



**CAPITAL DISTRICT CRICKET ASSOCIATION (CDCA) - BYLAWS**

**Last Revised: 3<sup>rd</sup> April 2017**

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## **Article I -- Name**

The name of this Association shall be the Capital District Cricket Association (CDCA), hereinafter referred to as "Association or Organization".

## **Article II -- Purpose**

The purpose of the Association shall be:

- A. To promote and foster the growth and development of the game of Cricket for the youth and all other cricket enthusiasts in and around NYS Capital Region.
- B. Expand the reach of the game and encourage participation through conducting regular Cricket Tournaments in various formats (hardball and softball) at different levels of the game.
- C. To collaborate with local School Districts, Universities and recreational departments to provide an opportunity for the largest number of children, youth and adults to learn and improve their cricketing and overall athletic skills.
- D. To work cooperatively with other local, national and international Cricket/sport clubs/boards for promoting and advancing the game of Cricket in and around Capital Region of New York State.
- E. To periodically invite distinguished Cricketers, Umpires, Cricket Columnists and Cricket Analysts for seminars, workshops and coaching camps.
- F. To provide a platform for the cricket players in and around NYS Capital Region to enhance their Cricketing skills and further showcase their talent to enable participation and selection into local, national and international teams.
- G. To support amateur sports and the Olympic Movement in the United States.

## **Article III – Officers, Directors, Advisors and Members**

- A. The Officers of this Association shall be **the** President, Vice President, Secretary and **the** Treasurer. Initial officers will be the three individuals mentioned in the Certificate of Incorporation and a fourth individual

appointed by the initial President. The Officers shall also constitute the Executive Committee (EC).

- B. The Board shall consist of the Officers, and three (3) additional individuals appointed as Directors by the Officers.
- C. The Advisors, experienced cricketing individuals such as Captains, former captains or individuals representing a cricket club, shall consist of a maximum of five (5) individuals appointed by the Board, selected from the pool of former officers.
- D. Members : The association does not have any members voting or non-voting.

## **Article IV – Term and Appointment of Officers, Directors and Advisors**

- A. Term for officers: Initial Term of the Officers, will be for Two (2) years to establish and stabilize the Organization. The Term of the Initial Officers will end on December 31<sup>st</sup> of 2018. Term of the Officers, thereafter will be for a maximum of one (1) calendar year, ending on the 31<sup>st</sup> of December of the year of their appointment.
- B. The outgoing officers appoint the new team of officers who in turn appoint the new Directors for the next term at the Annual Meeting. The new Board (new officers and the new directors) will elect the President, Vice President, Secretary and the Treasurer from among the new officers and also appoint the new Advisors for the next term. The outgoing President will oversee the entire process of constituting the new board and the executive committee. It is recommended to complete above process by the second Saturday of December of the current year to ensure smooth transition of the responsibilities to the new Board.
- C. Appointment of any individual for a position of officer for a new term requires the individual to have served the Association as an Officer or a Director for at least one term in the preceding two years. For an officer to be selected as the President, the individual should have served as an officer of the organization for at least one term in the past. No individual can be appointed to the Board for a new term if he/she has served as the president in the

preceding year. Also, No individual can serve as President for two terms in three consecutive years.

- D. The three Directors appointed by the officers must have been in the playing 11 of a team that played at least 1 game in both HardBall and SoftBall CDCA leagues in the past two years prior to their appointment.
- E. New Board shall take office on January 1st after the end of the current term of the Officers, and shall serve a one (1)-year term. If an Officer or a Director leaves the organization, their position as an Officer or Director shall be considered vacant until and unless the current officers appoint another individual to fill in that position.
- F. A Director may be removed from office, in the event the said member's endeavors put the spirit, objective and/or reputation of the organization in jeopardy, by passing a resolution proposed by any of the officers and achieving at least two-third (2/3rds, rounded to next higher integer) of the vote from the officers. In the event of an officer being subject of such a resolution, he/she shall not be eligible to vote on the resolution.
- G. Outgoing Officers shall be responsible for transferring and transitioning of all functional responsibilities including documentary records, assets and any other material information related to the functioning of the association to the New Board.

## **Article V -- Duties of Officers, Directors and Advisors**

- A. The President shall be the principal officer of the Association; shall preside at meetings of the Board and shall serve as an ex-officio member of all committees. Such other duties as are necessary and incident to the office, or as may be prescribed by the Board, shall be performed by the President.
- B. The Vice President shall serve as the acting President and preside at meetings in the absence of or at the discretion of the President.
- C. The Secretary shall be responsible for:
  - i. Giving proper notice of all meetings of the Association and Board. This responsibility may be delegated by the Secretary to

another Board member (or other staff of the Association under the supervision of an officer). Any meeting notice may be communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication, by facsimile transmission or by mail or private carrier.

- ii. Recording and distributing the proceedings of Association, Executive Committee and Board meetings.

D. The Treasurer shall be responsible for:

- i. Keeping an account of all monies received and expended by the Association, assuring that all receipts and expenditures have been properly authorized and in compliance with the rules of the association, local and federal regulations.
- ii. Having complete and accurate financial reports prepared and presented at Board meetings and the Annual Association Meeting.

