

CONSTITUTION AND BY-LAWS OF

NCCA, INC.

The use, throughout this document, of pronouns indicating the male gender is purely for brevity. Except where specifically stated otherwise, every provision of this Constitution and By-Laws is to be read as applying equally to both male and female persons.

Article 1. Title:

This combination of member teams shall be called NCCA, Inc., and shall consist of those member teams and individual members as determined by the Board of Directors.

Article 2. Objectives:

The objectives of the NCCA shall be; the promotion, advancement and protection of the interests of cricket.

Article 3. Offices:

The principal office of the Association for the transaction of business shall be located in Northern California.

Article 4. Members:

4.01 - Classes

The Association shall have classes of member as follows:

- a) Member Teams of the Northern California Cricket Association Leagues.
- b) Affiliated non-league teams (Affiliates).
- c) Playing Members.
- d) Social Members.
- e) Life Members.
- f) Honorary Members.

4.02 - Qualifications and Privileges:

- a) Any bona fide cricket team, located within Northern California, with an Association-certified home ground, may apply for membership and upon approval of the Board of Directors, may be admitted as a Member Team or, as an Affiliate.
- b) Any person who is a playing member in good standing of a Member Team or an Affiliate is automatically a playing member of the NCCA.
- c) Any non-playing member of a member team or Affiliate who desires to promote and encourage the growth of cricket in Northern California and the Western United States, may, upon approval of the Board, be admitted as a Social Member.
- d) Any person may become a Life Member upon election by a two-thirds majority of the Board of Directors.
- e) Any person may become an Honorary Member upon election by a two- third majority of the Board of Directors.

- f) Playing Members shall be entitled to participate in any individual insurance coverage that the Association may make available. The Association may also make available information on all social events conducted by the Association and social events which may be of interest to members of the Association. The Association may also make available to the members, educational and training sessions with respect to cricket and shall provide, to the greatest extent possible, reciprocal rights with cricket associations in the United States and other parts of the world with respect to the opportunities to play or watch cricket and attend social and other gatherings involving and encouraging the game of cricket.

4.03 - Admission:

Applicants shall be admitted to membership upon written application, approval by the Board of Directors as provided here-in, and upon payment of any fees or dues as the Board of Directors shall prescribe.

4.04 - Dues, Assessments:

- a) Dues: The annual dues payable to the Association by each class of member shall be in such amounts as may be determined from time to time by resolution of the Board of Directors.
- b) Assessments: Team Members are subject to assessments which may be levied and collected in an amount and in a manner as may be determined from time to time by resolution of the Board of Directors.
- c) Dues, fees and assessments shall be due and payable within thirty days of invoice. Members failing to pay by the due date shall not be eligible for inclusion in league schedules, post-season competition, Association insurance coverage or other Association activities and shall be subject to the provisions of termination and reinstatement of Article 4.09 here-in.

4.05 - Number of Members:

There shall be no limitation on the number of members the Association may admit.

4.06 - Membership List:

The Association shall keep a membership list containing the effective date and membership status and the name and address of each member. Termination of the membership of any member shall be recorded, together with the date and circumstances under which such membership ceased. The membership list shall be kept at the Association's principal office or at such other place as the Board may order, and shall be available for inspection by any Director or Member as provided in Article 7.10(e). Notwithstanding any other provisions of these By-Laws, the membership list shall not be available for inspection by any other person except as required by law and except when authorized by the President and the Secretary in writing.

4.07 - Non-Liability of Members:

No member of this Association shall be personally liable for the debts, liabilities or obligations of the Association.

4.08 - Transferability of Membership:

Membership in the association is non-transferable and non-assignable.

4.09 - Termination of Membership:

a) By Resignation.

The membership of any member of the Association shall automatically terminate upon written request for such termination delivered to the President or Secretary of the Association.

b) By Non-payment of Dues.

The membership of any member shall automatically be terminated upon failure of payment of dues, fees and assessments as indicated in Article 7.11(f) Reinstatement after Termination.

