated. other Affiliations.

Section 3 (a) Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as members of Cranbrook Minor Ball Association. (b) Regular Members

should not be actively engaged in the promotion and/or operation of any other baseball/softball program.

Section 4 Suspension or Termination. Membership may be terminated by resignation or by action of the Discipline Committee.

The Discipline Committee shall be composed of members of the Board of Directors appointed for the purpose of reviewing disciplinary matters. The Discipline Committee shall have the authority to investigate and rule on matters involving any Member of the Association, including players, coaches, managers, volunteers, directors, and other registered participants, when the conduct of such individual is considered detrimental to the best interests, objectives, or reputation of the Association.

Upon commencement of an investigation, the Discipline Committee may request that the Member temporarily suspend their participation, duties, or role within the Association until the investigation has been completed and a decision has been rendered. Such a temporary suspension shall not be considered disciplinary action and shall not imply guilt or wrongdoing.

Prior to any disciplinary action being taken, the Member shall be notified in writing of the nature of the concerns or allegations being considered by the Discipline Committee. The Member shall be provided with a reasonable opportunity to respond to the concerns in written form and to present any relevant information for the Committee's consideration.

Following its review of all available information, the Discipline Committee may impose disciplinary measures, including but not limited to a written warning, suspension, removal from a specific role, or termination of membership. A decision to suspend or terminate membership shall require a two-thirds (2/3) majority vote of the Discipline Committee members participating in the review.

All decisions of the Discipline Committee shall be final and binding, with no further appeal within the Association.

(b) The Discipline Committee shall, in case of a Player Member; give notice to the manager of the team for which the player is a player Member. Said manager shall appear, in the capacity of an adviser, with the player before the Discipline Committee. The player's parent(s) or legal guardian(s) may also be present. Following its review of all available information, the Discipline Committee may impose disciplinary measures, including but not limited to a written warning, suspension, removal from a specific role, or termination of membership. A decision to suspend or terminate membership shall require a two-thirds (2/3) majority vote of the Discipline Committee members participating in the review.

All decisions of the Discipline Committee shall be final and binding, with no further appeal within the Association.

ARTICLE IV - DUES FOR REGULAR MEMBERS (NOT Players)

Section 1 Dues for Regular Members may be fixed at such amounts as the Board of Directors shall determine for a particular fiscal year. Note: Dues for Regular Members are separate from registration fees for player Members, which are determined annually by the Board of Directors in accordance with Regulation XIII (c). If no dues for Regular Membership are collected,

Section 2 below does not apply. Section 2 Regular Members who fail to pay their fixed dues within thirty (30) day(s) of application to become a member may, by majority vote of the Board present at a Board meeting, be dropped from the rolls and shall forfeit all rights and privileges of membership.

ARTICLE V - GENERAL MEMBERSHIP MEETINGS

Section 1 Definition' A General Membership Meeting is any meeting of the membership of the league (including Special General Membership Meetings, Section 7)' A minimum of one per year (Annual Meeting, see Section G) is required.

Section 2 Notice of Meeting. Notice of each General Membership shall be delivered personally, electronically or by mail to each Member at the last recorded address at least fourteen (14) days in advance of the meeting, setting forth the place, time and purpose of the meeting. In lieu of the above methods, notice may be given in such form as may be authorized by the Members, from time to time, at a regularly convened General Membership Meeting.

Section 3 Quorum' At any General Membership Meeting, the presence in person or representation by absentee ballot of one twentieth (5 percent) of the members (as defined in Article III - Membership) shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted.

Section 4 Voting: only Regular Members shall be entitled to make motions at General Membership Meetings. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during General Membership Meetings. (Those eligible to take part at meetings of the Board of Directors are described in Article VI, Section 4.)

Section 5 Absentee Ballot' For the expressed purpose of accommodating a Regular Member in good standing who cannot be in attendance at the Annual Meeting, or any General Membership Meeting at which the Board members will be elected, an absentee ballot may be requested and obtained from the secretary of the League-. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the secretary prior to the date of the election. The secretary shall present all absentee ballots to the Election Chairman (appointed at the meeting) on the date of the meeting, prior to the voting portion of the election process.

