

Constitution

Article I - Name

1.01

This organization shall be known as the *Middleburg Athletic Association, Inc.*
(Short title *M.A.A.*)

Article II - Objective

2.01

The purpose for which this Association is organized is to develop and operate an organized sports program. This Association will seek to implant in the youth of the community ideals of good sportsmanship, honesty, loyalty, courage, and reverence, so they may be finer, stronger and happier youths who will grow to be good, clean, healthy adults.

Article III - Statement of Affiliation

3.01

To achieve this objective *MA.A* will provide a supervised program of Baseball, Softball and Tee Ball in affiliation with Babe Ruth League, Inc., a New Jersey Corporation, and shall be governed by and shall comply with the principles, rules and regulations enunciated and decreed by Babe Ruth League, Inc. The *M.A.A.* shall also provide a supervised program of Football and cheerleading under the Official Rules of Pop Warner Little Scholars, Incorporated. *M.A.A.* will also sponsor any athletic activity that is properly brought before the Board of Directors to be presented to the regular members for vote, provided there is adequate interest and support through volunteer participation. If at any time the *M.A.A.* should choose to affiliate with or dissolve its affiliation with any chartering organization, it shall be by vote of the general membership and then only after the required time and notification of any proposed changes has been announced. All Board of 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 the prime importance. In accordance with Section 50J-(3)-(c) of the Federal Internal Revenue Code, the *M.A.A.* shall operate exclusively as a non-profit educational organization providing a supervised program of baseball, softball, tee ball, football and cheerleading. 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 IV - Sites of Principal Operations

4.01

The principal operations of this Association shall be in and about the city of Middleburg, County of Clay, and State of Florida, but may be extended into such areas as provided for by the State, Regional and National Headquarters and regulations of affiliated programs.

Article V - Powers

This Association shall have the following powers in addition to the powers expressly or implicitly conferred on it by law.

5.01

To make and enforce rules and regulations to govern itself on a local basis, but consistent with and not contrary to any rules and regulations promulgated by Babe Ruth League Inc. or Pop Warner Little Scholars, Incorporated to which this Association is subject.

5.02

The Board of Directors shall have the power to solicit contributions from sponsors on behalf of the Association.

5.03

The Board of Directors shall have the power to enter into contracts on behalf of the Association. These contracts shall remain binding on successors of the Board.

Article VI - Membership

6.01

Eligibility: Any person sincerely interested in active participation to affect the objective of this association may apply to become a member. Membership shall be considered a privilege, not a right, and all members shall conduct themselves according to this Constitution and By-Laws and in accordance with the Fan's Code of Conduct.

6.02

Classes: There shall be the following classes of members:

(A) Player members - any player candidate meeting the requirements of Babe Ruth League Inc., and/or Pop Warner Little Scholars, Incorporated, and who resides within the authorized boundaries of the local league, is eligible to compete for participation but shall have no rights, duties, or obligations in the management or in the property of **M.A.A.**

(B) Regular members - any person actively interested in furthering the objectives of M.A.A. may become a regular member upon payment of any required membership fees. Membership in **M.A.A.** shall entitle each member the privilege to register his/her child in any and all athletic activities sponsored by the association, providing all age and boundary requirements are observed. Membership in **M.A.A.** entitles each family the privilege to attend all regular monthly meetings and the privilege of one vote per family adult on all matters properly presented to the Association membership. Membership shall last for one year from the date a child is signed up for a sport. To be considered a member in good standing, an individual must attend 50% of the monthly meetings and not miss 2 in a row without due cause. In the event a membership vote is necessary, only the current members in good standing will be allowed to vote.

(C) Members, whether Regular or Player, shall not be required to be affiliated with any other organization or group to qualify as members of **M.A.A.**

6.03

As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated. Active members must attend half of the regular board meetings to be counted in a quorum.

6.04

Special Exceptions (Financial Hardship cases)

(A) It is the intent of **M.A.A.** to allow any child to participate in any athletic activity he/she is actively interested in regardless of financial status. Therefore, it is at times necessary to waive or reduce set financial fees. These instances shall be handled on a case-by-case basis, with the final decision being made by the President, Vice President, Treasurer and appropriate Player Agent or Commissioner.

