

# **Greater West Melbourne Athletic Association**

## **Constitution & By-Laws 2013**



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**Article I. NAME**

The organization shall be known as the GREATER WEST MELBOURNE ATHLETIC ASSOCIATION, hereinafter referred to as GWMAA. Any changes to this document shall be filed with the State of Florida as updates to the original Articles of Incorporation, filed November 12, 1971.

## **Article II. PURPOSE**

### **Section 2.01. OBJECTIVES OF GWMAA**

The objectives of GWMAA shall be to implant firmly in the youth of the community the ideals of good sportsmanship, honesty, loyalty, courage, respect for others and authority and the importance of teamwork; to promote the physical fitness, healthy habits and personal well-being; to provide an atmosphere that encourages mature responsible behavior.

### **Section 2.02. GWMAA SPORTS PROGRAMS**

In order to achieve these objectives, GWMAA will sponsor supervised programs of athletic competition. These programs will include, but are not limited to, the sports of softball, baseball, basketball, cheerleading, and football. All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and that the molding of future citizens is of prime importance.

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**Article III. USE OF INCOME**

All revenue, proceeds, income and monies received from the conduct of the corporation shall be used in accordance with Section 501(c)(3) of the Federal Internal Revenue Code. GWMAA shall operate exclusively as a non-profit, educational organization providing a supervised program of competitive athletics. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for political office.

## **Article IV. MEMBERSHIP**

### **Section 4.01. ELIGIBILITY**

Any adult (adult as defined by the State of Florida) person claiming residence in Brevard County shall be eligible for membership in this organization, subject to boundary restrictions applicable to each sport sponsored by this organization.

### **Section 4.02. CLASSES**

There shall be the following classes of members:

#### **(a) Regular Members**

Any adult person interested in furthering the objectives of GWMAA may become a Regular member. All Regular Members must submit a completed registration form. Regular Membership may be granted either by direct application to GWMAA or by membership in good standing (eligible to vote or serve as an Officer) in any of the sports organizations sponsored by GWMAA. Only Regular members in good standing are eligible to vote at General membership meetings or eligible to serve as an Officer, Director or Committee Member. Regular Membership status in GWMAA does not extend regular membership status to any sponsored sport and does not accrue any of the privileges or responsibilities of such membership. Regular Membership status of the members of each sponsored sport shall be determined by that sport.

#### **(b) Honorary Members**

Any person may be elected as an Honorary Member by the unanimous vote of all Directors at any duly held meeting of the Board of Directors. Honorary Members shall have the same rights as a Regular Member.

#### **(c) Sustaining Members**

Any person that is not a Regular Member or an Honorary Member, who makes financial or other contributions to GWMAA, may by a majority vote of the Board of Directors become a Sustaining Member, but such person shall have no rights, duties or obligations in the management or property of GWMAA.

#### **(d) Meaning of "Member"**

As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated.

### **Section 4.03. SUSPENSION OR TERMINATION**

Conduct that is detrimental to the best interest of GWMAA or other rules infractions shall be subject to discipline, suspension, or termination of the membership of any Member class.

#### **(a) Infractions In the Context of a Sporting Event**

If the detrimental conduct or rules infraction occurred within the context of a GWMAA sporting event, the charges must first be filed, investigated, and ruled upon by

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the governing Board of Directors of that sports program. The GWMAA Board of Directors shall accept appeals of sports program board decisions in writing within 7 days of sports program board's decision, with the exception of decisions of the Baseball/Softball board, which appeals directly to Florida District 2 Little League. The GWMAA Board of Directors shall convene a meeting in accordance with Article VI, Section 5 to hear the appeal. The appealing Member, the board of the sports program affected, and any other parties deemed appropriate shall be notified of such meeting, informed of the general nature of the charges, and given an opportunity to appear and present at the meeting. Notification to the sports program board shall be in accordance with that program's by-laws.