Section 6 Annual Meeting of the Members. The Annual Meeting of the Members of the Cranbrook Minor Ball Association shall be held the fourth Tuesday of October at 7pm. The transaction of such business as may properly come before the meeting. (a) The Membership shall receive at the Annual Meeting of the Members of Cranbrook Minor Ball Association a report, verified by the president and Treasurer, or by a majority of the Directors, showing: (1) The condition of Cranbrook Minor Ball Association, to be presented by the president or his/her designate; (2) A general summary of funds received and expended by Cranbrook Minor Ball Association for the previous year, the amount of funds currently in possession of the Cranbrook Minor Ball Association, and the name of the financial institution in which such funds are maintained; (3) The whole amount of real and personal property owned by Cranbrook Minor Ball Association, where located, and where and how invested; (4) manner For the year immediately preceding, the amount and nature of the property acquired, with the date of the report and the of the acquisition, the amount applied, appropriated or expended, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; (5) The names of the persons who have been admitted to regular membership in Cranbrook Minor Ball

Association during such year. This report shall be filed with the records of Cranbrook Minor Ball Association and entered in the minutes of the proceedings of the Annual Meeting. (b) At the Annual Meeting, the Members shall determine the number of Directors to be elected for the ensuing year and shall elect such number of Directors. The number of Directors elected shall be not less than seven (6). (c) After the Board of Directors is elected, the Board shall meet to elect the officers. After the election, the Board of Directors shall assume the performance of its duties on continue until its Successors are elected" "The Board's term of office shall (d) The officers of the Board of Directors shall include, at a minimum, the president, one or more Vice presidents, Treasurer secretary and Umpire in Chief Only volunteer umpires shall be elected to the Board.

Section 7 Directors special General Membership Meetings. special General Membership Meetings of the Members may be called by the Board or by the Secretary or President at their discretion. Upon the written request of twenty (20) request of Members, the President or secretary shall call a special General Membership Meeting to consider the subject specified in the Meeting' business other than that specified in the notice of the meeting shall be transacted at any Special General Membership such special General Membership Meeting shall be scheduled to take place not less than thirty (30) days after the request is received by the president or Secretary.

Section 8 Meetings, Rules of order for General Membership Meetings. Robert's Rules of order shall govern the proceedings of all General Membership except where same conflicts with this constitution of Cranbrook Minor Ball Association.

ARTICLE VI- BOARD OF DIRECTORS

Section 1 Authority The management of the property and affairs of Cranbrook Minor Ball Association shall be vested in the Board of Directors. The number of Board of Directors may increase/ decrease only at the Annual Meeting. If the number is increased, the additional Directors may be elected at the meeting the increase is voted, or at any subsequent General Membership Meeting.

Section 2 All elections of additional Directors shall be by majority vote of all Regular Members present or represented by a properly executed and signed absentee ballots filed with the secretary .

Section 3 Vacancies If any vacancy occurs in the Board or Directors, by death, resignation or otherwise, it may be filled by a majority vote of the remaining Directors at any regular Board meeting or at any special Board Meeting called for that purpose.

Section 4 Board Meetings, Notice and Quorum. Regular meetings of the Board of Directors shall be held immediately following the Annual and on such days thereafter as shall be determined by the Board. (a) The President or the secretary may, whenever they deem it advisable. Or the secretary shall at the request in writing of Directors, issue a call for a special Board Meeting. In the case of special Board Meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting. (b) Notice of each Board meeting shall be given by the secretary personally, electronically or by mail to each Director at least ten day(s) before the time appointed for the meeting to the last recorded address of each Director. (c) Four members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted. (d) only members of the Board of Directors may make motions and vote at meetings of the

Board of Directors. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during Board meetings.

Section 5 Duties and Powers. The Board of Directors which it may properly delegate. The Board may adopt such rules and regulations for the conduct of its meetings and the management of Cranbrook Minor Ball Association as it may appoint such other officers or agents as it may deem necessary or desirable and may prescribe the powers and duties of each. Appointed officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the membership or have been elected to fill a vacancy on the board. The Board shall have the power by a two-thirds vote of those present at any regular Board or special Board Meeting to discipline, suspend or remove any Director or officer or Committee Member of Cranbrook Minor Ball Association in accordance with the procedure set forth in Article III, Section 4.

Section 6 Rules of order for Board Meetings. Robert's Rules of order shall govern the proceedings of all Board of Directors meetings, except where same conflicts with this Constitution of Cranbrook Minor Ball Association.

ARTICLE VII - DUTIES AND POWERS OF THE BOARD

Section 1 Appointments The Board of Directors may appoint such other officers or agents as it may deem necessary or desirable and may prescribe the powers and duties of each' Appointed officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the membership or have been elected to fill a vacancy on the board.