(B) Membership fees are included with the sign-up fees. Members without participating children that have a vested interest in the Park is accessed a **\$25.00** membership fee and have no voting rights until it is paid.

(C) Member confidentiality shall be protected at all times. At no time will the question of parents' financial status be open for discussion or comment at a regular meeting. At no time will the matter of funds be discussed with or in the presence of the Player Member.

Article VII - Officers

7.01

The management of the property and affairs of the **M.A.A.** shall be vested in the Board of Directors. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Baseball Player Agent, Softball Player Agent, Football Commissioner, Cheerleading Commissioner, Concession Manager, Building & Grounds, Website Administrator and Public Relations Officer.

7.02

All elected Board of Directors shall serve a full one (1) year term, which shall begin on the 1st of December and continue until November 30.

7.03

Any Board member who is absent from two (2) regularly scheduled board meetings, without due cause, may be removed from the Board of Directors by a 2/3 vote of the Board present at a duly constituted regular monthly board meeting. *Due cause* will be determined by the President.

7.04

Any Board Member removed by the Board, or who resigns of his/her own freewill is ineligible for reelection to the Board of Directors for one (1) full year. However, if special circumstances are involved, the Board of Directors may vote on an individual basis to allow the individual to run for reelection.

7.05

If any Board position should become vacant for whatever reason, a special election will be held at the next regular board meeting to fill the vacancy. Until that time, the President may appoint someone to fill the vacant position.

7.06

The appointed Board member may not vote on any issue presented to the Board that requires a Board vote (until the special election is held). He/She may vote on any matter properly presented to the Board that requires a Regular membership vote.

Article VIII – Directors

8.01

At the regular monthly meeting in September, the members shall elect a nominating committee of three regular members, in good standing. No current members of the Board of Directors may serve on this committee. The committee shall elect its own chairperson. It shall be the duty of this committee to nominate eligible candidates for the offices to be filled at the November election meeting. The nominating committee must present a slate of eligible nominees to the membership at the October regular meeting. Once the floor has been closed to nominations, no more nominations will be accepted prior to the election meeting. No nominations will be accepted at the election meeting itself.

8.02

The annual election held to elect the new Board of Directors and Committee Chairpersons shall be held the first Monday of November at 7:30 p.m.

8.03

Election shall be secret voting on a prepared ballot form. These ballots shall be numbered.

8.04

The President shall select three (3) individuals that are not on the ballot to count the ballots.

8.05

Any position left unfilled may be nominated at the November meeting to be voted on in December.

Article IX - Standing Committees

9.01

The Executive Committees shall meet and hear from the membership on matters concerning their respective athletic activity. The committees are and shall be advisory committees only, with the exception of one Board Member who will then bring any and all business of his/her committee to the Board of Directors. The Executive Committees should meet each month prior to the regular monthly meeting of the Board of Directors.

9.02

Each chartered or sponsored athletic activity within the Association shall have an Executive Committee, which shall consist of not less than three (3) or more than five (5) committee persons.

9.03

The Baseball Player Agent shall be the chairperson of the Baseball Executive Committee. The Softball Player Agent shall be the chairperson of the Softball Executive Committee. The Football Commissioner shall be the chairperson of the Football Executive Committee. The Concession Manager shall be the chairperson of the Concession Executive Committee.

Article X - Meetings and Quorum

10.01

There shall be a meeting of the Board of Directors at least once a month and shall be open to all members of the Association. The meeting will be held on the second Monday of the month at 6:30 p.m., unless that day falls on a holiday. In the case of a holiday, the meeting will be held the following Monday. The meeting will be held in the Omega Park Field house, unless otherwise approved by the Board of Directors.

10.02

Quorum shall be defined as 50% of the active members.

10.03

In the event the regular meeting has to be changed, the change must be posted at least seven (7) days in advance. Notice may be done either by direct mail, local membership, and/or M.A.A. announcement board (located next to the parking area along State Road 218).

10.04

The Board of Directors may meet more often at the request of the President, or at the request of the majority of the Board. Such special meetings may be called without notice to the general membership in case of an emergency.