The Board of Directors may reinstate a terminated member on such terms as they deem appropriate upon receipt of a written request addressed to the President or Secretary of the Association.

4.10 - Fines, Suspension and Expulsion:

a) Reasons.

In addition to the termination of membership as provided in Article 4.09, a member may be fined, suspended or expelled for good cause as provided below.

b) Good Cause:

“Good Cause” as used herein requires, that the member either has failed and continues to fail to abide by the Constitution and By-laws of the Association, or with any Rules and Regulations of the Association, has failed and continues to fail to pay any fine imposed, or for any other reason decided upon by the Board of Directors.

c) Termination of Rights.

All rights of a member in the Association shall cease upon expulsion.

Article 5. Meetings of Members (Not Director Meetings):

5.01 - Place.

Meetings of members shall be held at a place within the State of California as may be designated from time to time by the Board of Directors.

5.02 - Special Meetings:

Special meetings of members shall be called by the President, or by a resolution of the Board of Directors.

5.03 - Notice of Meetings:

Written or printed notice of the time and place of every meeting shall be delivered personally to each member or sent to him by mail, by telegram or by electronic mail (e-mail), not less than seven (7) days nor more than fifty (50) days before the date of such a meeting. If sent by mail or telegram, the notice shall be addressed to the member at his address as shown on the books of the Association and shall be deemed given at the

time it is deposited in the mail or the telegraph company. If sent by electronic mail, confirmation of receipt by the addressee shall be required to constitute duly delivered notice. The Notice of Meetings shall specify the place, date and hour of the meeting and in case of Special Meetings, the specific nature of the business to be transacted.

Article 6. Directors:

6.01 - Structure:

The affairs of the Association shall be managed by its Board of Directors, consisting of one delegate from each Member Team as defined in Article 4.01., which shall elect the Executive Officers of the Association Each Director shall have one vote at any meeting of the Board.

6.02 - Powers:

The Directors shall exercise the powers of the Association, control its property, and conduct its affairs, except as otherwise provided by law.

6.03 - Duties:

The Directors shall have the following duties:

- a) Duties Imposed by Law, Articles, or By-Laws.
Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Association, or by these By-Laws.
- b) Officers and Employees:
Appoint and remove, employ and discharge, and except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Association.
- c) Supervision:
Supervise all officers, agents and employees of the association to assure that duties are properly performed.
- d) Meetings.
Meet at such times and places as required by these By--Laws.
- e) Addresses:
Register each Director's address with the Secretary of the Association. Notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

6.04 - Qualifications:

Any member over the age of eighteen (18) is eligible to be appointed a Director of the Association.

6.05 - Appointment of Directors:

Each Member Team shall appoint one Director and one Alternate Director to the Board. Such appointments shall be made in writing over the signatures of the President and Secretary of the Member Team. The Alternate Director may attend meetings but may vote only if the Director appointed by the team is absent. A second Alternate may be designated by the Member Team for a specific meeting if neither the appointed Director nor the Alternate Director can attend. Notification of the second Alternate shall apply for that meeting only and shall be notified in writing to the Secretary of the Association not less than one week in advance of the meeting.

6.06 - Terms of Office:

Each Director shall hold office until a successor is appointed by the Member Team as provided in Article 6.05.

6.07 - Compensation:

Directors shall serve without compensation except that they shall be allowed and paid for their actual and necessary expenses incurred in the discharge of their duties.

6.08 - Meetings of the Board of Directors:

- a) Regular meetings of the Board of Directors shall be held a minimum of four times a year, one of these being the Annual General Meeting and at least two others being during the cricket season.
- b) The Annual General Meeting of the Board of Directors shall be held by the end of the third week of January, at a time and place decided by the Board. Proposals other than those related to changes in the NCCA Constitution and By-Laws and the Standing Rules, shall be carried by a simple majority of those eligible to vote.
- c) Special Meetings of the Board of Directors shall be held whenever called by the President or on receipt by the Secretary of the Association of a request signed by each of the Secretaries and/or the NCCA delegates of at least three Member Teams.