Section 2 President. The President shall:

- (a) Conduct the affairs of Cranbrook Minor Ball Association and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of Cranbrook Minor Ball Association at the Annual Meeting.
- (c) communicate to the Board of Directors such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of Cranbrook Minor Ball Association.
- (d) Be responsible for the conduct of Cranbrook Minor Ball Association in strict conformity to the policies, principles, as agreed to under the conditions of charter issued to Cranbrook Minor Ball Association
- (e) Designate in writing other officers, if necessary, to have power to make and execute for/and in the name of Cranbrook Minor Ball Association such contracts and leases they may receive and which have had prior approval of the Board.
- (f) investigate complaints, irregularities and conditions detrimental to Cranbrook Minor Ball Association and report there onto the Board or Executive Committee as circumstances warrant.
- (g) Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.

(h) with the assistance of the Director of Player Development, examine the application and support proof-of age documents of every player candidate and certify to residence and age eligibility before the player may be accepted for tryouts and selection.

Vice president. The Vice president shall:

- (a) Perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the president or Board so to act. When so acting, the Vice President shall have all the powers of that office.
- (b) Perform such duties as from time to time may be assigned by the Board of Directors or by the president.

Secretary. The Secretary shall:

- (a) Be responsible for recording the activities of Cranbrook Minor Ball Association and maintain appropriate files, mailing lists and necessary records.
- (b) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.
- (c) Maintain a list of all Regular, sustaining and Honorary Members, Directors and committee members and give notice of all meetings of Cranbrook Minor Ball Association, the Board of Directors and Committees.
- (d) Issue membership cards to Regular Members, if approved by the Board of Directors.
- (e) Keep the minutes of the meetings of the Members, the Board of Directors and the Executive committee, and cause them to be recorded in a book kept for that purpose.
- (f) conduct all correspondence not otherwise specifically delegated in connection with said meeting and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed. (g) Notify Members, Directors, officers and committee members of their election or appointment.

Treasurer. The Treasurer shall:

- (a) Perform such duties as are herein set forth and such other duties as are customarily incident to the office of Treasurer or may be assigned by the Board of Directors.
- (b) Receive all moneys and securities, and deposit same in a depository approved by the Board of Directors.
- (c) Keep records for the receipt and disbursement of all moneys and, securities, of Cranbrook Minor Ball Association, including the Auxiliary, approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors. All disbursements by check must have dual signatures.
- (d) Prepare an annual budget, under the direction of the President, for submission to the Board of Directors at the Annual Meeting.
- (e) Prepare an annual financial report, under the direction of the President, for submission to the Membership and Board of Directors at the Annual Meeting

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1 The Board of Directors may appoint an Executive Committee which shall consist of not less than three (3) nor more than five (5) Directors, one of whom shall be the president of Cranbrook Minor Ball Association. The Executive committee shall advise with and assist the officers of Cranbrook Minor Ball Association in all matters concerning its interests and the management of its affairs, and shall have such other powers as may be delegated to it by the Board, but in no event will the Executive Committee have authority over the Board of Directors.

Section 2 At any meeting of the Executive Committee, a majority of the total number of members then in office shall constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Committee.

ARTICLE IX - OTHER COMMITTEES

Section 1 Nominating Committee. The Board of Directors may appoint a Nominating Committee consisting of three (3) Directors and other appointed Regular Members' The Committee shall investigate and consider eligible candidates and submit at the Annual Meeting a slate of candidates for the Board of Directors. The Committee shall also submit for consideration by the Board of Directors a slate of Officers and Committee Members.

Section 2 Membership Committee. The Board of Directors may appoint a Membership Committee consisting of three (3) Directors and other appointed Regular Members. The Committee shall receive the names of prospective Honorary, Sustaining and Regular Members, investigate for eligibility and recommend those qualified for election at the annual, regular or any special meeting of the Members or the Board of Directors as the case may be.

Section 3 Finance Committee. The Board of Directors may appoint a Finance Committee consisting of not less than three (3) nor more than five (5) Directors. The Treasurer shall be an ex-officio member of the Committee. The Committee shall investigate ways and means of financing Cranbrook Minor Ball Association including team sponsorships and submit recommendations. It shall be responsible for taking up collections at games, if such collections are authorized by Cranbrook Minor Ball Association, and shall turn over said collections to the Treasurer immediately after each game.