10.05

Seven (7) days notice of a meeting is required for elections or any special vote of the membership. Such notice may be by announcement at regular meetings, advertisement in local newspapers, announcement board, bulletin board, or whatever method best suits the announcement being made.

Article XI - Amendment

11.01

This constitution and by-laws may be amended, altered, or recorded by two thirds (2/3) vote of the membership present, provided all members have been properly notified of the proposed amendments and meetings dates. Refer to Article 10.05

By - Laws

Article I – Officers

1.01 President:

The President shall preside over all meetings, have general supervision of the affairs of the Association, appoint chairpersons of any special committees, sign all contracts and other instruments of the Association, make reports to members and perform all duties as are incident to the office or are properly required by the board of Directors. The President shall not vote on any question that is properly presented to the Board, except in the case of a tie. The President shall have full authority to suspend or remove any member or executive board member for any justifiable reason that could damage the integrity of the association until a meeting of the executive board finalizes the issue, within 1 week. The President shall be allowed to act only as an assistant coach for any sport or team. To be nominated as a candidate for President of **M.A.A.**, an individual must have served at least one (1) full term on the Board of Directors, in any position.

1.02 Vice President:

The Vice President shall exercise all functions of the President in the event of and during the absence or disability of the President. He/She shall act as the chairperson of the Rules Committee, Grievance Committee, and the Hardship Committee. In the event the President should resign or be removed from office, the Vice President shall serve as President until a special election can be held to replace him/her. The Vice President may be considered as a candidate to replace the absent President.

1.03 Secretary:

The Secretary shall keep the minutes, sign with the President such instruments as required, make such reports to the Association as required, and perform other administrative duties as properly required by the Board of Directors. The Secretary shall make all administrative records available to any member of the Association, after reasonable notice. The Secretary shall maintain a current list of members of the Association. The Secretary has no manager/coaching restrictions placed on his/her term in office.

1.04 Treasurer:

The Treasurer shall maintain an accurate and up-to-date record of all funds and securities of the Association. He/she shall be responsible for formulating a sound system of accounting for all funds related to the Association. The Treasurer shall work closely with the chairpersons of the Concessions, Ways and Means, and Baseball, Softball and Football Equipment Committees to maintain the system of ordering and paying for all items required by the Association. The Board of Directors shall approve the Treasurer's policies and procedures. All checks must be endorsed by the Treasurer and the President or the Treasurer and the Vice President. In the absence of the Treasurer, the President and Vice President will endorse checks. The Treasurer shall make a monthly report to the Association regarding the financial matters of the Association. The Treasurer shall make an annual, itemized report to be used in turning over the financial records from the outgoing Board to the incoming Board. An independent auditor shall audit this report. The Treasurer shall also be required to make an annual report (October - September) to the Clay County Parks and Recreation Department as requested by mail each year. The

Middleburg Athletic Association, Inc.
Constitution and By-Laws

Treasurer shall be bonded at the Association' expense. The Treasurer has no manager/coaching restrictions placed on his/her term in office.

1.05 Concession Manager:

The Concession Manager shall be the chairperson of the Concession Executive Committee. The Concession Manager shall work closely with the Treasurer to implement a sound system of accounting for all funds collected through the concession. These policies shall be in written form, and approved by the Board. The Concession Manager shall also be responsible for ordering of concessions and supplies using the purchasing system set up by the Treasurer and approved by the Board. He/She will also be responsible for the scheduling of volunteers to work in the concession stand. The Concession Manager has no manager/coaching restrictions placed on his/her term in office.

1.06 Baseball Player Agent:

The Player Agent shall oversee the general operation of the Baseball & Tee ball programs under Babe Ruth Rules and Regulations. He/she shall act in accordance with the guidelines set by Babe Ruth League Inc., and the policies of **M.A.A.** With approval of the President or Vice President, the Baseball Player Agent has the authority to suspend a manager, coach or assistant coach for a maximum three (3) games or one calendar week for violations of Babe Ruth Rules and Regulations or violating the Manager/Coaches Code of Conduct. He/she may manage/coach any baseball/softball team in an assistant capacity only during his/her term in office. It is preferred he/she not coach a team while serving in this capacity.

