

# WASHINGTON CRICKET LEAGUE

## WCL CONSTITUTION

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Articles of the League – 2019

Constitution Review Committee



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## Preamble

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*In order to enhance the prestige of cricket, to improve the level of playing excellence, and to foster the spirit of sportsmanship among all cricketers, we consider it our duty to sponsor matches with cricket teams from other sections of our country and from foreign lands; to sponsor matches for the benefit of worthy charitable enterprises; to disseminate information on the game and to encourage in every way the teaching of the art of cricket.*

## Mission Statement

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The WCL shall create opportunities for all persons to participate in the game of cricket and in social and charitable events irrespective of age, gender, disability, race, creed or ethnicity through the promotion and development of cricket.

The WCL shall not participate in federal, state or local political campaigns, nor does it endorse any political candidate and shall not operate for the private interest of its directors, founders or any persons controlled by such interests.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, director, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

## **Article I. NAME**

### **Section 1.01 Organization**

This organization is an amalgamation of cricket clubs and shall be known as the Washington Cricket League (hereinafter referred to as “the Organization or the WCL”) and shall be perpetual. The Executive Committee shall seek membership with the national governing body of cricket in the United States of America and affiliate with regional associations as practicable. Such membership and affiliations must be authorized by Board and approved by the majority of clubs at an Annual General Meeting.

### **Section 1.02 Registered Offices**

The location of the Organization’s registered office is as determined from time to time by the Board of Directors but shall only be in the Washington Metropolitan area.

### **Section 1.03 Common Seal**

The Organization’s Common Seal shall be located in the possession of the Chairman of the Board or a nominee, who must be a member of the Board or an Executive Officer.

### **Section 1.04 Authorization**

The person authorized to affix the Common Seal must at the same time sign the document involved.

## **Article II. OBJECTIVES AND FUNCTIONS**

### **Section 2.01 Objectives**

The Organization shall exist as a non-profit entity for the purpose of providing opportunities for all persons to participate in the game of cricket and in social and charitable events irrespective of age, gender, disability, race, creed or ethnicity. To this end, the Organization shall:

- I. Facilitate growth and the local and regional development of cricket including the promotion of Cricket as a demonstration sport in the public schools in the Baltimore and Washington Metropolitan areas.
- II. To engage in fostering the virtues of cricket and provide enrichment programs for At-Risk Youth.
- III. To offer training and competitions to athletes at levels commensurate with their experience.
- IV. Coordinate, manage, control and regulate games at both a recreational and competitive



level.

- V. Liaise with regional, national and international bodies.
- VI. To actively donate to other charitable enterprises and participate in community services.
- VII. Carry out all its financial transactions to effectuate the purpose of the Organization.

## **Section 2.02      Governing Documents**

The operations of the Organization shall be governed by the Constitution and by the By-Laws.

## **Section 2.03      Compensation**

At all times herein relevant, no part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, any of its members, trustees, directors, officers or other private persons, except that the Organization shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

## **Section 2.04      Realm of Activities**

No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

# **Article III. MEMBERSHIP**

## **Section 3.01      Introduction**

Membership in the Organization is open to any properly constituted cricket club, provided that the club does not have aims or agendas that conflict with the objectives of the Organization as defined in Article II. The Organization shall not discriminate against anyone on the basis of race, color, national origin, religious affiliation or belief or otherwise.

## **Section 3.02      Membership into the League**

A Cricket Club may become a member of the Organization by meeting all of the following requirements:

- I. Filing a written application with the Executive Secretary by September 30, of each year.
- II. Paying a non-refundable application fee of as listed in **Appendix B** of this Constitution.
- III. Paying the initiation fee as listed in **Appendix B**.

- IV. Providing the membership details including names and addresses of the officers of the club to the Executive Secretary.
- V. Recognizing and agreeing to abide by the Organization's Constitution and Bylaws.
- VI. The Executive Committee with the advice and consent of the Board may waive the eligibility requirements provided such waiver maintains or enhances the level of competition

## **Section 3.03      Guidelines for accepting teams**

The Executive Committee shall have the power to approve or reject an application for membership. In deciding whether to approve or reject an application for membership, the Executive Committee shall consider but is not limited to the following factors:

- i. Availability of grounds on a weekly basis.
- ii. The team's willingness to play the majority of its game on an away basis, if it does not have a home field.
- iii. Whether or not the team(s) acceptance will have an adverse effect on the format by which the Organization currently plays cricket games.
- iv. Whether or not the team(s) acceptance will enhance the quality of competition in the Organization.
- v. Whether or not the team(s) acceptance will have an adverse impact on the stability of existing/established teams.
- vi. Whether or not the team(s) acceptance will have an adverse impact on the stability of the Organization.
- vii. Whether or not the team(s) acceptance will boost the image and stature of cricket in the Washington Metropolitan area and the United States.

## **Section 3.04      Admission of teams into the League**

Admission of teams that would result in the expansion of the Organization shall be determined by at least a 2/3 majority vote of all member clubs present at the General Meeting. All clubs must be given notice of the proposed expansion prior to the General Meeting. In all other cases, the approval of membership shall be at the discretion of the Executive Committee.

## **Article IV. GOVERNANCE**

### **Section 4.01      Board of Directors**

Governance of the Organization shall be vested in the Board of Directors hereinafter referred to

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as “the Board”. The Board shall be a volunteer Board and is charged with the fiduciary duty to guide, support and direct the mission of the Organization and to oversee its internal operations.

## **Article V. BOARD OF DIRECTORS**

### **Section 5.01 Functions of the Board**

Except, as otherwise provided in this constitution, all corporate powers shall be exercised by or under the authority of the Board of Directors.

