

CONSTITUTION

OF THE

MID-ATLANTIC AMATEUR SOFTBALL ASSOCIATION



ADOPTED BY THE MEMBERSHIP
August 2002

Preamble

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PREAMBLE

The Mid-Atlantic Amateur Softball Association, established in 1985, exists to promote the camaraderie of amateur softball within North America and internationally while providing a safe, supportive environment for men and women within the gay, lesbian, bisexual and transgendered community as well as friends from the greater society. In pursuit of that goal, MAASA:

- *Shall be welcoming of players of all ability levels, playing on either competitive or recreational teams;*
- *Shall function without regard to sexual identity, race, gender, age, national origin, religion, marital status, personal appearance, political affiliation or other distinctions that might separate us;*
- *Shall actively recruit new teams within its service area of Virginia (excluding the I-95 corridor north of Fredericksburg and adjacent to the District of Columbia), and North Carolina;*
- *Shall endeavor to facilitate participation in events within our League, within the North American Gay Amateur Athletic Alliance serving the United States and Canada and within invitational tournaments and international sporting events such as the quadrennial Gay Games;*
- *Shall seek to involve younger members of our community in an athletic program designed to enhance physical conditioning while promoting positive attitudes about oneself and instilling measures of pride and confidence;*
- *Shall also sponsor and promote such other social activities for members and non-members that are necessary for achievement of its overall goals.*

For the attainment of those goals, the General Membership of the Mid-Atlantic Amateur Softball Association does ordain and establish this Constitution on the 8th day of August, 2002.

ARTICLE I

The name of the organization shall be the Mid-Atlantic Amateur Softball Association (MAASA), established for attainment of the goals as expressed in this charter.

ARTICLE II

MAASA shall function as a non-profit organization under the laws of the Commonwealth of Virginia and the United States of America in compliance with the federal tax codes, 501(c)3; No officer shall receive pay or financial compensation except as reimbursement of actual expenses on behalf of the League's mission.

ARTICLE III

MAASA shall ultimately be guided by its General Membership, in good standing as defined in the Bylaws. The General Membership shall meet at least once a year, no later than Oct. 1, to conduct such business as may be required by the Constitution or Bylaws and to hear reports of the members of the Executive Committee.

ARTICLE IV

Section 1

MAASA shall be administered by an Executive Committee, consisting of:

The Commissioner, who shall be responsible for the day-to-day administration of the League; shall represent the League in all official capacities, including before any associations with which the League may affiliate itself, except where there shall be a specific designee named by the Board of Directors; shall be the sole signatory on contracts on behalf of the League except where the Commissioner or the Board may designate another officer to represent MAASA; shall chair all Board meetings and General Membership meetings; shall appoint chairs of standing and ad hoc committees, subject to consent of the Board; shall speak publicly on behalf of the League, except as delegated; and shall delegate such duties and responsibilities as deemed necessary and may, at any time, modify or revoke such delegation.

The Assistant Commissioner, who shall serve in support of the Commissioner and shall act in his or her place in the absence of the Commissioner and shall perform other duties as directed by the Commissioner or the Board of Directors.

The Secretary, who shall prepare agendas for meetings of the Board with the assistance of the other officers and committee chairs; shall maintain all minutes of meetings and all membership lists; shall coordinate all League publications and handle and record League correspondence; shall make arrangements for all meetings of the Board of Directors, the annual meeting of the General Membership and any special meeting; shall coordinate elections by the General Membership and, in consultation with the Treasurer, verify Election Rolls; Shall serve with the Treasurer as co-advisor of the Elections Committee; and shall perform other duties as directed by the Commissioner or the Board of Directors.

The Treasurer, who shall maintain all financial records, collect whatever dues or fees the League may assess; shall open and maintain any accounts at financial institutions as the Board may require; shall provide an annual financial statement at the annual General Membership meeting and such other statements as the Board may direct; shall promptly notify the Commissioner and the Board of any financial error or irresponsibility or of any actual or potential financial imbalance, irregularity, or impropriety; shall assist the Secretary in the verification of the Election Rolls; Shall serve with the Secretary as co-advisor of the Elections Committee; and shall perform other duties as directed by the Commissioner or the Board of Directors.

The Ex-Officio Member, being the immediate prior Commissioner, who shall provide guidance and advice and serve in such other capacities as may be requested by the Board.