1.07 Softball Player Agent:

The Player Agent shall oversee the general operation of the Softball program under Babe Ruth Rules and Regulations. He/she shall act in accordance with the guidelines set by Babe Ruth League Inc. and the policies of **M.A.A.** With approval of the President or Vice President, the Softball Player Agent has the authority to suspend a manager, coach or assistant coach for a maximum three (3) games or one calendar week for violations of Babe Ruth Rules and Regulations or violating the Manager/Coaches Code of Conduct. He/she may manage/coach any baseball/softball team in an assistant capacity only during his/her term in office. It is preferred he/she not coach a team while serving in this capacity.

1.08 Football Commissioner:

The Football Commissioner shall oversee the general operation of the **M.A.A.** Pop Warner Little Scholars, Incorporated. The programs shall be conducted according to the rules of Pop Warner Little Scholars, Incorporated rules and the policies of **M.A.A.** With approval of the President or Vice President, the Football Commissioner has the authority to suspend a manager, coach or assistant coach for one calendar week for violations of Pop Warner Little Scholars, Incorporated Rules and Regulations or violating the Manager/Coaches Code of Conduct. He/she may act as a manager/coach of a Football team during his/her term in office. It is preferred he/she not coach a team while serving in this capacity.

1.09 Cheerleading Commissioner:

The Cheerleading Commissioner shall oversee the Pop Warner Little Scholars, Incorporated Cheerleading program according to the rules of Pop Warner Little Scholars, Incorporated Rules and Regulations and the policies of **M.A.A.** With approval of the

President or Vice President, the Cheerleading Commissioner has the authority to suspend a manager, coach or assistant coach for one calendar week for violations of the Pop Warner Little Scholars, Incorporated Rules and Regulations or violating the Manager/Coaches Code of Conduct. He/she may manage/coach a Cheerleading squad during his/her term in office. It is preferred he/she not coach a team while serving in this capacity.

1.10 Buildings and Grounds Committee Chairperson:

The chairperson of this committee shall be responsible for formulating and maintaining a realistic maintenance program for the upkeep of the property of the Association. He/she shall report to the Association any plans, repairs, and/or improvements that he/she may deem necessary. The chairperson must have Board approval for any purchase greater than \$100.00. He/she must also work with the Treasurer using the established system for any purchases. Whenever possible, any maintenance to the property of the Association shall be done at the County's expense. The Buildings and Grounds Committee Chairperson has no manager/coaching restrictions placed on his/her term in office.

1.11 Public Relations Officer:

The Public Relations Officer is the chairperson of the Public Relations Committee shall be responsible for disseminating any information about the events of the Association to the community and the membership. This shall be accomplished by the most appropriate means available for the information being distributed. The President or Vice President must approve all information prior to publication. The Public Relations Chairperson has no manager/coaching restrictions placed on his/her term in office.

1.12 Website Administrator:

This individual manages activities and takes editorial responsibility for the content, quality and style of the site www.middleburgathleticassociation.com. The responsibilities are.

1. All current updates
2. Managing the website access
3. Coordinating online services (i.e., schedules, registration, newsletters, etc.).
4. Managing email accounts associated with the site
5. Managing interaction with the conference and/or league sites
6. Hosting company liaison for account management

Article II - Standing Committees

2.01

The general work of the Association shall be conducted by committees, which shall be made up according to the following guidelines. It is the responsibility of the committees to work up recommendations for new ideas, solutions to problems, etc., and present them to the Board at the monthly meetings, via their Executive Committee Chairperson. The committees listed shall meet as the work requires, outside the regular monthly meeting. The Chairperson will be elected by the membership as stated in Article VIII. The Committee chairpersons may appoint as many committee members as he/she feel are necessary to get the work done (except where membership is specified).

2.02 Ways and Means Committee Chairperson:

The chairperson of this committee shall be responsible for organizing, operating, and reporting to the Association all fundraising activities pertaining to the Association. The Board of Directors must approve all fundraising activities. The chairperson shall work closely with the Treasurer to ensure that all funds are deposited and recorded correctly. The Ways and Means Committee Chairperson has no manager/coaching restrictions placed on his/her term in office.