Section 4 Building and Property Committee (May be combined with Grounds Committee) The Board of Directors may appoint a Building and Property Committee consisting of three (3) Directors and other appointed Regular Members. The Committee shall investigate and recommend available, suitable sites and plans for development, including ways and means, the latter in cooperation with the Finance committee. It shall be responsible for repair and improvement recommendations, other than normal maintenance, and supervise the performance of approved projects.

Section 5 Grounds committee. (May be combined with Building and Property Committee) The Board of Directors may appoint a Grounds Committee which shall be responsible for the care and maintenance of the playing field(s), buildings and grounds. which shall operate within the amount appropriated in the approved budget for that purpose.

Section 6 Playing Equipment Committee. The Board of Directors may appoint a Playing Equipment Committee which shall secure bids on needed supplies and equipment and make recommendations for

their purchase to the Board. The committee shall be responsible for the proper issuance of such supplies and equipment and for the repair, cleaning and storage thereof at the close of the season.

Section 7 Managers committee. The Board of Directors consisting of three (3) Directors. The committee shall interview and investigate prospective managers and coaches, including those for the regular and all star teams and recommend acceptable candidates to the President, for appointment and subsequent report to the Board of Directors. It shall, during the playing season, observe the conduct of the managers and coaches and report its findings to the president of Cranbrook Minor Ball Association. It shall, at the request of the President or Board of Directors, investigate complaints concerning managers and coaches and make a report thereof to the President or Board of Directors.

Section 8 Umpire committee. The Board of Directors may appoint a committee consisting of three (3) Directors and other appointed Regular Members. Cranbrook Minor Ball Association President shall be chairman of any such Committee. The Committee shall recruit, interview and recommend to the President for appointment a staff of umpires, including a chief umpire and replacements. when appointed, the staff of umpires shall be under the personal direction of Cranbrook Minor Ball Association president, assisted by the chief Umpire who shall train, observe and schedule the staff District committee.

Section 9 The Discipline Committee shall be a standing committee of the Association and shall consist of no fewer than three (3) members of the Board of Directors appointed by the Board. Committee members shall act impartially and shall not participate in any matter where a conflict of interest exists. The purpose of the Discipline Committee is to review complaints, investigate allegations of misconduct, and determine appropriate action when the conduct of a Member is alleged to be contrary to the policies, bylaws, code of conduct, or best interests of the Association. The Discipline Committee shall ensure that all parties involved are treated fairly and respectfully throughout the process. Members who are the subject of a complaint shall be notified of the concerns and provided with an opportunity to submit a written response and any supporting information for consideration by the Committee. Upon completion of its review, the Discipline Committee may recommend or impose disciplinary measures in accordance with the Association's bylaws and policies. Such measures may include a warning, temporary suspension, removal from a position, suspension of membership privileges, or termination of membership. The decisions of the Discipline Committee shall be final and binding on all parties.

Section 10 Auxiliary committee. The Board of Directors may appoint a committee consisting of Cranbrook Minor Ball Association Treasurer and two other Directors and other appointed Regular Members. The committee shall coordinate the activities of the Auxiliary. It shall review and evaluate auxiliary projects for raising money and disposition of profits, and make, recommendations to the Directors to the Board. The Board of shall approve in advance all projects and actions of the Auxiliary.

Section 11 Auditing committee The Board of Directors may appoint a committee consisting of three (3) Directors. The president, Treasurer or signatories of checks are not eligible. The committee will review Cranbrook Minor Ball Association's books and records annually prior to the Annual Meeting and attach a statement of its findings to the annual financial statement of the president and Treasurer; or may, if directed by the Board of Directors or Membership, secure the services of a certified public Accountant to accomplish such review.

ARTICLE XI – Voting Structure

THE FOLLOWING PROVISIONS UNDER THIS PART WERE FORMERLY UNALTERABLE AND SHALL NOT BE ALTERED EXCEPT BY RESOLUTION OF THE BOARD SANCTIONED BY A RESOLUTION PASSED AT A GENERAL MEETING BY 75% UNANIMOUS VOTE BY THE VOTING MEMBERS. The activities of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society. The paragraph is unalterable.

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ARTICLE XII - AMENDMENTS

Members This constitution provided may be amended, repealed or altered. in whole or in part by a majority vote at any duly organized meeting of the notice of the proposed change is included in the notice of such meeting.