

**Amherst
Athletic
Association**

Constitution

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ARTICLE I

1.0 INTRODUCTION

- 1.1 The name of the organization shall be Amherst Athletic Association (hereinafter "Association"). The Association will have the purposes or powers as stated in below Articles of Incorporation, Constitution, and powers vested or granted by Non-Profit Corporation Law of the State of Ohio or any successor legislation.

2.0 SCOPE

- 2.1 The "Association" shall be non-profit, non-sectarian and non-partisan. The "Association" shall not endorse a commercial enterprise of political party or candidate. The name of the "Association" or the names of any members in official capacities shall not be used in connection with a commercial concern or with a partisan interest, or for any purposes outside the regular direction and work of the organization.
- 2.2 The below Articles will cover the entirety of the "Association" to properly oversee, govern and assure proper control, authority, and direction.
- 2.3 Formal "Association" By Laws (BL-01) shall be released and approved by the Board of Directors. BL-01 will stand as the operational documentation for the "Association" and all its parts, enacting and directing all aspects of the "Association".
- 2.4 Additional Policies, Procedures or formal documentation deemed necessary by the Board of Directors or Members--will be defined, established, reviewed, approved, and implemented as deemed appropriate for the overall direction of the "Association". All documentation released under the "Association" shall be in conformity with the Constitution. Policies and Procedures shall be adopted, changed and/or repealed by:
- 2.4.1 A majority vote of the Board of Directors

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3.0 MISSION STATEMENT

Amherst Athletic Association, Incorporated is a non-profit organization whose mission is to promote, develop, supervise, and voluntarily assist in all lawful ways, the interest of those who will participate in the Amherst Athletic Association program(s).

Through proper guidance and exemplary leadership, the Amherst Athletic Association program assists children and coaches alike in developing the qualities of citizenship, discipline, teamwork and physical well-being. By espousing the virtues of character, courage, integrity, and teamwork the Amherst Athletic Association shall be designed to develop superior sportsmanship, athletic ability, and citizenship.

Our Core Values will be present with every aspect of our governance and will stand as the Primary Pillars for success of the Association, our children and the enjoyment of Baseball/Softball.

Character. Courage. Integrity. Teamwork



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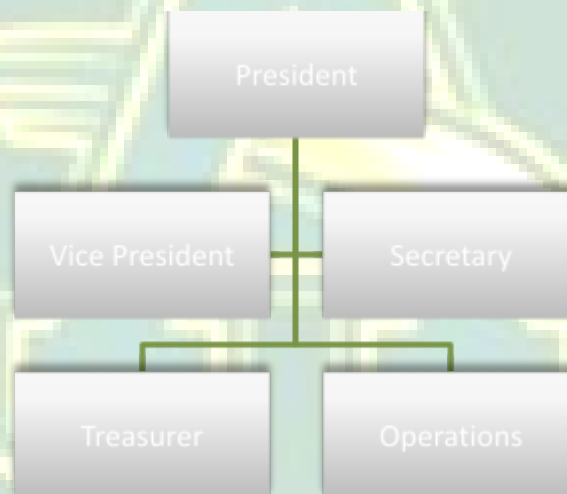
ARTICLE II

4.0 BOARD OF DIRECTORS

4.1 The Board of Directors shall consist of (5) Positions.

4.1.1 **President, Vice President, Treasurer, Secretary, Operations**

4.1.2 The Board of Directors will be structured as follows:



4.2 Responsibilities shall be defined within BL-01, reviewed and approved by majority vote by the Board of Directors.

4.3 The management of property and affairs of the “Association” shall be vested in the Board of Directors.

4.4 The Board of Directors shall have the authority to appoint standing committees as deemed appropriate to achieve the objectives of the “Association”. De Facto delegation of responsibility and authority to any committee must be voted and approved by majority vote of the Board of Directors.

4.5 The Board of Directors shall adopt formal rules and regulations for the conduct of meetings and the management of the “Association” as it may deem necessary,

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provided such rules and regulations do not conflict with the Amherst Athletic Association Constitution. By Default, adoption of “Robert’s Rules of Order” as parliamentary procedure for meetings.