Section 2

The Executive Committee shall recommend, subject to approval of the Board of Directors, actions and policies necessary for the proper administration of the League and attainment of stated goals.

The Executive Committee will implement the broader vision of the Association as outlined by the General Membership.

Section 3

Half of all elected Executive Committee offices shall be open for election at the Annual General Membership Meeting, as governed in the Bylaws, with the offices of Commissioner and Secretary always open to election in even-numbered years and the offices of Assistant Commissioner and Treasurer always open to election in odd-numbered years.

Section 4

The Terms of Office shall for newly-elected members of the Executive Committee (excluding the ex-officio member) shall commence on November 1st after the conclusion of the Annual Meeting for a period of two years.

The Ex-Officio member shall serve until such time as there shall be a more recently succeeded Commissioner who shall then become the Ex-Officio member. Should any eligible person decline to serve as Ex-Officio member, the Executive Committee may invite, subject to the consent of the Board of Directors, a previous Commissioner to serve as Ex-Officio member.

ARTICLE V

Section 1

The Board of Directors shall ensure that all services, activities and programs of MAASA are operated in a fair, fiscally-sound manner and that the League shall open no year with a deficit.

Section 2

The Board of Directors will include the Executive Committee and shall be chaired by the Commissioner. Additionally, the Board of Directors shall be composed of:

- The Designated Representative of any Associated Division, as defined in Article VII, or, shall there not be separate divisions, a designated representative from each team in the League chosen by a manner of the team's preference;
- The chairs of any standing committees the Board of Directors may appoint, such chairs serving at the pleasure of the Board, subject to re-appointment to new terms annually on or after Nov. 1;
- The League's NAGAAA representative, as designated by the Executive Committee, excepting that that person shall be someone other than the Commissioner or an Executive Officer or shall otherwise already be a member of the Board; such representative serves at the pleasure of the Board, subject to re-appointment to a new term annually on or after Nov. 1;
- The Umpire-in-Chief, if one shall be appointed annually by the Executive Committee.

Section 3

Each member of the Board of Directors shall have a single vote (except the Ex Officio member of the Executive Board [ARTICLE VI Section 3]). No member of the Board may cast a proxy vote on behalf of another member.

Section 4

All meetings of the Board of Directors shall be open to any League Member in Good Standing and the Chairman may recognize any such person to speak, excepting that only a Board member may offer motions. Additionally, the Board may invite such guests as it wishes and may invite them to speak.

ARTICLE VI

Section 1

For purposes of a General Membership meeting, a quorum shall be required for any vote, such quorum being one third of all members in Good Standing as outlined in the Bylaws, excepting that for consideration of Amendments to the Constitution or Bylaws, one half of the members in Good Standing must be present.

To pass, a motion must have a simple majority unless otherwise specified in the Constitution or Bylaws. A motion subject to a tie vote shall fail.

The Executive Committee and Board of Directors may invite such persons as they wish to attend meetings.

Section 2

For purposes of the Executive Committee, a quorum shall be required for any vote; such quorum shall not be present if more than one elected member is absent.

To pass, a motion must have a simple majority. A motion subject to a tie shall fail. In the event of a tie, the Ex-Officio member who, otherwise may not vote, may cast a vote to make or break the tie.

The Executive Committee may conduct business electronically or by telephone and take votes electronically or by telephone.

The Executive Committee may invite such persons as it wishes to attend its meetings.

Section 3

For purposes of the Board of Directors, a quorum shall be required for any vote, such quorum being one half the members of the Board plus one member.

To pass, a motion must have a simple majority. A motion subject to a tie vote shall fail. In the event of a tie, the Ex-Officio member of the Executive Committee who, otherwise, may not vote, may cast a vote to make or break the tie.

The Board of Directors may conduct business electronically or by telephone and take votes electronically or by telephone.

The Executive Committee or the Board may invite such persons as it wishes to attend meetings.

ARTICLE VII

Section 1

Any officer of the Executive Committee or member of the Board of Directors shall be removed from office for just cause, including non-performance, malfeasance, misconduct, or other action that circumvents the purposes of this organization, by two-thirds vote of the Board of Directors.

Or, the General Membership, upon exercise of a petition presented to the Board of Directors and signed by 25 percent of the Members in Good Standing, as verified by the Secretary and Treasurer, may implement a Recall Election for any Executive Committee member. Such election shall be held within 30 days upon presentation of the petition with notice to all. Shall a quorum not be present, the Recall fails.