Notice of a Special Meeting and its agenda shall be circulated to all Member Teams at least 14 days before the date of the meeting. No resolution shall be carried without a two-third vote of those present and eligible to vote. No other business except that indicated on the agenda shall be dealt with.

- d) Notice of Board meetings and Executive Officers meetings shall be given in writing by the Secretary of the Association to each Director by mail or telegram at least (10) ten days before the date of the meeting. Notice of the Annual General Meeting shall be given at least (14) days and not more than fifty (50) days before the meeting date.
- e) Quorum:
No resolution or business requiring a vote of the Board may be transacted at a meeting unless a quorum is present. A quorum shall consist of fifty percent (50%) of all Directors. Unless a greater number is expressly required by these By-Laws,

every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

f) **Conduct of Meetings.**

The President, or in his absence the Vice President, shall act as Chairman at Board meetings. He shall not have a vote on any resolution. In the absence of both the President and Vice-President, a Chairman *pro tem* shall be elected by the majority of the Directors present. If the Chairman *pro tem* is normally entitled to vote, he shall be entitled to debate and vote on any question but may not then cast a deciding vote in the case of a tie. The Rules contained in "*Robert's Rules of Order, Revised*" shall govern all General Meetings and meetings of the Board of Directors and the Executive Committee, except where such Rules may conflict with the Articles of Incorporation, the Constitution and By-Laws and the provisions of law.

6.09 - Resignation:

Any Director of this Association may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation 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. Vacancies created by reason of resignation shall be filled as provided in Section 7.06 of these by-laws.

6.10 - Non-Liability of Directors:

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

Article 7. Executive Officers:

7.01 - Number and Titles:

The officers of the Association shall be the President, Vice President, Secretary, Treasurer and the Match Secretaries of each Division or League.

7.02 - Qualification, Election and Term of Office:

- a) Any member, playing or social, of a member team and any Life Member is eligible to be an officer of the Association.
- b) Election of officers shall be held at the intervals and for the terms of office shown below
 - 1) The President and the Treasurer shall hold office for a nominal period of two years commencing immediately upon appointment by the Board of Directors at the Annual General Meeting held in even-numbered years and ending at the Annual General Meeting held in the next even-numbered year
 - 2) The Vice-President and the Secretary. shall hold office for a nominal period of two years commencing immediately upon appointment by the Board of Directors at the Annual General Meeting held in odd-numbered years and ending at the Annual General Meeting held in the next odd-numbered year
 - 3) Each Match Secretary shall hold office for a nominal period of two years commencing immediately upon appointment by the Board of Directors at the Annual General Meeting and ending at the second Annual General Meeting there-after. 'A' and 'C' Division Match Secretaries shall be elected in even-numbered years; 'B' and 'D' Division Match Secretaries in odd numbered years and alternating years, starting with an even-numbered year, for any added divisions there-after Election of any

- additional Match Secretary shall be for the unexpired term of the office based on the alternating-year sequence.
- 4) Nothing in the foregoing shall debar any eligible person from seeking election to or holding any office for successive terms.
 - 5) Vacancies occurring during the nominal term of office shall be filled in accordance with Article 7.06 here-in for the un-expired term of that office
- c) Officers, other than those appointed pursuant to Section 7.06 of this Article, shall be elected by a majority vote of the Board of Directors at an Annual General Meeting. Each officer shall hold office until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected.

7.03 - Functions of the Executive Officers:

The officers shall deal with all administrative matters and shall prepare the business and accounts to be dealt with at the meetings of the Board. The administrative matters shall consist of routine NCCA business activities, including correspondence, accounting, collection of dues, reimbursements, insurance matters, schedules of games, organization of social events and functions, announcements, and preparation of notices. It shall also deal with all matters concerning umpires, grounds and general facilities and shall transact any business delegated to it by the Board. Executive officers shall not amend or suspend any provision of the Constitution and By-Laws, the Standing Rules of the Association or motions passed by a vote of the Board of Directors.

7.04 - Subordinate Officers:

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

7.05 - Removal and Resignation:

Any officer may be removed for good cause by the Board of Directors at a Special Meeting. The motion to remove an officer shall be promulgated in the notice of the meeting and shall be a Special Order of that meeting. Any officer may resign at any time by giving written notice to the President or Secretary of the Association.

7.06 - Vacancies:

Any vacancy in any executive office shall be filled by election at the next regular meeting or at a Special Meeting of the Board of Directors except that the Board may at its discretion defer replacement of the President or Vice President, but not both, until the next Annual General Meeting. Election of officers at a Special Meeting shall be by majority vote.

7.07 - Meetings:

The Executive Officers shall meet periodically as necessary to conduct the business of the Association, at the discretion of the President. Notice of meetings shall be as provided in Article 6.08 d) here-in. Members of the Board of Directors shall be entitled to attend all Executive Officers meetings.

7.08 - Duties of the President:

The President shall be the Chief Executive Officer of the Association and shall, in general, subject to the control of the Board of Directors, supervise and control the affairs of the Association. He shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation, by these By-Laws, and which may be prescribed from time to time by the Board of Directors.

7.09 - Duties of the Vice President:

In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions of the President.

7.10 - Duties of the Secretary:

The Secretary shall:

- a) Certify the By-Laws.
Certify and keep the original, or a copy, of these By-Laws as amended..
- b) Keep Minutes of the Meetings.
Keep a book of the minutes of all meetings of the Directors and Executive Officers, recording there-in the time and place of holding, whether a Regular or Special meeting and, if Special, how authorized. The record shall include the manner and date of notice there-of, the names of Directors and Executive Officers present, and the proceedings thereof.
- c) Give Notices.
Ensure that all notices of meetings and their agenda are duly given in accordance with the provisions of these By-Laws.
- d) Keep Membership List:
Maintain the membership list as prescribed in Article 4.06 here-in. .
- e) Exhibit Records.
Exhibit at all reasonable times to any Director or member of the Association, the By-Laws, the membership list, and the minutes of the meetings of the Board of Directors of the Association.
- f) Other Duties.
In general, perform all duties incident to the Office of the Secretary and as required by the Articles of Incorporation, these By-Laws, and which may be assigned to him from time to time by the Board.

7.11 - Duties of the Treasurer:

- a) The Treasurer is responsible for the collection, safekeeping, and expenditure of all funds of the association and for keeping an accurate financial record
- b) The Treasurer may not borrow money or issue funds or checks except as he is authorized to do so by these By-Laws or the Board of Directors.. All checks

disbursing Association funds must be signed by the Treasurer and countersigned by the President or, in the President's absence, the Vice President.

- c) At each Board of Directors meeting, the Treasurer shall present a brief written report on the finances of the Association, he shall answer all questions on financial matters.
- d) At the Annual General Meeting the Treasurer shall present a complete and detailed financial report showing all disbursements and receipts of the Association for the preceding year. In addition, at the Annual General Meeting the Treasurer shall present to the Board for their approval, a projected budget encompassing the total Association expenditures for the forthcoming season. At the time of presenting an Annual Budget, the Treasurer shall also give the Board his recommendations for fund-raising.
- e) At the first Regular meeting of the Board of Directors following the end of the fiscal year, the Treasurer shall present for the approval of the Board the Final Annual Financial Report for that fiscal year and a Balance Sheet showing the assets and liabilities of the Association. The Final Annual Financial Report shall have been audited and certified by a Certified Public Accountant or by an audit committee appointed by the Board and shall be signed by the Treasurer. Upon acceptance of the report by the Board it shall be counter-signed by the President.
- f) Within two weeks after the Annual General Meeting the Treasurer shall send to each class of membership as applicable, notice of the annual dues and any other fees and assessments fixed by the Board. All such dues, fees and assessments shall be payable within thirty (30) days of invoice.
- g) Send out notices of assessments as the Board may from time to time direct.
- h) The Treasurer shall maintain complete, accurate and current books relating to the financial status of the Association. These books may be inspected at all reasonable times by an Officer of the Association or a Member of the Board of Directors. These books shall be subject to audit by a Certified Public Accountant or an audit committee appointed by the Board of Directors, at such intervals and times as directed by the Board or by the President.