**(b) Infractions Outside the Context of a Sporting Event**

If the detrimental conduct or rules infraction occurred outside the context of a GWMAA sporting event, the charges must be filed in writing directly with the GWMAA Board of Directors. The GWMAA Board of Directors shall convene a meeting in accordance with Article VI, Section 5 to hear the charges. The Member involved and other parties deemed appropriate shall be notified of such meeting, informed of the general nature of the charges, and given an opportunity to appear and present at the meeting.

**(c) The Decision of the Board**

The decision to suspend or terminate the membership of any member shall require a 2/3 vote of those GWMAA board members present at the meeting. The decision of the GWMAA board shall be final. The decision of the GWMAA Board of Directors shall be provided in writing to the appealing member, to the board of the sports program affected (if applicable), and any other parties deemed appropriate. The decision shall also be recorded in the minutes of the meeting. The decision shall be provided to the board of the affected sports program (if applicable) in accordance with that program's by-laws.

**(d) The Effect of the Suspension or Termination**

Any Member that is suspended shall be forbidden from participating at any GWMAA sponsored event for the duration of the suspension. Any Member that is terminated shall be permanently forbidden from participating at GWMAA sponsored events.



## **Article V. GENERAL MEMBERSHIP MEETINGS**

### **Section 5.01. DEFINITION**

A General Membership meeting is any meeting of the membership of GWMAA (including Special General Membership Meetings). A minimum of one General Membership Meeting (Annual Meeting) is required each year.

### **Section 5.02. NOTICE OF MEETING**

Notice of the General Membership Meeting shall be posted on the GWMAA web site and all Board of Directors shall be notified by phone or email at least ten days in advance of the meeting. In lieu of this method, notice may be given in such form as may be authorized by the Members, from time to time, at a regularly convened General Membership Meeting.

### **Section 5.03. QUORUM**

At any General Membership meeting the presence in person of not less than 15 Regular Members shall constitute a quorum and shall be necessary in order to conduct business. If a quorum is not present, no business shall be conducted.

### **Section 5.04. VOTING**

Only Regular Members in good standing shall be entitled to make motions and vote at General Membership Meetings. At all meetings, except for the Annual Meeting at which the election of officers is held, votes shall be held *viva voce*. At any regular or special meeting, if a majority so desires, any question may be voted upon by ballot, in the manner and style provided for the election of officers and directors. The Board of Directors may invite, admit and recognize guests for presentations or comments during General Membership Meetings.

### **Section 5.05. ANNUAL MEETING OF THE MEMBERS**

The Annual Meeting of the members of GWMAA shall be held on the first Tuesday of August each year for the purpose of electing new Officers and Board of Directors, receiving annual reports, reviewing the Constitution, appointing committees, and for the transaction of such business as may properly come before the meeting. Notice of the Annual Meeting shall be provided to the Directors of the GWMAA sports organizations at least 30 days in advance, so that they may prepare rosters of Regular Members.

#### **(a) The Report to the Members**

The Membership shall receive at the Annual Meeting of the Members of GWMAA a report, verified by the President and Treasurer, or by a majority of the Directors, showing:

1. The condition of GWMAA, to be presented by the President or his/her designate;
2. A general summary of funds received and expended by GWMAA for the previous year, the amount of funds currently in possession of GWMAA, and the name of the financial institution in which such funds are maintained;
3. A financial audit report of GWMAA and all sponsored sports;

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4. The whole amount of real and personal property owned by GWMAA, where located, and where and how invested;
5. For the year immediately preceding, the amount and nature of the property acquired, with the date of the report and the manner of the acquisition, the amount applied, appropriated or expended, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made;
6. The names of the persons who have been admitted to Regular membership in GWMAA during the year. This report shall be filed with the records of GWMAA and entered into the minutes of the proceedings of the Annual Meeting. Each sponsored sport shall submit the names of Regular members at least 21 days in advance of this meeting so that the GWMAA Regular membership roster may be properly updated and verified.

**(b) Election of Officers**

At the Annual Meeting, the Members shall elect the Officers of GWMAA and name the Board of Directors for the following year, with the exception of the representatives of Baseball/Softball and Football/Cheerleading. The Directors of those sports are elected at other times in accordance with the by-laws of those sports, and the representatives of those sports may change at that time.

**(c) GWMAA Officers**

The Officers of GWMAA shall include, at a minimum, the President, a Vice President, Treasurer, and Secretary. These officers, along with the Directors (the President of each sport's organization of the sports sponsored by GWMAA) shall make up the Board of Directors of GWMAA.

**(d) Election Procedures**

Election of Officers shall be by secret ballot. On such ballot there shall not appear any place or marking that might tend to indicate the person who cast such ballot. Immediately prior to the commencement of voting by ballot, the Chairman of such meeting shall appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing to the Chairman the results and a certified copy shall be physically affixed in the minutes book by the Secretary until the next regular meeting. Any appeals must be placed on the agenda for the next regular meeting. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

**(e) Term of Office**

After the election, the Officers and Board of Directors shall assume the performance of its duties immediately after the close of the Regular Membership meeting. The term of office of the Officers and Board shall continue until successors are elected and qualified under this section.

**Section 5.06. SPECIAL GENERAL MEMBERSHIP MEETING**

The President, the Board of Directors, or the written request of 15 members of the organization may call Special General Membership Meetings of the Members. Upon

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receipt of this request from the Members, the President or Secretary shall call a Special General Membership Meeting to consider the subject specified in the request. No business other than that specified in the notice of such meeting shall be transacted at any Special General Membership Meeting. Such Special General Membership Meeting shall be scheduled to take place not less than fourteen (14) days after the request is received by the President or Secretary. Notice of such Special Meeting shall be posted on the GWMAA web site and all Board Members shall be notified by telephone or email at least ten (10) days in advance.

**Section 5.07. RULES OF ORDER FOR GENERAL MEMBERSHIP MEETINGS**

*Robert's Rules of Order* shall govern the proceedings of all General Membership meetings, except where it conflicts with this Constitution of GWMAA.

## **Article VI. THE BOARD OF DIRECTORS**

### **Section 6.01. AUTHORITY**

The management of property, affairs and business of GWMAA shall be vested in the Board of Directors.

### **Section 6.02. MEMBERS OF THE BOARD OF DIRECTORS**

The Board of Directors of GWMAA shall be made up of the GWMAA Officers (President, Vice President, Secretary and Treasurer) and a Director from each sport that GWMAA sponsors. The Officers are elected at the August GWMAA General Membership Meeting and shall serve a term of one year or until their successors have been duly elected. The Directors of Baseball/Softball, Basketball, and Football/Cheerleading shall be the elected President of each sport and shall serve on the GWMAA Board of Directors concurrent with their term of service as sport President. All of the Officers and Directors shall be a citizen of the United States and shall have local residence within Brevard County, Florida, or a county adjacent to Brevard County, Florida (Volusia, Seminole, Orange, Osceola, and Indian River Counties).

### **Section 6.03. INCREASE IN NUMBER**

The number of members of the Board of Directors may be increased at any General Membership meeting or Special Meeting of the members. All elections of additional Directors shall be by majority vote of all Regular Members present at the election meeting.

### **Section 6.04. VACANCIES**

If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, it shall be filled by a majority vote of the remaining Directors at any regular Board meeting or at any Special Board meeting called for that purpose. Such vacancies shall be filled for the balance of the term.

### **Section 6.05. BOARD MEETINGS, NOTICE & QUORUM**

Regular meetings of the Board of Directors shall be held on the first Tuesday of each month or on such days as may be determined by the Board.

#### **(a) Chair of the Board**

The President of GWMAA, by virtue of his/her office shall be Chairman of the Board of Directors. Only members of the Board of Directors may make motions and vote at meetings of the Board of Directors. However, the Board may invite, admit and recognize guests for presentations or comments during Board meetings.

#### **(b) Notice of Meetings**

The Secretary shall give notice of each Board meeting personally, electronically, or by mail to each Director at least three (3) days before the time appointed for the Board Meeting.

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**(c) Quorum**

A simple majority of the members of the Board of Directors shall constitute a quorum for the purpose of conducting the affairs of GWMAA. If a quorum is not present, no business may be conducted.

**(d) Special Board Meetings**

The President when he/she deems it advisable, or the Secretary at the request in writing of two (2) Directors, shall issue a notice of a Special Board Meeting. Notice of such Special Meeting shall include the purpose of the meeting and only matters so stated may be acted upon at the meeting.

**(e) Board Meeting Agenda Items**

Any Regular Member may submit matters to be included for consideration on the Board of Directors agenda by meeting the following requirements:

1. Matters must be submitted in writing at least 10 (ten) days in advance of the meeting at which the item is to be discussed;
2. The Board can properly act upon the matter without convening a Special membership meeting.
3. A GWMAA Regular Member in good standing must submit the matter.

Any matter not meeting all of these requirements shall be tabled until a scheduled Regular membership meeting.

**Section 6.06. DUTIES AND POWERS**

The Board of Directors shall have the power to appoint such standing committees as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.

The Board may adopt such rules and regulations for the conduct of its meetings and management of GWMAA as it may deem proper, provided such rules and regulations do not conflict with this Constitution.

The Board shall have the power by a two-thirds (2/3) vote of those present at any Regular or Special Board Meeting to discipline, suspend or remove any Director, Officer or Committee Member of GWMAA in accordance with the procedure set forth in Article III, Section 3, Suspension or Termination.

The Board shall annually choose an outside agency to perform the Annual Financial Audit and make all records available to said auditors in a timely fashion.

The Duties and Powers of each member of the Board are specifically defined in Article VII.

**Section 6.07. RULES OF ORDER FOR BOARD MEETINGS**

*Robert's Rules of Order* shall govern the proceedings of all Board of Directors meetings except where it conflicts with this Constitution of GWMAA.

## **Article VII. DUTIES AND POWERS OF OFFICERS AND BOARD MEMBERS**

### **Section 7.01. APPOINTMENTS**

The Board of Directors may appoint such other officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each. Appointed officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board of Directors by the membership or have been elected to fill a vacancy on the Board.

### **Section 7.02. PRESIDENT**

The President shall be designated as one of the officers who may sign checks or drafts of the organization. The President shall not have signature authority over the funds of any sponsored sport of GWMAA. The President shall not hold any other affiliation or board position with signature authority over funds of a sponsored sport of GWMAA.<sup>1</sup>

The President shall:

1. Conduct the affairs of GWMAA and execute the policies established by the Board of Directors.
2. Preside at all membership meetings and shall by virtue of the office be chairman of the Board of Directors.
3. Present a written annual report of the work of the organization at the August annual meeting of GWMAA.
4. Communicate to the Board of Directors such matters as deemed appropriate and make such suggestions as may tend to promote the welfare of GWMAA.
5. Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.
6. Investigate complaints, irregularities and conditions detrimental to GWMAA and report thereon to the Board as circumstances warrant.
7. Act as the liaison to the Brevard County Parks and Recreation Department.

### **Section 7.03. VICE PRESIDENT**

The Vice President shall:

1. Perform the duties of the President in the absence or disability of the President, provided the President or the Board so authorizes. When so acting, the Vice President shall have all the rights, privileges and powers of that office.

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<sup>1</sup> Note that because of this fund access restriction, the GWMAA President is generally excluded from the positions of president, treasurer, and concession manager of the sponsored sports of GWMAA, as well as any other position with access to funds, depending on the sport's by-laws.

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2. Perform such duties as may time to time be assigned by the Board of Directors or by the President.

**Section 7.04. SECRETARY**

The Secretary shall:

1. Keep the minutes of the meetings of the Members and Board of Directors and cause them to be recorded in a book kept for that purpose.
2. Obtain an attendance record for every meeting and attach such record to the minutes of that meeting.
3. Be responsible for recording the activities and GWMAA and maintain appropriate files, mailing lists and necessary records. Maintain, as official custodian, the records of this organization.
4. Conduct all correspondence of the organization not otherwise specifically delegated in connection with said meeting and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed. Submit all correspondence or communication addressed to him/her as Secretary of the organization to the membership and Board of Directors.
5. Maintain a list of all Regular, Sustaining and Honorary Members, Directors, Officers and committee members and give notice of all meetings of GWMAA, the Board of Directors and committees.
6. Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors or by the President.

**Section 7.05. TREASURER**

The Treasurer shall be designated as one of the officers who may sign checks or drafts of the organization. The Treasurer shall not have signature authority over the funds of any sponsored sport of GWMAA. The Treasurer shall not hold any other affiliation or board position with signature authority over funds of a sponsored sport of GWMAA.<sup>2</sup>

The Treasurer shall:

1. Have the care and custody of all moneys belonging to GWMAA and shall be solely responsible for such moneys or securities of the organization.
2. Receive all moneys and securities, and deposit them into a depository approved by the Board of Directors.
3. Keep records for the receipt and disbursement of all moneys and securities of GWMAA.

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<sup>2</sup> Note that because of this fund access restriction, the GWMAA Treasurer is generally excluded from the positions of president, treasurer, and concession manager of the sponsored sports of GWMAA, as well as any other position with access to funds, depending on the sport's by-laws.

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4. Approve all payments from allotted funds and draw checks in agreement with policies established in advance of such actions by the Board of Directors.
5. Prepare and submit a Treasurer's report at each monthly meeting.
6. Prepare an annual budget, under the direction of the President, for submission to the Board of Directors at the Annual Meeting.
7. Prepare an annual financial report, under the direction of the President, for submission to the membership and Board of Directors at the Annual Meeting.
8. Make available upon request all receipts, bank statements, general journal and ledger, tax returns and other financial records.
9. Perform such duties as are herein set forth and such other duties as are customarily incident to the office of Treasurer or may be assigned by the Board of Directors.
10. Prepare and submit any documents required by the County, State or National governments as they pertain to the payments of taxes and/or fees associated with conducting the business of GWMAA and provide copies of such documents to the Secretary for filing and future reference.

**Section 7.06. DIRECTORS OF LITTLE LEAGUE BASEBALL & SOFTBALL, YOUTH BASKETBALL, AND YOUTH FOOTBALL & CHEERLEADING**

The Directors of Little League Baseball/Softball, Youth Basketball, and Youth Football/Cheerleading shall:

1. Act as liaison between GWMAA and their respective sport.
2. Be dedicated to the purposes of GWMAA as set forth in Article II of this Constitution.
3. Personify the best public image in reflection to the community at large and take an active role in gaining support for their program.
4. Prepare and submit a monthly report of activities, including events, membership, participation, and financial status, of their respective sport to the Regular monthly Board meeting of GWMAA in a manner to be determined by the GWMAA Board of Directors.
5. Submit an annual budget, as prepared by the Board of their respective sport, to include any requests of GWMAA for support, capital outlays or property improvements in a manner to be determined by the GWMAA Board of Directors.
6. Annually, before the beginning of the playing season for their sport, present to GWMAA a Code of Conduct, signed by the President of that sport; and, maintain copies of approved coach/volunteer applications with a corresponding signed Code of Conduct application for review by GWMAA, if necessary.



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7. Annually, submit a membership-approved copy of the Constitution or By-Laws under which that sponsored sport is organized to the Secretary of GWMAA prior to the beginning of their sport's season.
8. Perform such duties as are herein set forth and any other duties as may be assigned by the President or Board of Directors.

**Section 7.07. OTHER STAFF**

The President, with the approval of a majority of the Board of Directors, shall appoint other staff as required to accomplish the objectives of GWMAA. The term of appointment of this staff shall not exceed the current term of the GWMAA Board. Examples of appropriate other staff appointments include park maintenance oversight, web site administration, and fund raising leadership.

This other staff shall:

1. Have a specific task and objective associated with the appointment.
2. Have no voting rights on the Board of Directors.
3. Report to the President, from time to time, on the progress of the objectives.