- i. The Board represents the interests of the WCL consistent with its 501 (c) (3) Charter and the development of cricket in the WCL through sound policy, guidance and strategic direction.
- ii. The Board shall oversee the management of the WCL and its affairs, but does not manage its day-to-day operations.
- iii. The Board shall focus on long-term objectives and impacts, rather than on the day-to-day management of the WCL.
- iv. The Board shall empower the Executive Committee to manage the organization with effective oversight by the Directors and shall enable the Organization to effectively and successfully achieve its purpose.
- v. The Board shall review and approve significant corporate actions; including but not limited to: annual operating plans; capital expenditure over Five Thousand dollars (\$5,000), procurements over Seven Thousand Five hundred dollars (\$7,500), financial strategies, borrowing commitments and long range financial planning.
- vi. The Board shall likewise review and approve, budgets, contracts, financial statements, audits and control policies.
- vii. Ensure that the WCL’s commitments, resolutions, legal and regulatory compliance are satisfied.
- viii. The Board shall set policies and provide guidance to the Executive Committee on significant issues facing the corporation.
- ix. The Board of Directors shall monitor the WCL’s compliance with applicable Federal, State and local laws and regulations.
- x. The Board of Directors shall monitor the WCL’s compliance with its Non-Profit Charter.
- xi. The Board shall be prepared to act in case of an unforeseen corporate crisis including: assuring the continuity of the organization, amending the Bylaws by a two-thirds majority vote, making emergency decisions when management cannot perform and stepping in when crisis endangers the programs or existence of the organization.
- xii. The Board shall review and approve cricket development programs.
- xiii. The Board shall act only as a group. Individual directors shall have no power except that which is expressed by a majority vote of the Board as a whole.
- xiv. The Board shall be sensitive to the desirability of diversity at all levels of the WCL and shall develop norms that favor open discussion and the presentation of different points-of-view.
- xv. The Board shall be the final arbiter of judicial matters and shall have the authority to hear appeals and review the decisions of the other tribunals within the Organization to

determine if there were any irregularities. Towards this end, the Board shall appoint a three (3) member appellate committee to adjudicate appeals from the various branches of the Organization

- xvi. The Board shall have discretion to decide which cases to hear but is mandated to hear cases involving expulsion from the WCL and cases involving the interpretation of the Constitution and By-Laws.
- xvii. The Board shall be the final interpreter of the Constitution and the By-Laws of the Organization.

## Section 5.02      **Qualifications of the Board**

- i. Each director of the Board must be a citizen or legal resident of the United States of America.
- ii. A director must have the highest personal and professional integrity and shall have demonstrated exceptional ability and judgment **in leadership, governance and oversight**, and shall be effective, in conjunction with the other directors, in serving the long-term interests of the WCL.
- iii. Directors should have diverse experience in the key business, financial and other challenges that face the WCL.
- iv. Directors should have the time available to attend meetings and to represent the Organization to its various constituencies.
- v. Directors should be loyal to the Organization, believe in its mission and goals and otherwise serve as Goodwill Ambassadors of the Organization.
- vi. Directors should have a high level of experience or capability in the Board's oversight responsibilities, **problem solving, strategic skills**, including but not limited to the areas of finance, marketing, fundraising, audit, management, communications, and sports.
- vii. **Directors shall have a minimum of four (4) years executive experience in the WCL or a minimum of (4) year leadership experience, at the highest level, in the other organizations that comprises the WCL.**

**At all times hereto relevant, directors shall be in good standing with the WCL and shall not have any significant prior or current disciplinary or ethical infractions in any organization that makes up the WCL**

## Section 5.03      **Make-up of the Board**

- i. The Board of Directors shall consist of seven (7) total Directors in the following capacities:
  - a. One Chairman
  - b. One Vice Chairman
  - c. The President of the Washington Cricket League
  - d. One Secretary
  - e. Three (3) At-Large Directors, one of which is a player representative
- ii. The Board of Directors shall elect from among them by a majority vote, a Chairman, Vice-Chairman and a Secretary. All Directors except the President of the

Washington Cricket League are eligible for any of these positions.

- iii. The election shall be held at the inaugural meeting of the Board and the newly elected Chairman, Vice-Chairman and Secretary shall take office immediately.
- iv. The Secretary shall prepare and keep the minutes of all actions taken at Board meetings. A complete printed or electronic copy of the minutes shall be made available to any legitimate member of the Organization within fifteen (15) days of a request for same.
- v. No more than two members from the same WCL Club shall serve on the Board at the same time. Each Director shall meet the independence requirement as outlined herein.

## **Section 5.04      Honorary Members**

- i. Honorary Membership is available to persons of high repute and who have been of great service to the WCL or who have provided outstanding service to cricket or other related sporting or non-sporting entities or whose membership would enhance the reputation of the Association. The bestowal of Honorary Member status on any individual is subject to two-thirds (2/3) majority approval by the Board.
- ii. The membership of an Honorary Member of the WCL may be terminated by a two thirds (2/3) majority decision of the Board.
- iii. The Board may designate Honorary Members to sit on the Board but they shall not be allowed to vote at Board meetings.

## **Section 5.05      Selection of the Board**

The Board of Directors shall be appointed by the Nominations and Electoral Committee (hereinafter the "NEC") and confirmed by a majority of the member clubs present at a General Meeting of the organization.

## **Section 5.06      Independence of the Board**

All Directors and other members of the Board shall be independent. An "independent Director" is one who is determined to have no material relationship with the WCL, either directly or through an organization that has a material relationship with the WCL. A relationship is "material" if it would interfere with the director's independent judgment.

## **Section 5.07      Discharge of Duties**

Each Director of the Board and Officer shall discharge his or her duties:

- i. In good faith,
- ii. Honestly with the care of an ordinarily prudent individual in a like position would exercise under similar circumstances, and in a manner the Director or Officer reasonably believes to be in the best interests of the WCL.