2.03 Chief Umpire:

The individual shall oversee and be responsible for the operation of the **M.A.A.** officiating of the baseball/softball program. He/she shall act as the chairperson of the Umpire Committee and shall see that all umpires used at **M.A.A.** are properly indoctrinated. The general operation of the umpire program will be conducted as close to the recommendations of Babe Ruth League Inc. as possible. Those instances where **M.A.A.** policy is different from the policy of the Babe Ruth League program shall be recorded in the **M.A.A.** ground rules. The Chief Umpire has no manager/coaching restrictions placed on his/her term in office.

2.04 Baseball/Softball Equipment Managers:

These individuals shall oversee the inventory, distribution, purchasing and collection of all baseball/softball equipment of **M.A.A.** All requests for equipment must be processed through these Managers. The Board must approve any expenditure over \$50.00. These Managers are the only persons allowed to order equipment using an **M.A.A.** account with our suppliers; prior Board approval is required. He/she must also work closely with the procedures set up by the Treasurer for purchasing anything for **M.A.A.** These Managers have no manager/coaching restrictions placed on his/her term in office.

2.05 Football Equipment Manager:

This individual shall oversee the inventory, distribution, purchasing and collection of all football equipment of **M.A.A.** All requests for equipment must be processed through this Manager. The Board must approve any expenditure over \$50.00. These Managers are the only persons allowed to order equipment using an **M.A.A.** account with our suppliers; prior Board approval is required. He/she must also work closely with the procedures set up by the Treasurer for purchasing anything for **M.A.A.** The Manager has no manager/coaching restrictions placed on his/her term in office.

2.07 Grievance Committee:

The Vice President shall act as the chairperson. This committee shall consist of the respective player agent or commissioner and five members appointed by the Board. The committee shall be responsible for receiving and investigating any violation of the **M.A.A.** Constitution, By-Laws or Codes of Conduct. Any grievance must be submitted to the Vice President in writing. The individual filing the grievance must sign it.

A. Procedures:

The Vice President will review all grievances with the appropriate Player Agent or Commissioner to determine if immediate, emergency action is necessary. In the case of an issue involving an official (umpire, referee, etc.), the Chief Umpire will be involved with the decision making process providing guidance and advice to the Vice President and the Player Agent or Commissioner. If the grievance warrants immediate action the Vice President will initiate a

Middleburg Athletic Association, Inc.
Constitution and By-Laws

Grievance Committee meeting within 72 hours. The results of the Grievance Committee meeting will be forwarded to the President who will call and emergency meeting of the Board of Directors. If the grievance is reviewed and determined to not be of an emergency nature the Grievance Committee will meet a minimum of one week prior to the regular board meeting to decide on an action to recommend to the Board of Directors. The Board must approve or disapprove the recommended action. The player agents/commissioners do not have a vote in the decisions made by the Grievance Committee. No other board members may serve on the Grievance Committee, with the exception of the Vice President. The Board must address any grievances at the next regular board meeting. Grievances must be submitted within thirty (30) days of the occurrence.

2.08 Special Committees:

The President may appoint special committees as the need may arise.

Article III - Membership

3.01

Membership eligibility, rights, terms, and conditions are stated in Article VI of the **M.A.A.** Constitution. All members will govern themselves in accordance with the **M.A.A.** Fan's Code of Conduct.

3.02

Active membership requires regular attendance of board meetings.

3.03

Resignation or action of the Board of Directors may terminate membership.

3.04

The Board of Directors, by a two-thirds vote of those present at any duly constituted meeting shall have the authority to discipline, suspend or terminate the membership of any member of any classification, including board members, when the conduct of such a person is considered detrimental to the best interest of **M.A.A.** and any of its chartered or sponsored programs. The member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.

3.05

The Board of Directors shall in the case of a Player Member, give notice to the manager/head coach of the team on which the player is a member and the parents of the player in question. Said manager/head coach shall appear in the capacity of an adviser with the player and his/her parents before a duly appointed committee of the Board of Directors, which shall have full power to suspend or revoke such player's right to future participation.

3.06

Managers/Head Coaches/Assistant Coaches for the athletic activities sponsored by **M.A.A.** shall be approved by the Board of Directors. Applicants must apply to the President if they desire to manage or coach. All applicants will be reviewed by the president and the appropriate player agent or commissioner. The President and the respective commissioner or player agent may or may not recommend them to the board as a potential coach. The President shall use a written guideline to determine if an

Middleburg Athletic Association, Inc.
Constitution and By-Laws

applicant shall be recommended. Any applicant not recommended by the President for inclusion as a Manager/Coach may still be approved by the board with a 2/3rd vote of the board members present. Babe Ruth League, Inc. recommendations shall be part of the process for selection of Baseball/Softball managers and Pop Warner Little Scholars, Incorporated guidelines will be part of the process for selection of Football/Cheerleading head coaches. The Manager/Head Coach shall be responsible to the board for his/her actions and shall be held accountable for his/her actions and the actions of his/her team. Any Manager/Head Coach must be a member of **M.A.A.** for one (1) calendar year (this requirement may be waived with a 2/3rd vote of the board if special circumstances exist).

3.07

The Board may censure any Manager/Head Coach. The Board may remove any Manager/Head Coach/Assistant Coach, after a proper hearing via the Grievance Committee. All Managers/Head Coaches shall abide by the rules of Babe Ruth League, Inc., Pop Warner Little Scholars, Incorporated and **M.A.A. Coaches Code of Conduct**.

3.08

Any member of **M.A.A.** may apply by application to be a coach or an assistant coach to the President. Coaches/Assistant Coaches must be recommended by the Manager/Head Coach to the Board of Directors and then approved by a Board vote.

3.09

All officers, managers, coaches and assistant coaches of **M. A. A.** shall have a background check upon taking office and such background check shall be valid for one year from the date the original background check is performed. No person with any felony charge or pedophile charge shall be permitted to hold office at the Association. In addition to these background checks, the check on the Treasurer, Concession Manager, all members of the Finance Committee and the Concession Committee shall include a monetary background check. Any monetary indiscretions shall prohibit that person from holding the position in Finance, Concession or Treasurer. Monetary indiscretions shall include, but not be limited to, charges for embezzlement, fraud, theft, worthless checks, or any other charges relating to monetary items. If during the term of any officer, a charge for any item is brought before the courts, that officer shall be temporarily removed from the Board until the charges are resolved. If the charges are valid, then such officer shall be removed permanently from the Board.

3.10

All funds collected by the Finance or Concession Committee members shall be remitted to the Treasurer within 48 hours of receipt of such funds. The person collecting the funds shall be responsible for remitting the funds to the Treasurer within the time frame required, with documentation as to the date and purpose of the funds, and shall be signed by the person receiving the funds. Failure to remit the funds timely shall result in Board action.

Article IV – Dues

4.01

Dues for Regular Members may be fixed at such amounts, as the Board of Directors shall determine prior to the beginning of each membership year.

4.02

Members who fail to pay their fixed dues within thirty (30) days from the time the same become due, may by vote of M.A.A. Board of Directors be dropped from the rolls and shall forfeit all rights and privileges of membership.

4.03

Participation fees may be assessed as a parent's obligation to assure the operational continuity of M.A.A., but at no time should they exceed the limit stated in the Regulations of the chartered programs.

Article V - Rules and Regulations

5.01

Babe Ruth Baseball League, Inc. and Pop Warner Little Scholars, Inc. Rules and Regulations and those rules and regulations duly established by the respective state and provincial organizations are to be considered binding on this Association.

5.02

All members are required to abide by the M.A.A. Coaches Code of Conduct and the Fan Code of Conduct.

Article VI - Parliamentary Authority

6.01

"Roberts Rules of Order" shall be the parliamentary authority on all matters not covered by the Constitution and By-Laws of this Association

Article VII - Amendment

7.01

Refer to Article VIII of the Constitution

Article VIII - Order of Business

8.01

The order of business for all meetings shall be as follows:

1. Call to Order by the Presiding Officer
2. Roll Call by the Secretary
3. Reading of the minutes of the previous meeting by the Secretary (followed by the necessary questions and a vote for acceptance of the minutes)
4. Treasurer's report
5. Reports of Committees
6. Unfinished business
7. New business
8. Adjournment

These Articles of Constitution and By-Laws were amended and approved by a general membership vote on September 14, 2009..