E. The Board may promulgate Rules and Regulations governing:

- i. Association operations.
- ii. The exchange of sports industry information.
- iii. The activities of special and standing committees.
- iv. Any function or activity of the Association not explicitly covered by these Bylaws.

F. The Board of Advisors shall be responsible for

- i. Providing strategic direction and guidance to the Board in matters related to the functioning of the Association and advancement of its charter.
- ii. Assist the Board in planning and execution of the Tournaments, training camps/workshops and all other Association events

G. All members of the Board shall act for the Association between Annual Meetings.

## **Article VI -- Committees**

Executive Committee:

- A. The Executive Committee shall be composed of the Officers. The President of the Association shall serve as the chairman of the Executive Committee.
- B. The Executive Committee shall: Manage the affairs of the Association and act on behalf of the Board between meetings of the Board and serve as the official liaison between the Association and governmental agencies, organizations or individuals on matters affecting the general welfare of the [Association](#) unless such liaison shall be assigned to an individual or a committee by the Association or its Board.
- C. The Executive Committee members shall be required to travel to and attend meetings, seminars or workshops [on matters related to the purpose and charter of the Association](#). The Association shall be responsible for the travel and living expenses of the Executive Committee members, [within reasonable limits](#), for [attending such](#) meetings, seminars or workshops.
- D. The Executive Committee [may time to time decide to](#) appoint special/ad hoc committees to plan and or organize various tournaments or events. [The size and composition of such committees shall be decided](#) by a majority vote of the [Board](#). The creation, delegation of authority to or action by [such](#) a committee shall not relieve the Officers or the Directors from any responsibility imposed by law or alone constitute compliance by an Officer or Director with the applicable standards of conduct. No [such special/ad hoc committee appointed by the EC or Board](#) may (i) authorize distributions, (ii) recommend to or approve the dissolution, merger or the sale, pledge or transfer of all or substantially all the Association's assets, (iii) elect, appoint or remove Directors or fill vacancies on the Board of Directors or on any of its committees or (iv) adopt, amend or repeal the Association's Articles of Incorporation or these Bylaws. Procedures for meetings of any committee shall be as established by the Board or, in the absence thereof, by the committee itself.

## **Article VII -- Amendments**

- A. The Bylaws of the Association may be amended only during an Annual Meeting of the Board.

- B. Officers or Directors wishing to amend the Bylaws must submit proposed amendments in writing, specifying the amendment and bylaw(s) to be amended [along with a detailed supporting reasoning and information for the proposed changes](#), to the Association's President at least sixty (60) days prior to the Annual Meeting during which they are to be considered.
- C. A copy of the proposed Bylaw amendments shall be delivered to members [of the Board](#) by a notice communicated at least thirty (30) days prior to the Annual Meeting during which they are to be considered and must be presented as delivered.
- D. Proposed amendments to the Bylaws shall require an affirmative vote by two-thirds (2/3rds, [rounded to the next higher integer](#)) of the Board.

### **Article VIII -- Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

### **Article IX -- Logo**

- A. The Association shall have a logo, approved by the Officers and Directors.

### **Article X -- Liability**

Nothing herein shall constitute board members of the Association as partners for any purpose. No Officer, Director, agent or appointee of the Association shall be liable for the acts or failure to act on the part of any Officer, Director, agent or appointee of the Association; nor shall any members, Officers, Directors, agents or employees be liable for their acts or failure under these Bylaws except for actions or failures to act arising out of their willful malfeasance.



## Article XI -- Standard of Conduct for Directors

- A. Each **board member** shall discharge his or her duties, including without limitation their duties as a member of any Association, (i) in good faith, (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the **board member** reasonably believes to be in the best interests of the Association. A **board member** is not liable for any action taken in their capacity, or any failure to take any action, if **he or she** performed their duties in compliance with the provisions hereof. A **board member** shall not be deemed to be a trustee with respect to the Association or with respect to any property held or administered by the Association including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.
- B. In discharging their duties, a **board member** is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by the persons designated below. However, a **board member** shall not be entitled to the benefits of this provision if the **board member** has actual knowledge concerning the matter in question that makes such reliance unwarranted. The designated persons on whom a **board member** is entitled to rely are: (i) one or more Officers or appointees of the Association whom the **board member** reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, public accountants, or other person as to matters which the **board member** reasonably believes to be within such person's professional or expert competence; or (iii) a committee of which the **board member** is not a member if the **board member** reasonably believes the committee merits confidence.
- C. The provisions of this Article XI are intended to always be consistent with and to incorporate applicable provisions of the New York Nonprofit Corporation Act as in effect and amended from time to time.