## **Article VIII. FINANCIAL AND ACCOUNTING**

### **Section 8.01. AUTHORITY**

The Board of Directors shall decide all matters pertaining to the finances of GWMAA and it shall place all funds in an account designated for the support of sponsored GWMAA programs.

### **Section 8.02. CONTRIBUTIONS OF SPONSORED SPORTS**

Each sport sponsored by GWMAA shall deposit into the general fund an amount equivalent to five percent (5%) of registration fees collected for participation in that sport. This contribution may be waived by a majority vote of the Board of Directors.

### **Section 8.03. FINANCIAL STANDARDS AND ANNUAL AUDIT**

The Board of Directors shall establish accounting and financial reporting procedures for GWMAA according to generally accepted accounting standards. Each sponsored sport shall adhere to these accounting and format procedures in their financial record keeping.

An annual financial audit shall be made of GWMAA and all sports sponsored by GWMAA. A report of this audit shall be made at the Annual General Membership Meeting. The audit shall be performed by an outside auditing agency as designated by the Board of Directors.

### **Section 8.04. DISBURSEMENT OF FUNDS**

Expenditure of General Funds shall be for the benefit of all sponsored sports and shall be approved by majority vote of the Board of Directors. Disbursements shall be made by check. All checks shall be signed by the GWMAA Treasurer or other officer as determined by the Board of Directors. Two bids shall be obtained for the purchase of any goods or services over \$500.

### **Section 8.05. SOLICITATIONS AND CONTRIBUTIONS**

The Board shall not permit the contribution or solicitation of funds or property in the name of GWMAA unless all of the funds so raised are placed in the GWMAA treasury.

### **Section 8.06. COMPENSATION**

No Director, Officer or Member of GWMAA shall receive, directly or indirectly, any salary, compensation or emolument from GWMAA for services rendered as Director, Officer or Member, but nothing herein shall be construed to prevent an Officer, Director or Member for receiving any compensation from the organization for duties other than as a Director, Officer or Member.

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**Section 8.07. DEPOSITS**

All funds of GWMAA not otherwise employed shall be deposited from time to time to the credit of GWMAA in such banks, trust companies or other depositories as the Board of Directors may designate.

**Section 8.08. FISCAL YEAR**

The fiscal year of GWMAA shall begin on January 1 of each year and end on December 31 of same year.

**Section 8.09. DISTRIBUTION OF PROPERTY UPON DISSOLUTION**

Upon dissolution of GWMAA and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of GWMAA to another Federally Incorporated entity which maintains the same objectives as set forth in Article II of this Constitution, which are or may be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code or any future corresponding provision.

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**Article IX. INDEMNIFICATION**

GWMAA shall indemnify any person who is or was a member of the Board of Directors, committee member, or other agent of the organization against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within GWMAA to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others or the objectives of GWMAA or its sponsored sports organizations. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members, or otherwise.

*Greater West Melbourne Athletic Association  
Constitution & By-Laws*

**Article X. AMENDMENTS**

This Constitution may be amended, altered, or repealed in whole or in part by a majority vote at any duly organized meeting of the Members provided notice of such proposed change is included in notice of such meeting.

This Constitution shall be reviewed annually by committee and a report of such review shall be made at the Annual Meeting of the Membership. Duly approved amendments shall be made a part of this Constitution immediately; at the conclusion of any year in which amendments are made, the Constitution shall be updated to reflect all approved amendments and made a permanent part of the records of GWMAA. Any such amendments will be made a part of the Articles of Incorporation on file with the State of Florida each year that changes are made.

The **GREATER WEST MELBOURNE ATHLETIC ASSOCIATION** approved this  
Constitution on the 6<sup>th</sup> day of August 2013.

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President, GWMAA

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Vice President, GWMAA

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Secretary, GWMAA

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Treasurer, GWMAA

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GWMAA Director, Baseball/Softball

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GWMAA Director, Basketball

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GWMAA Director, Football/Cheerleading