When a Recall Election is held, and shall an Executive Member be removed, the General Membership then may, by two-thirds vote, allow immediate election to fill the newly-created vacancy, waiving any other requirements for notification or scheduling of elections.

Section 2

In the event any Executive Officer shall resign or is otherwise unable to fulfill their term, excluding removal for cause as in Section 1, the Board of Directors shall appoint an Acting Officer and call a Special Election to fill the post for whatever time remains in the term.

Such Special Election must be held within 30 days of the creation of the vacancy excepting that the necessity for a Special Election may be waived by a two-thirds majority vote of the Board of Directors if the vacancy shall be for an effective period of three months or less prior to a scheduled Regular Election.

ARTICLE VIII

The Board of Directors, upon recommendation of the Executive Committee, may establish separate Associated Divisions of teams, each such Division being entitled to a single seat on the Board of Directors, said delegate chosen in compliance with the Bylaws.

Initial Recognition of a Division by the Board of Directors shall be for a period no longer than one year; permanent Recognition must be approved by the General Membership as an Amendment to the Bylaws with whatever provisions the Membership might establish.

Such Divisions shall be composed of no fewer than three teams and may be established on the basis of these competitive or participatory classifications, such as: General Open Division, Competitive Division and Recreational Divisions, Open A Division, Open B Division, C Recreational Division, D Recreational Division, Women's Competitive Division, Women's Recreational Division and/or an affiliated Women's Association. Such Division also may be established on the basis of geographical classifications as specified by the Bylaws, such as but not limited to, a Hampton Roads Division, a Richmond Division, a Charlotte Division, etc.

In the absence of two or more recognized Divisions in good standing, the provision for direct team representation as voting members of the Board of Directors shall be in force, per Article V, Section 2.

Should there be two or more recognized Divisions, there shall be no direct team representation as voting members on the Board of Directors, as teams would be represented by their Division Delegate. In such circumstance, however, all teams in any Division shall, by a method of their choice, send a designated Delegate to Board meetings to observe the Board's work. Team Delegates may address the Board and speak to motions, but shall have no vote and may not make motions.

ARTICLE IX

The Executive Committee may propose such additional rules and guidance as deemed necessary to fulfill the mission of this organization and submit them to the Board of Directors for inclusion in the Bylaws of the Organization.

Bylaws may be added, or existing Bylaws amended, by affirmative vote of two-thirds of the Board of Directors. Such Bylaws or amendments shall then be in administrative force for a period of no more than one year, pending final approval by a majority vote of the General Membership at the next Annual Meeting. Should the General Membership reject a Bylaw or a Bylaw amendment, it shall lose all force and validity and may not be re-enacted or enforced by the Board of Directors, absent a majority affirmative vote of the General Membership.

ARTICLE X

Amendments to the Constitution may be proposed by any member of the Board of Directors. Upon two-thirds affirmative vote of the Board, the Amendment shall be forwarded to the General Membership for a Ratification Vote at the Annual Meeting, so long as the Membership shall have had at least 30 days prior notice of the content of such proposed Amendment. A two-thirds majority vote in favor is required for ratification by the General Membership. The Board of Directors may call a Special Meeting of the General Membership for consideration of Amendments.

ARTICLE OF IMPLEMENTATION

This Constitution shall be accepted and ratified upon two-thirds affirmative vote of the League's General Membership, at its next annual meeting contingent on a majority of members being present. It shall then supersede and replace all prior governing instruments. Amendments to the structure as presented by the Transitional Board of Directors may be proposed in writing by July 1, 2002 and shall be offered at the General Meeting and shall be incorporated in the final document upon two-thirds affirmative vote.

For purposes of implementation, an Election of all Executive Officers shall be held immediately subsequent to ratification. Persons who shall seek office under the current structure or the Proposed Constitution shall file notice of intent by July 31, 2002.

The initial election of officers shall provide a one-year term for Commissioner and Secretary and a two-year term for Assistant Commissioner and Treasurer, ending Nov. 1, after which elections and terms of office shall be governed as specified in prior Articles.

The Secretary of the Transitional Board shall widely circulate this document among the membership. This article shall be removed from subsequent printings upon full completion of its provision.