## **Section 5.08      Compensation of Directors**

Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with the WCL's

policies.

## **Section 5.09      Conflict of Interest**

All Directors shall sign, acknowledge and abide by the organization's Conflict of Interest Policy, attached in **Appendix F**.

## **Section 5.10      Indemnification**

The WCL shall defend, indemnify and hold harmless each Director and each Officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such director or officer arising out of the latter's performance of his or her duties in the WCL, unless such claims, charges and expenses were caused by fraud, gross negligence or willful misconduct on the part of said officer or director.

## **Section 5.11      Tenure of Directors**

- I. A Director of the Board shall hold office for a period of five (5) years and shall hold office until that Director's successor is confirmed, or until such Director's earlier resignation, removal, incapacity, disability or death.
- II. Except for the President of the Washington Cricket League, members of the Board of Directors shall serve staggered terms of 5 years. They shall be divided, as equally, as may be into three classes.
- III. The seats of the Directors of the first class shall be vacated at the expiration of the second year; of the second class, at the expiration of the fourth year, and the third class at the expiration of the fifth year, so that one third may be chosen, as close as possible, to every second year.
- IV. The initial three classes shall be decided by the current board and by agreement of the directors to reduce their respective terms.

## **Section 5.12      Resignations, Removals and Vacancies**

- i. A Director's position on the Board may be declared vacant upon the Director's resignation, removal, incapacity, disability or death. Any Director may resign at any time by giving written notice to the Chairman of the Board, except the Chairman's resignation shall be given to the Board. All resignations shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- ii. Any director/member of the Board may be removed from the Board for malfeasance, incompetence, excessive tardiness and any other reason which the Board deems to run afoul with the goals and objectives of the WCL.
- iii. A Director may also be removed from the Board if he/she fails to attend more than one-half (1/2) of the regular meetings of the Board during a twelve-month (12) period, unless that Director can demonstrate that the presence of exigent circumstances caused and excused the absences.
- iv. A Director may only be removed from the Board upon the affirmative vote of two-thirds

(2/3) of the voting power of the Board (not including the voting power of the Director whose removal is under consideration).

- v. Vacancies on the Board may be filled by a duly approved resolution of a majority of the directors then in office.
- vi. A Director who is approved to fill a vacancy on the Board shall serve the remaining term of his/her predecessor in office which shall be deemed to be a full term.

## **Section 5.13      Board Meetings**

The Board of Directors shall meet at regularly scheduled meetings at least four (4) times per year. The Board shall hold at least one (1) meeting each quarter. Special meetings of the Board shall be held upon the call of the Chairman of the Board or upon the written request of not less than fifty (50%) percent of the Board.

## **Section 5.14      Directors' Attendance**

Directors of the Board are expected to attend in person all regularly scheduled Board meetings. However, each Director must attend a minimum of at least one-half (1/2) of the Board meetings, during any twelve-month (12) period.

## **Section 5.15      Proxy Voting**

No Director of the Board may vote or act by proxy at any meeting of the Board.

## **Section 5.16      Notice of Board Meeting**

The Chairman of the Board shall provide notice to all Board members of each meeting of the Board stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called. Said notice shall be in writing and shall be delivered either personally, by postal mail, by private carrier, by facsimile or by electronic transmission.

## **Section 5.17      Quorum**

The presence of a two-thirds (2/3) majority of the Directors of the Board at the time of any meeting constitutes a quorum for the transaction of business.

## **Section 5.18      Voting**

- i. Each Director, including the Chairman of the Board shall be entitled to one (1) vote.
- ii. The act of a simple majority of Directors on the Board constitutes an act of the Board.
- iii. In the event of a tie, the Chairman has the casting vote.

## **Section 5.19      Modes of transacting business**

The Board of Directors shall have the power to transact its business by mail, electronic mail, telephone, videoconference, or facsimile, if in the judgment of the Chairman of the Board the urgency of the case requires such action.

## **Section 5.20      Agenda**

- i. The agenda for a meeting of the Board of Directors shall be set by the Chairman of the Board, after consultation with the President of the Executive Committee.
- ii. Any director of the Board may request that items be placed on the Board's agenda

## **Section 5.21      Questions of Order and Board Meeting Leadership**

- i. Questions of order shall be decided by the Chairman of the Board, unless otherwise provided in advance by the Board.
- ii. The Chairman shall lead meetings of the Board.
- iii. If the Chairman is absent from any meeting of the Board, the Vice-Chairman shall assume all such duties and responsibilities.

## **Section 5.22      Minutes of the Board Meetings**

- i. The Secretary of the Board shall prepare and provide a printed or electronic copy of the minutes of any meeting of the Board of Directors within fifteen (15) days of a any such meeting.
- ii. The Secretary shall be the custodian of the minutes of all meetings of the Board and shall provide and make available a copy of the said minutes within fifteen (15) days of the request for the same by any legitimate member club of the WCL.
- iii. The minutes may be stored electronically.

## **Article VI. NOMINATIONS AND ELECTORAL COMMITTEE**

### **Section 6.01      NEC**

The NEC shall be appointed as follows 2 members will appointed by the Board, 2

members by the Executive Committee and 1 member by the clubs. The NEC shall

have the following responsibilities:

- i. Evaluate prospective candidates for the Board of Directors, based on eligibility requirements.
- ii. Select individuals to serve on the Board of Directors as provided in the Constitution;
- iii. Recommend as requested by the Board of Directors, individuals to serve on various committees and task forces;
- iv. Consult with the Judiciary Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
- v. Perform such other duties as assigned by the Board of Directors.



## **Section 6.02      Nominee Qualification Considerations**

In considering a candidate for nomination, the NEC shall take into consideration:

- i. The candidate's contribution to the effective functioning of the WCL;
- ii. Whether the candidate can bring relevant experience to the WCL;
- iii. Whether the candidate has the ability to attend meetings and fully participate in the activities of the WCL;
- iv. The candidates reputation for personal integrity and commitment to ethical conduct;
- v. Whether the candidate has developed any relationships with another organizations, or other circumstances have arisen, that might make it inappropriate for the candidate to serve in the capacity under consideration;
- vi. Any other qualification the NEC deems appropriate in the selection of a qualified and capable individual.

## **Section 6.03      Publication of Nominees**

The NEC shall use all legitimate and legal means to find qualified candidates. The NEC shall publish and circulate a list of the individuals nominated to serve on the Board to all WCL member clubs for a minimum of thirty (30) days.

## **Section 6.04      Objections to Nominees**

The member clubs shall have thirty (30) days from the date of publication to object to any nominee. Said objections must be in writing and forwarded to the NEC or Secretary of the Board.

- i. If the objection is found to be inconsequential, frivolous or in bad faith, then the objection shall be dismissed by the NEC.
- ii. If the objection is legitimately found to be justifiable, the nomination shall be withdrawn by the NEC.
- iii. All nominations by the NEC shall be confirmed by a majority vote of the member clubs present at a General Meeting of the Organization.

## **Section 6.05      Composition of the Nomination and Electoral Committee**

- i. The NEC shall consist of five (5) individuals who shall be members of a WCL club in good standing and who are not under any disciplinary action by USACA or any of its members.
- ii. The NEC shall elect from its members by acclamation: a Chairman and a Secretary.
- iii. The Chairman shall have a casting vote in the event of a deadlock on issues under discussion.
- iv. No more than one (1) member of a club may serve at the same time on the NEC.
- v. The NEC shall cease to exist when the Board is seated.

## Article VII. MANAGEMENT OF THE ORGANIZATION

### Section 7.01 Executive Committee

- i. The Executive Committee shall implement and coordinate the activities of the organization. In addition the Executive Committee shall:
- ii. Ensure efficient and effective management of the day-to-day activities of the Organization
- iii. Ensure that the daily operations of the Organization comply with strategic direction.
- iv. Ensure efficient allocation of the Organization's resources
- v. Establish and implement marketing programs to secure sponsors and funding
- vi. Keep the Board fully informed with matters pertinent to the Board's duties and function
- vii. Manages and directs the WCL's cricketing operations including not limited to, obtaining necessary permits for league fields, drafting and implementing the schedule of games, administering and managing all league games, collecting dues from member clubs, administering the Playing Conditions, By-Laws and Code of Conduct, procuring the equipment necessary for playing and teaching the game of cricket
- viii. Plan and implement functions and activities which are germane to the day-to-day activities of the WCL
- ix. Plan and execute developmental programs
- x. Implement the strategies and decisions of the Board
- xi. Execute such other duties as may be delegated by the Board.

### Section 7.02 Composition

The Executive Committee of this Organization shall be elected by the member clubs and shall consist of:

- i. President
- ii. Vice-President
- iii. Executive Secretary
- iv. Treasurer
- v. Match Secretary
- vi. Statistician
- vii. Youth Programs Coordinator
- viii. Marketing and Fundraising Coordinator.

### Section 7.03 Qualification Criteria

Only persons who are members in good standing with an affiliated club may serve on the WCL Executive Committee. However, no more than two members from the same club shall serve on

the Executive Committee at the same time. Executive Committee members shall be in good standing with the WCL and shall not have any significant prior or current disciplinary or ethical infractions in any organization that makes up the WCL

## **Article VIII. DUTIES OF THE OFFICERS**

### **Section 8.01 President**

The President of the organization shall preside at all meetings of the Executive Committee and shall be the Chief Executive Officer (CEO) of the organization. He shall be an ex-officio member of all committees and shall, with the advice and consent of the Executive Committee, appoint all committees not required to be elected. He shall have the power to appoint any ad-hoc committee in order to achieve the goals of the Organization.

The President, with majority support of the Executive Committee, can appoint any qualified WCL club member to fill a vacant Officer position until the position's next regularly schedule election.

In addition the President shall:

- i. Sit on the Board of Directors and shall have full voting rights as a Director of the Board, notwithstanding his tenure on the Board of Directors shall cease upon expiration of his term as President of the WCL
- ii. Provide a quarterly written report to the Board of Directors on the state of the WCL
- iii. Be the liaison between the Board of Directors and the Executive Committee
- iv. See that all Board commitments, resolutions and oversight are carried into effect
- v. Preside over, organize and direct the Executive Committee. In this capacity, in particular he decides the agenda and the proposals to be discussed by the Committee
- vi. Hold the casting vote in the event of a tie on all matters voted on at the Executive Committee level
- vii. Exercise such powers and perform such other duties as from time to time may be assigned by the Board of Directors
- viii. Act as the official representative for the league in regional cricket matters and liaise with regional administrative boards
- ix. Provide appropriate reports to the Board of Directors regarding regional activities and WCL involvement in such activities.

### **Section 8.02 Vice-President**

The Vice President shall exercise all the powers of the President in his absence. The Vice-President shall serve as a permanent member of the Judiciary Committee.

## **Section 8.03      Executive Secretary**

The Executive Secretary is the first point of contact for members and prospective members contacting the WCL.

The Executive Secretary shall keep the minutes of all meetings except Board meetings, attend to all correspondences pertaining to the daily operations of the Organization and shall be the custodian of all WCL properties, except funds.

The Executive Secretary shall:

- i. Keep a hard copy of minutes of all meetings except Board meetings
- ii. Prepare and deliver copies of the minutes of Executive meetings to the Board and members of the WCL within fifteen (15) days following the Executive Committee Meeting
- iii. Manage all correspondence directed to the Executive Committee
- iv. Protect and preserve all written, photographed and electronic records of transactions executed by the Executive Committee
- v. Keep a record and updated database of all members of the WCL
- vi. Process new membership applications
- vii. Assist the President in writing, editing, production and distribution of all WCL publications and other official WCL directives to the members
- viii. Be the custodian of the Organization's governing documents including its Constitution and By-laws.

## **Section 8.04      Treasurer**

The Treasurer shall have charge of the finances of the Organization and shall present in person, a Quarterly Financial Report to the Board or upon the request by the Board. Treasurer shall likewise provide an Annual Financial Report to the Board. Further, the Treasurer shall:

- i. Provide and present a detailed report at each regular Executive Committee meeting, including reconciled bank statements as to the balance at hand
- ii. Keep and maintain complete and accurate records of the Organization's finances, taxes, including records of all collections, expenditure, receipts and disbursements, assets, liabilities and retained earnings
- iii. Collect all corporate funds including but not limited to: dues, fees, fines, sponsorship funds, donations
- iv. Manage monies for the Umpiring Association and the Judiciary Committee and other committees of WCL independent of each other and maintain separate accounts for that purpose
- v. Deposit all funds into a bank designated by the Board

- vi. Prepare and submit to all member clubs the Organization's Annual Financial Report at the November General Meeting. This report shall include consolidated financial reports of all Subsidiaries, Associations and Committees of the Organization
- vii. Prepare and submit to all members of the all Subsidiaries, Associations, Committees, appropriate financial reports at their respective General Meetings
- viii. Attend all Board Meetings and provide the Board with all financial statements as mandated by the Board
- ix. Prepare and submit tax returns and associated forms, as required by City, State and Federal laws, in a timely manner, including the Annual Information Return – Form 990 to the IRS
- x. Ensure that all property, corporate and payroll taxes are paid promptly
- xi. Manage and oversee all disbursements including payroll
- xii. Prepare and submit the Organization's annual budget to the Board for its approval
- xiii. Assist with the logistics and coordination of the Organization's events including membership meetings and seminars
- xiv. Provide all duties incident to the Office of Treasurer
- xv. Ensure the Treasurer's books and reports are available for audits prior to the Annual General Meeting or at anytime as deemed necessary by the Board
- xvi. Keep track of WCL inventory and other WCL tangible assets and properties.

With the Board's approval, the Treasurer may utilize the services of a CPA or a CPA firm to ensure all financial documents and reports are consistent with the requirements of the local and governmental authorities. Additionally, the Treasurer may be bonded at the discretion of the Board.

## **Section 8.05      Match Secretary**

The Match Secretary shall compile a list of games for the season for final approval by the Executive Committee by the end of February of each year and is:

- i. Responsible for coordinating all changes on the fixtures throughout the season and for granting all requests for use of the Organization grounds by member clubs
- ii. Responsible for reporting to the League Accountant all clubs that forfeited games
- iii. Ensure that all Organization fields are in good playing condition
- iv. Shall serve as a permanent member of the Umpiring Association
- v. All communications between the Match Secretary and the clubs regarding the scheduling of games must be copied to the President.

## **Section 8.06      Statistician**

The Statistician shall have the following responsibilities:

- i. Manage all statistics including but not limited to the names, addresses and other relevant data of all playing members registered by each member club
- ii. Keep track of the records of all games, including the match reports from which shall be calculated points awarded in each match and results of all matches
- iii. Reconcile and publish accurate & updated statistics by the following Thursday of each week during the playing season. He shall also submit a detailed and accurate list of statistics to the Executive Committee at the end of the season so that said committee can determine all award recipients. He shall keep a separate set of statistics for players participating in the playoffs after the end of the regular season
- iv. Report any irregularities relating to registration of players and the offending club to the Executive Committee
- v. Chair committee to decide the player of the week and year
- vi. In conjunction with the other executive officers, ensure that sufficient documents and data are retained to preserve the history of the Organization into posterity.

## **Section 8.07      Youth Program Coordinator**

The Youth Program Coordinator shall:

- i. Coordinate the management of all youth programs to ensure the local youths are appropriately educated on the rules and the history of the game
- ii. Work closely with the local authorities, schools and park officials as appropriate
- iii. Work with parents and other league officials to ensure the goals of the Youth Program as outlined by the national and international cricket authorities are met
- iv. Undergo a third-party background check.

The records of the background check shall be kept with the Secretary of the WCL.

## **Section 8.08      Marketing and Fundraising Coordinator**

The Marketing and Fundraising Coordinator shall:

- i. Be responsible for various public relations with the local community, schools and park authorities and other club and league members to ensure Organization's name and integrity is protected and held in high esteem.
- ii. Be responsible for coordinating the league's Spring, Fall General meetings and any other Special meetings with the league membership
- iii. Be responsible for coordinating the league play-offs and finals to ensure the players and spectators are well-accommodated
- iv. Be responsible for organizing and coordinating the WCL Annual Banquet.
- v. Solicit, coordinate and liaise with potential sponsors, partners on behalf of the WCL.

## **Section 8.09      Remunerations**

Services rendered to the Organization by those holding office shall be on a voluntary basis and in the best interest of the Organization.

## **Section 8.10      Officers Incurring Expenses**

No Officer of the Organization may incur expenditure on behalf of the Organization without the express permission of the Executive Committee or the President.

## **Section 8.11      Members Incurring Expenses**

No member of a Club may incur expenditure on behalf of the Organization without the express permission of the Executive Committee.

## **Section 8.12      Reimbursement of Expenses**

Any expenditure incurred by any Officer of the Organization or any member of a Club will not be reimbursed unless evidence of such expenditure is supported by a bona fide receipt.

## **Section 8.13      Indemnification**

The Organization shall indemnify the Officers of the Organization against all losses, costs or charges incurred in the performance of their duties, provided said duties are a part of that officer's regular duty or is duly authorized by the Executive. However, the Organization shall not indemnify any officer who at the time of the act, was not acting within the scope of his duty or was not acting for the furtherance of the Organization's bona fide objective and purpose.

## **Section 8.14      Conflict of Interest Policy**

All Officers of the Organization shall sign, acknowledge and abide by the organization's Conflict of Interest Policy outlined in the **Appendix F**.

## **Section 8.15      Code of Ethics**

In addition to the guidelines stated herein, every member of the Executive, Standing or Ad-hoc Committees is governed by the Organization's Code of Ethics as outlined in **Appendix E**.

## **Section 8.16      Violations and Breaches**

In the event an Officer of the Organization violates or breaches any provision of this Constitution and/or the intent and spirit of the Organization's Code of Ethics, any of the following consequences may occur:

- i. Reprimand
- ii. Expulsion
- iii. Any other measure which the Board of Directors deems just and proper.

## **Section 8.17      Removal of Executive Committee Members**

With the exception of the President of the Executive Committee, any Officer of the Executive Committee may be removed from office by a two-thirds (2/3) majority vote of all Executive Committee members. Any Officer of the Executive Committee may be removed by the President of the Executive Committee or by a declaration of the Board for malfeasance, incompetence, insubordination, tardiness, and any other reason which the Board deems to violate the goals and objectives of the WCL. Removal of any elected Executive Committee Member must be approved by the Board of Directors by a two-thirds (2/3) majority.

## **Section 8.18      Transition of League Properties and Documents**

Each and every Officer of the Organization has a duty of good faith when dealing with the Organization's property and shall exercise that duty for the benefit of the Organization.

- i. All Officers of the Organization shall hand over all the Organization's property and documents in his possession to the Board at the end of his tenure or upon termination of his office.
- ii. All committee members and agents and employees of the Organization shall hand over all the Organization's property and documents in his possession to the Executive Committee upon demand by the Executive Committee.
- iii. Any Executive Officer or member of any committee who willfully, fraudulently, with malice or in bad faith, confiscates or refuses to hand over Organization property, tangible, intellectual or otherwise, shall be barred for life from holding office in the WCL and from participating in any WCL sponsored activity.
- iv. "Organization Property" is deemed to be any item that the Organization owns or has financed directly or indirectly and shall include but is not limited to: funds, bank account information and documents, financial reports, contracts, minutes and records of the day-to-day operation, tax information and documents, website and domain information and documents, statistics accumulated, software, permits, written agreements, trophies and cricket equipment.
- v. Any Executive Officer who has shown gross negligence and reckless disregard for the Organization's property shall be subject to the same sanctions as listed above.

## **Section 8.19      Recovering League Property**

The WCL reserves the right to use legal or equitable means to recover said property. The offending individual is liable for and all legal fees and costs incurred thereby.



## Article IX. JUDICIARY COMMITTEE

### Section 9.01 Establishment

A Judiciary Committee shall be established for the purpose of dealing with complaints against players and club officials. The Judiciary Committee is created in a good faith effort to encourage and to safeguard the independence of the Judiciary within the sphere of the WCL's governing structure and to foster a fair and systematic approach to enforcing appropriate behavior for all within WCL. All Policies, Regulations and Guidelines of the Judiciary Committee are outlined in **Appendix H**.

## Article X. UMPIRES ASSOCIATION

### Section 10.01 Establishment

An Umpires Association shall be established to be responsible for coordinating umpire assignments, training and certifying umpires. All Policies, Regulations and Guidelines of this Association shall be outlined in **Appendix I**.

## Article XI. ASSESSMENTS AND DUES

### Section 11.01 Dues

Each club shall pay to the Organization, annual membership dues and any other applicable fees and surcharge as listed in **Appendix B**. All changes in dues, fees, and other payments listed in **Appendix B**, shall be determined by the Executive Committee and confirmed by the Board of Directors.

### Section 11.02 Matting Fees

A matting fee as listed in the **Appendix B** will be charged to all teams who use the Organization's matting for Home Games.

### Section 11.03 Surcharge

A surcharge as listed in **Appendix B** shall be imposed on all teams outside the Baltimore Washington Metropolitan area.

## **Section 11.04      Payment of Dues**

All dues and fees must be paid by January 31 of each year. A late charge as outlined in **Appendix B** will be assessed against any team that pays after January 31.

## **Section 11.05      Surrender of Membership**

Any team which has not paid its membership dues and any other fees by March 31<sup>st</sup> will be deemed to have surrendered its membership and will be removed from the schedule.

## **Section 11.06      Reinstatement**

Any team seeking reinstatement in the Organization after the March 31<sup>st</sup> deadline will be treated as a new applicant and is subject to the initiation fee heretofore mentioned.

## **Section 11.07      Financial Standing**

No club shall have voting privileges at any General Meeting of the Organization unless it is in good financial standing. Good financial standing shall mean that all assessments that the club is notified of are paid in full.

## **Section 11.08      Notice of Outstanding Fees**

A club must be given at least two (2) week notice of the outstanding fees before it is deemed to be delinquent and not in good financial standing.

# **Article XII. MEETINGS**

## **Section 12.01      Fall General Meeting**

A Fall General meeting shall be held in November of each year for the following reasons including but not limited to:

- i. To receive the Executive officers' annual report
- ii. To receive the Organization's financial statement
- iii. To elect officers for the New Year (Every two (2) years)
- iv. To confirm the Board of Directors of the Organization (Every three years)
- v. To decide any motion proposed by any member(s)
- vi. To confirm the membership fee structure for the upcoming year
- vii. To consider any general business item
- viii. The Chairman of the Board of Directors or designee shall chair this meeting.

## **Section 12.02      Spring General Meeting**

A Spring General Meeting must be held no later than the second weekend in April of each year. The Spring General Meeting shall be conducted by the Executive Committee for the following reasons including but not limited to:

- i. To receive the reports of the Executive officers regarding the preparations for the upcoming season. These reports must be in writing.
- ii. To discuss the state of the League Games
- iii. To discuss new rules and by-law changes
- iv. To discuss the Leagues schedules
- v. To discuss any game related on-field and off-field issues
- vi. To consider any other general business item
- vii. The President of the Executive Committee or designee shall chair this meeting.

## **Section 12.03      Special General Meeting**

A Special General Meeting can be called at anytime by the President or upon written request by at least eight (8) clubs, provided ten (10) days notice is given to each member club of the purpose of the meeting. The Board of Directors may also request a Special General meeting by a two-thirds (2/3) majority vote, provided ten (10) days notice is given to each member club of the purpose of the meeting.

## **Section 12.04      Meeting Quorum**

A quorum at any meeting shall consist of a majority of members in good financial standing.

## **Section 12.05      Executive Committee Meeting Frequency**

Executive Committee meetings shall be held at least once per month, but may be held as, when or where required, in order to transact the Organization's business and decide on resolutions put to the meeting.

- i. At all Executive meetings, a quorum shall be at least two-thirds (2/3) of the total number of officers elected.
- ii. The President will conduct all meetings.
- iii. Every Officer, including the President is entitled to one vote on every motion/issue put forward.
- iv. The President shall have the casting vote in case of a tie.
- v. The minutes of meetings should be made available to all members of the Organization.
- vi. An Executive Committee member who is absent for three (3) consecutive scheduled monthly meetings, without justifiable reasons, will be deemed to have relinquished that office and will be removed from the Executive Committee.

## **Section 12.06      Meeting Location**

The meeting of the Organization shall be held in the Washington Metropolitan Area at the discretion of the Board of Directors.

## **Article XIII.      VOTING AT GENERAL MEETINGS**

### **Section 13.01      Voting**

At the Annual General Meeting the voting for officers will be done by secret ballots. In all other cases, voting will comprise a show of hands.

### **Section 13.02      Voting Entitlements**

Each team in good financial standing is entitled to one (1) vote. However up to four (4) members from a club may address the meeting or submit motions.

### **Section 13.03      Voting Delegates**

The official contact person is deemed to be the voting delegate at all meetings and may not be changed after the commencement of the meeting. However, through its official contact person a club may designate anyone to represent them at a General Meeting by providing written authorization to the Secretary of the Board, at least forty-eight (48) hours prior to the commencement of the meeting.

### **Section 13.04      Voting by Proxies**

All proxies must be received in writing by the Secretary of the Board at least forty-eight (48) hours prior to the commencement of the meeting. The authenticity of all proxies must be verified by the Board of Directors in order to be valid.

### **Section 13.05      Tie-breakers**

In the case of a tie in the voting for officers, a second vote shall be conducted. If the tie persists after the second vote and an incumbent is involved, the incumbent will be declared the winner. In all other cases, the newly elected President will be responsible for breaking a persistent tie, except for the position of President in which case the outgoing President will break the tie.

## **Article XIV. ELECTIONS**

### **Section 14.01 Election Frequency**

The Executive Committee shall be elected every three (3) years by the legitimate voting delegates from each club. The elections of the Executive Committee shall be conducted at the November General Meeting. The newly elected officers shall take office on January 1<sup>st</sup> of the next calendar year.

## **Article XV. FINANCES**

### **Section 15.01 Financial Year**

The Organization's financial year shall be concurrent with the calendar year.

### **Section 15.02 Financing**

The Organization shall be financed by dues and subscriptions, donations, sponsorships and other legal means as determined by the Board.

## **Article XVI. FUNDS**

### **Section 16.01 WCL Bank Account**

A bank account shall be maintained in the name of the Washington Cricket League in a bank approved by the Board. All checks disbursing money from the account shall be signed by any two of the following: The President, the Vice-President, and the Treasurer, all of whose signatures shall be registered at the bank.

### **Section 16.03 Treasurer's Role**

The Treasurer shall be in charge of the Organization's funds and bank accounts.

## **Section 16.04      Restrictions on Usage of Funds**

The income and property of the Organization, however derived, shall be use solely toward the promotion of the objectives of the Organization as set forth in [Article II Section 1](#).

## **Section 16.05      Securing of Services**

The Organization shall not secure the services of salaried officers unless approved by the Board.

## **Section 16.06      Usage of Funds**

The Organization's funds shall be used for:

- i. Match expenses and equipment (ground fees, balls, refreshment).
- ii. Direct expenses (telephone calls, web site, postage, stationery, etc.).
- iii. Other expenses consistent with its non-profit objectives and approved by the Board.

## **Article XVII.      COMMITTEES**

### **Section 17.01      Executive Committee**

The Executive Committee of the Organization shall consist of elected officers as provided for in [Article VI Section 2](#) of this Constitution and shall manage the daily activities of the Organization and other ad-hoc committees convened by the President.

### **Section 17.02      Hall of Fame Committee**

The Hall of Fame Committee shall consist of the Match Secretary, the Treasurer, the Judiciary Chairman and others as the President and the Executive Committee shall deem necessary. The Chairman shall be appointed by the President with the approval of the Executive Committee. It is the Boards responsibility to apply criteria for players to be inducted into the WCL Hall of Fame. The Board shall determine final induction into the WCL Hall of Fame.