## Article XII -- Conflict of Interest Transactions

As used in this Article XII:

- A. A conflict of interest transaction means a transaction with the Association in which a **board member** of the Association has a direct or indirect interest.
- B. A **board member** of the Association has an indirect interest in a transaction if:
  - i. Another entity in which the **board member** has a material financial interest or in which the **board member** is a general partner is a party to the transaction; or
  - ii. Another entity in which the **board member** is a director, officer, or trustee is a party to the transaction and the transaction is or should be considered by the **board member** of the Association.
- C. A conflict of interest transaction is not voidable by the Association solely because of the **board member's** interest in the transaction if any one of the following is true:
  - i. The material facts of the transaction and the **board member's** interest were disclosed or known to the board or a committee of the Board, and the board or the committee authorized, approved, or ratified the transaction by the affirmative vote of a majority of the **board members** on the Board (or on the committee) who have no direct or indirect interest in the transaction provided that a transaction shall not be authorized, approved, or ratified under this Section by a single **member of the board**.
  - ii. If a majority of the **board members** who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Section.
  - iii. The presence of, or a vote cast by, a **board member** with a direct or indirect interest in the transaction does not affect the

validity of any action taken hereunder if the transaction is otherwise authorized, approved, or ratified as provided herein.

iv. The transaction was fair to the Association.

- D. No loan, guaranty, or other form of security shall be made or provided by the Association to or for the benefit of its Directors or Officers.
- E. The provisions of this Article XXI are intended to always be consistent with and to incorporate applicable provisions of the [New York Nonprofit Corporation Act](#) as in effect and amended from time to time.

### **Article XIII – Indemnification**

B. The Association declares that any person who serves at its request as a Director, Officer, or agent of the Association shall, in such capacity, be subject to indemnification under the provisions of this Article in accordance with and to the fullest permitted by the provisions of the New York Nonprofit Corporation Act, as hereafter amended from time to time, and the corresponding provisions of any subsequent law (for purposes of this Article referred to as the "Act" and the indemnification provisions of which are incorporated herein by this reference). Any such person shall be indemnified by or on behalf of the Association against expenses (including attorneys' fees), liability, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of such service if such person:

- i. conducted himself or herself in good faith,
- ii. Reasonably believed, in the case of conduct in an official capacity with the Association, that the conduct was in the best interests of the Association and, in all other cases, that the conduct was at least not opposed to the best interests of the Association, and

- iii. In the case of any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.
- C. No person shall be entitled to indemnification under Section A. of this Article either:
  - i. In connection with a proceeding brought by or in the right of the Association in which such person was adjudged liable to the Association or
  - ii. In connection with any other proceeding charging improper personal benefit to such person, whether or not involving action in that person's official capacity, in which such person is ultimately adjudged liable on the basis that the person improperly received personal benefit.
- D. Any indemnification under Section A. of this Article shall be made by the Association only as authorized in each specific case upon a determination that indemnification of the person is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section A. Such determination shall be made by the [board member](#) by a majority of a quorum of disinterested [board members](#) not at the time parties to the proceeding or, if such a quorum cannot be obtained, in a manner otherwise prescribed by the Act. Notwithstanding the prohibitions on indemnification set forth in Section B. of the Article, indemnification may be made by the Association to the extent that the court in which the subject action or proceeding was brought shall determine upon application that, despite the adjudication of liability or guilt, but in view of all the circumstances of the case, a person referred to in Section A. of this Article is entitled to indemnity for such expenses and other amounts which the court may deem proper.
- E. The Board may exercise the Association's power to purchase and maintain insurance (including, without limitation, insurance for legal expenses and costs incurred in connection with defending any claim, proceeding or lawsuit) on behalf of any person referred to in Section A. of this Article against any liability asserted against or incurred by such person in the capacity

designated or arising out of the person's status as such, whether or not the Association would have the power to indemnify that person against such liability under the provisions of this Article.

- F. The indemnification provided under Section A. of this Article shall continue as to persons who have ceased to serve in the capacity designated with respect to actions in their official capacity while serving as such and shall inure to the benefit of their heirs, executors and administrators.

## **Article XIV -- Rescission**

Any action of the Association, its Board or its representatives may be rescinded or changed during the Annual Meeting by an affirmative vote of two-thirds (2/3rds, rounded to the next higher integer) of the board members.

## **ARTICLE XV: IRC 501(c)(3) Tax Exemption Provisions**

### **A. Limitations on Activities**

- i. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
- ii. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of Internal Revenue Code, or the corresponding section of any future federal tax code.

### **B. Prohibition Against Private Inurement**

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, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes as set forth in this certificate of incorporation.

### **C. Distribution of Assets upon Dissolution**

In the event of dissolution, all of the remaining assets and property of the corporation shall after deducting all applicable expenses thereof be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, OR, to the federal government, OR, to the state or local government for a public purpose upon approval of a Justice of the Supreme Court of the State of New York.

### **D. Private Foundation Requirements and Restrictions**

In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation

- i. Shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
- ii. Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- iii. Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- iv. Shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and
- v. Shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

## Adaptation of By-Laws

We, the undersigned, are all of the initial [officers](#) of the corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of preceding bylaws pages, as the bylaws of the corporation.

Dated:

Name:

Signature:

Name:

Signature:

Name:

Signature:

Name:

Signature: