**Articles of Association/By-laws**

**ARTICLE I**

Name

The name of the association shall be “Westminster Baseball Association” (hereinafter, the “WBA”)

**ARTICLE II**

WBA Purpose

The purpose of the WBA shall be to promote and support such projects and activities as may be deemed necessary, appropriate, or desirable for enhancement of the WBA baseball programs for the residents of the greater Westminster and surrounding area of the State of Maryland. Teams will range from the ages of 4-18 years old.

**ARTICLE III**

Membership

Section 1. **MEMBERS:** The membership of WBA shall be compromise of and defined as each parent and/or guardian of each child participating in baseball

Section 2. **ANNUAL MEETINGS:** One annual meeting of the membership of WBA shall be held each year, and will be stipulated by the Board of Directors (hereinafter, the “BOD”) (as defined in Article IV hereof). The business to be transacted at the annual meetings shall include election of officers and any other business within the authority vested in it by these By-laws.

Section 3. **SPECIAL MEETINGS:** At any time in the interval between annual meetings, special meetings of the WBA membership may be called at the discretion of the BOD.

Section 4. **VOTING:** Notwithstanding the number of children any one member may have participating in the baseball program, each member of the Association is entitled to cast one (1) vote. A majority of the votes cast at a meeting of the WBA membership shall be sufficient to take or authorize action upon any matter which may properly come before them membership. Only votes casted by members who have attended 70% of previous 12 months meetings (on a rolling basis) may be counted.

**ARTICLE IV**

**Board of Directors**

Section 1. **POWERS:** The general business and affairs of WBA shall be managed under the direction of the BOD. The BOD shall have, and exercise in the name of WBA and on its behalf, all the rights and privileges deemed necessary, appropriate or desirable in achieving WBA’s stated purpose. In connection therewith, the BOD shall keep minutes of its meetings and full and fair accounts of its transactions.

Section 2. **TERM OF OFFICE:** The BOD shall be comprised of the President, Vice President, Secretary and Treasurer (as those offices are more fully defined in Article V hereof), together with the immediate past president of the Association, two (2) individuals to be appointed in the sole and absolute discretion of the President. Members of the BOD shall hold their respective positions for a period of one (2) year, commencing January 1 of said year.

Section 3. **ANNUAL MEETING; SUBSQUENT MEETINGS:** As soon as practical after the annual meeting of the WBA membership the BOD shall meet for the purpose of organization and the transaction of such other business. Thereafter, meetings shall be held monthly, or at such other times as the President or a majority of the members of the BOD may direct. All annual and subsequent meetings shall be general meetings and any business may be transacted threat.

Section 5. **INFORMAL BOARD ACTION:** Any action required or permitted to be taken at any meeting of the BOD may be taken without a formal meeting, and may be conducted telephonically or otherwise, provided that such action is reported to the BOD at its next meeting and correctly identifies each members vote in connection therewith. The report to the BOD shall be in writing and filed with its minutes.

Section 6. **QUORUM; VOTING:** The presence of five (5) or more members of the BOD shall constitute a quorum for the transaction for business at every meeting of the BOD. Each member of the BOD shall be entitled to cast one (1) vote and the BOD shall act in accordance with the cote of a majority of those members in attendance at a meeting at which quorum is present.

Section 7. **RULES AND REGULATIONS**: The BOD may adopt such rules and regulations for the conduct of its meetings and the management of the affairs of WBA as it may deem proper in its sole and absolute discretion, without any need to obtain approval of such by the membership of the Association.

**ARTICLE V**

**Officers**

Section 1. **PRESIDENT:** The president shall be the Chief Executive Officer of WBA and shall assume the responsibilities for the implementation of the policies as determined by the BOD and the supervision and direction of all the affairs of WBA. The President shall preside over the meetings of the BOD and the membership of WBA and shall perform such other duties as may be assigned by the BOD from time to time.

Section 2. **VICE PRESIDENT:** The Vice President shall be vested with all of the powers and may perform all of the duties of the President in the latter’s absence. The Vice President shall, without any vote by the membership of WBA succeed the office of President in the following year. The Vice President shall perform such other duties as may be assigned by the BOD from time to time.

Section 3. **TREASURER:** The Treasurer shall be the Chief Financial Officer of WBA and shall have general supervision and control over its finances, inclusive of the maintenance of such books, records and accounts as may be directed by the BOD. In the event the BOD requests an independent audit of such books, records and accounts, the Treasurer shall fully cooperate in this regard. The Treasurer shall perform such other duties as may be assigned by the BOD from time to time.

Section 4. **SECRETARY:** The Secretary shall keep the minutes of the meetings of the membership of WBA and the BOD, and shall maintain at all times, at least one copy of the By-laws and Rules and Regulations, together with all respective amendments to date. The Secretary shall send, or cause to be sent, among request of the BOD, all notices, communications, reports, and/or announcements to the membership of the WBA, BOD, or third parties. The Secretary shall perform such other duties as may be assigned by the BOD from time to time.

**ARTICLE VI**

**Vacancies**

Section 1. **REMOVAL:** The BOD shall have the authority to remove any of its members, if in the judgement of the BOD, the best interests of WBA will be served by such removal.

Section 2. **RESIGNATION:** Any member of the BOD may resign at any time. Such resignation shall take effect from the time of its receipt by the BOD, unless some time be fixed in the resignation, and then from that date.

Section 3. **FILLING OF VACANCY:** Except as otherwise provided below, in the event a vacancy or vacancies are created as a consequence of removal, resignations, or by operation of law, such vacancy/vacancies shall be filled by a vote of a majority of BOD members then in office, notwithstanding that the number of members then in office may constitute less than a quorum; **PROVIDED, HOWEVER**:

1. If a vacancy/vacancies relate to the members(s) appointed to the BOD by the Carroll County Parks and Recreation, the latter shall appoint, in its sole and absolute discretion, members in good standing to fill such vacancy/vacancies; and
2. If a vacancy relates to the office of Vice President, the individual filling such vacancy shall not succeed to the office of President in the following year, but shall be elected by the membership of WBA in accordance of Section 1. Article V.

Section 4. **TERM**: A member of the BOD elected or appointed to fill a vacancy shall serve for the unexpired portion of the term thereof.

**ARTICLE VII**

**Committees, Commissioners, etc.**

Section 1. **COMMITTEES:** The following shall be deemed to constitute the Standing Committees of the Association:

1. Equipment
2. Grounds
3. Concessions
4. Safety
5. Fund Raising; and
6. Player Agent

Section 2. **COMMISSIONERS:** Each classification of baseball, as they exist from time to time, shall be supervised by a Commissioner, each of whom shall act in accordance with the Rules and Regulations adopted simultaneously herewith and as subsequently amended.

Section 3. **MANAGERS:** Each group designated as a team within each classification of baseball, shall be supervised by a Manager, each of whom shall act in accordance with the Rules and Regulations adopted simultaneously herewith and as subsequently amended.

Section 4. **APPOINTMENTS; TERM; DUTIES:** The chairpersons of the Standing Committees and the Commissioners shall be appointed by the President for a term concurrent with the term of the members of the BOD. The Managers shall be recommended by the appropriate Commissioner and approved by the BOD for a term concurrent with the term of the BOD. Collectively, their duties and the fashion in which the same are discharged, shall be as prescribed by the BOD.

Section 5. **ADDIONATL COMMITTEES, ETC.:** The BOD may, from time to time, deem it necessary and/or appropriate to create such other committees or commissioner or manager designation, on either a temporary or permanent basis. In such event, the appointment, term and duties shall be in accordance with Section 4 of this Article.

**ARTICLE VIII**

**Fiscal Year**

The fiscal year of WBA shall cover such period of twelve (12) months; the accounts of WBA shall be kept on a calendar year accrual basis beginning January 1, 2014 as a 501 (c) 3 organization.

**ARTICLE IX**

**Exculpation; Insurance**

Each member of the BOD, together with each member of its committees, each Commissioner and each manager shall be indemnified against any claim or liability of whatever nature which maybe asserted against such individual, inclusive of money damages, EXCEPT in the event of a willful and wrongful taking of the funds from WBA. In connection herewith, the BOD shall obtain and maintain insurance (inclusive of fidelity bonding) in such coverages and amounts as the BOD deems necessary and appropriate.

**ARTICLE X**

**Amendments**

These By-laws may be added to, altered, amended, repealed or suspended, in whole or in part, by a vote of the membership of WBA at any annual meeting or at any special meeting called for that purpose.