### **Section 17.03      Rules Committee**

The rules committee shall be responsible for assisting the Washington Cricket League in supporting and updating its playing conditions. The rules committee shall consist of the President, Vice President, Statistician, Umpire Association Member and the players representative on the board.

## **Article XVIII.      REGISTRATION OF PLAYERS**

### **Section 18.01      Roster of Playing Members**

Each club shall be required to maintain a roster of its playing members that it must register with the WCL, in a manner prescribed by the Bylaws.

- i. Clubs with multiple teams are required to maintain separate rosters.
- ii. A copy of this roster must be filed with the Statistician by March 31 of each year.
- iii. A team may add to its roster by either informing the Statistician in writing or submitting a written list to the officiating umpire prior to the start of the game.
- iv. The information for the members on the roster must be full and complete and must be compliant with the by-laws of the Organization.
- v. The above process shall be the only means of officially registering a player with the Organization. Failure to follow this procedure shall result in a fine as listed in **Appendix B**.

## Article XIX. DISCIPLINE OF PLAYERS AND CLUBS

### Section 19.01 Code of Conduct

The Organization's Code of Conduct and all its provisions are hereby incorporated, adopted and made a part hereof as if fully stated in this section. All the disciplinary matters relating to clubs and players are governed by the Code of Conduct outlined in **Appendix D**.

### Section 19.02 Club suspensions

A club that have been suspended or had its membership revoked must sit out the season following such action unless the Board rescinds or overturns the decision.

## Article XX. RULES OF THE GAME

### Section 20.01 Laws

The Laws of the International Cricket Council except as otherwise provided for in this Constitution and in the By-laws and Playing Conditions shall govern all Organization matches.

## Article XXI.CONSTITUTIONAL AMENDMENTS

### Section 21.01 Submission to Clubs

A current copy of the Constitution must be submitted to each club at the beginning of the cricket season.

## **Section 21.02      Amendments**

Any part of this Constitution may be amended at any General Meeting provided that the proposed amendments are:

- i. In writing,
- ii. Forwarded to the Executive Committee for circulation,
- iii. Circulated to the member clubs at least thirty (30) days prior to the General meeting.
- iv. Submitted in writing, to the Board of Directors within a reasonable period of time to satisfy the above thirty (30) day circulation requirement.

## **Section 21.03      Amendments from Clubs**

Clubs desiring to make amendments to the Constitution shall supply the Secretary of the Board with sufficient copies to send to each member club in the Organization.

## **Section 21.04      Ratifications**

Any changes to the Constitution must be ratified by a two-third (2/3) majority vote of all teams entitled to vote.

## **Article XXII.      INSPECTION OF RECORDS**

### **Section 22.01      Clubs**

Member clubs in good standing may at any reasonable time, inspect without charge the books, documents, records and other property of the Organization.

## **Article XXIII.      LIQUIDATIONS**

### **Section 23.01      Dissolution**

This Organization may be dissolved at any Annual General Meeting by a two thirds (2/3) majority vote of the affiliated clubs who are in good standing, provided that thirty days notice is given of such meeting and of the proposed dissolution.

### **Section 23.02      Distribution of Assets**

Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.



## **Article XXIV.      STANDING ORDERS**

### **Section 24.01**

The minutes of a previous meeting shall be accepted as presented or accepted with modifications, before the meeting shall pass onto any other business

### **Section 24.02**

All reports received at any meeting may be the subject of questions from the general body of the meeting and no further business may be transacted until such questions have been answered, or an undertaking to answer the question when further information is to hand has been given.

### **Section 24.03**

All speakers must address the Chair. The Chairman shall not allow any speaker to be heard who does not speak through him. The Chairman alone shall determine who shall be heard and in what order they shall be heard.

### **Section 24.04**

All speakers must stand to address any meeting, except at an Executive Committee and other committee meeting where all may remain seated.

### **Section 24.05**

Only one speaker may be heard at a time and the speaker having the floor shall be heard without interruption unless he is called to order by the Chairman.

### **Section 24.06**

Where possible the Chairman shall alternately call for speakers for, and then, against the question before the meeting.

### **Section 24.07**

No speaker shall be heard who shall use abusive or insulting language or behavior of any type

### **Section 24.08**

A speaker may rise to make a point of order at any time during a debate up to the time the Chairman orders that the issue be put to a vote.

### **Section 24.09**

A speaker making a point of order shall be heard. There shall be no debate on a point of order. The Chairman shall rule on the point of order before the debate progresses any further.

## **Section 24.10**

At anytime during a debate, if a motion is made “that the issue being debated be put to a vote” then the Chairman shall accept the motion and shall immediately call for it to be seconded. If seconded, such motion shall be voted on without further debate. If carried, the issue before the meeting shall be put to the vote. If lost, the debate may continue.

## **Article XXV. SAVING CLAUSE**

Failure of literal or complete compliance with provisions of these bylaws with respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the members at meetings held do not cause substantial injury to the rights of members shall not invalidate the actions or proceedings of the Board of Directors, committees or other bodies so affected.

## **Article XXVI. ORDER OF BUSINESS AT MEETINGS**

### **Section 26.01 Order of Business**

The following shall be the order of business at all meeting unless transposed by motions made and carried:

- i. Roll call and registration of teams
- ii. Reading minutes of previous meeting
- iii. Communications
- iv. Bills
- v. Reports of officers
- vi. Reports of committees
- vii. Report from the Chairman of the Board (November meeting only)
- viii. Unfinished business
- ix. Confirmation of members of the Board (November meeting only)
- x. Election of officers (November meeting only)
- xi. Election of membership (November meeting only)
- xii. New business
- xiii. Adjournment.