7. 12 - Duties of the Match Secretaries:

- a) The Match Secretaries are responsible for preparation of match fixtures and schedules for league games and all knock-out competition games.
- b) The Match Secretaries shall be responsible for the collection of score sheets of all matches played in their respective divisions and computation and promulgation of league standings and players' statistics
- c) The Match Secretaries shall, for their respective leagues, compile the final annual statistical averages, establish equitable qualifying performance levels and nominate the winners of the annual trophies to the Executive Committee for their approval..

Article 8. Committees:

8.01 - Selection Committee:

The Selection Committee shall be appointed by the Board of Directors and shall consist of three members. The President shall appoint one of these to be the Chairman of the Committee. The Selection Committee shall select all teams to represent the Association in matches sponsored by or participated in by the Association. The committee shall follow the selection policy as prescribed from time to time by the Board. The Captain of a representative team shall, whenever practicable, be selected first and shall thereafter sit as an advisory, non-voting member of the committee for selection of that team. Match Secretaries shall provide players' performance statistics as required by the committee and, at the sole discretion of the Chairman of the committee, may be invited to attend, as an ex-officio member, any selection meeting.

8.02 - Rules Committee:

A Rules Committee may be appointed as considered necessary by the Board of Directors and shall consist of three (3) members. The Rules Committee shall formulate and present to the Board for adoption, rules and regulations which determine the policies, schedules and conduct of all members and activities of members, while engaged in the game of cricket or during other activities of the Association. The Committee shall meet as necessary and hold hearings, if required. It shall present its proposals and supporting statements to the Board of Directors in writing or at any Regular meeting. The Board of Directors shall vote upon proposals to amend rules at a Regular Meeting or at a Special Meeting convened for the purpose, subject to the requirements of notice required by these By-Laws. The Secretary of the Association shall promulgate the rules and amendments there-to when they have been adopted by the Board.

8.03 - Ad Hoc Committee:

Ad Hoc Committees for specific purposes or activities may be appointed from time to time by the President or by resolution of the Board.

8.04 - Terms of Office:

The Chairman and each member of a committee shall serve until the next annual election of Directors and until his successor is appointed, or until such committee is sooner dissolved.

8.05- Vacancies:

Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of the original appointment.

8.06 - Quorum:

A majority of the whole committee shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Article 9. Fiscal Year:

9.01 - Fiscal Year:

The fiscal year of the Association shall begin on the first day of February and end on the last day of January each year.

Article 10. By-Laws:

10.01 - By-Laws:

These By-Laws shall become effective immediately upon their adoption. Amendments to these By-Laws shall become effective immediately upon their adoption unless the Board of Directors in adopting them, as hereinafter provided, directs that they shall take effect at a later date.

10.02 - Amendment:

Subject to any limitations imposed by the Articles of Incorporation of this Association and to any provisions of law applicable to the amendment of By-Laws of non-profit corporations, these By-Laws may be amended, as follows:

By a two-thirds vote of the Directors at any Regular or Special Meeting at which a quorum is present. Written notice of such meeting in accordance with Article 6.08(d) herein shall state the intent to amend the By-Laws and shall include the full text of each proposed amendment.

10.03 - Certification and Inspection:

The original, or a copy of the by-laws as amended to date, certified by the Secretary of the Association shall be kept in the principal office of the Association, and shall be open to inspection by the members at all reasonable times. A copy of the By-Laws and amendments there-to shall be provided to all Member Teams.

Prepared and Certified by:

Secretary, NCCA