5.0 OFFICERS OF THE BOARD

- 5.1** Officer by Appointment: the “Association” may appoint Officers as deemed necessary and appropriate to achieve objectives and goals set forth by the organization. Officers shall constitute nominated or suggested positions by members but are not accounted for as co-equal Board Members. Officers shall be documented, assigned and communicated, with clear assertion of objective and responsibility.
- 5.2** Other Appointed Positions: the “Association” may appoint additional positions as deemed necessary and appropriate to achieve objectives and goals set forth by the organization. Other appointed positions shall constitute efforts and/or responsibilities outside the scope of the Board of Directors and/or Appointed Officers, but necessary for the accomplishing “Association” specific activities.
- 5.3** The duties and powers of each officer or appointed position shall be promulgated in BL-01. Officers and Other Appointed Positions, shall be documented, reviewed and approved, prior to appointment, prior to enacting the role for member appointment. As such Officer and Other Appointed Positions serve at the discretion of the Board of Directors. As defined, Officers and Other Appointed Positions must be approved by majority Vote of the Board of Directors.
- 5.4** Officers and other appointments will serve for a timeframe of one year, or until the end of the league year. Position appointment and responsibilities will dictate expected duration.

6.0 MEMBERSHIP

- 6.1** Any adult person actively interested in furthering the objectives of the “Association” may become an Association Regular Member upon qualification as specified in within BL-01.
- 6.2** Regular Members shall consist of adults who have a dependent player within any league under the jurisdiction of the “Association”. Membership may be extended to

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volunteer personnel without dependent players in the league but must meet qualifications for participation.

6.3 Active Members in good standing are eligible to vote at General Board Meeting and shall be entitled to (1) vote on each matter submitted to a vote of Members.

6.4 Regular Members shall not be required to be affiliated with another organization or group to qualify as members of the “Association”

ARTICLE III

7.0 CONSTITUTIONAL GOVERNANCE

7.1 Quorum: A majority of the whole Board of Directors will constitute a quorum for purposes of conducting business. A Quorum must be present for duly organized meetings, elections, financial decisions, program modification, officer appointments (when necessary), and the exercising of Board responsibilities as defined in BL-01.

7.2 Elections

7.2.1 Eligibility Requirements

7.2.1.1 Active within the organization: an active member must establish a presence via Board Meetings via attendance minimally of 5-6 duly organized board meetings. In addition, any member actively engaged in coaching and assisting the organization in achieving objectives, plus active attendance at 3-4 duly organized board meetings will be considered active.

7.2.1.2 First opportunity to serve as a defined position within the Board of Directors belongs to existing members, in good standing, active within the organization.

7.2.1.3 In absence of an existing member(s) nomination, anyone in good standing within the “Association” shall have the opportunity for nomination.

7.2.1.4 In absence of a nomination of existing members in good standing, the President may appoint an individual, with a majority of approval of the Board of Directors.

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7.2.2 Election Process

7.2.2.1 A Quorum is required within a duly organized board meeting in order to facilitate election processes. Lack of Quorum will constitute a reschedule of elections.

7.2.2.2 Annual elections shall be performed and confirmed within end of year review within the final scheduled and duly organized Board Meeting. Scheduling will be confirmed and occur at the end of 3rd Quarter/beginning of 4th quarter of the given year (September or October).

7.2.2.3 For consideration for election to a Board of Directors position within the "Association", a nominee must be presented, and seconded by an active member(s) present within the duly organized meeting.

7.2.2.4 Upon nomination and a seconded motion, members present will cast a voice vote (1) per member: "Yes" or "I" constitutes approval; "Nay" or "No" constitutes disapproval of the appointment. A Majority vote of members present will constitute the final decision.

7.2.2.4.1 In the event of a tie, the President of the Board of Directors shall cast the tie-break deciding vote.

7.2.3 Special Election Process

7.2.3.1 Out of cycle election processes may be required, at the discretion of the Board of Directors. If a special election is deemed necessary and appropriate, the election criteria, position(s), and duly organized meeting date must be communicated (2) weeks in advance.

7.2.3.2 Any position(s) open for consideration of a "Special Election", shall follow the same election process defined in 7.2.2.3.

7.2.4 Elected position(s) of the Board, as well as officers, shall assume official duties immediately upon election and shall serve for a term of one year; or, until the next annual election, whichever comes first.

7.3 Term Limits

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7.3.1 No person shall serve more than (4) consecutive full terms in the office of the President, unless no replacement can be found. In such case a majority vote of the Board is required.

7.3.2 The remaining defined Board positions shall not have a term limit imposed

7.4 Board Meetings

7.4.1 Regular Board Meetings

7.4.1.1 Regular meetings schedule shall be defined, communicated and held in accordance with stated agenda. For a Regular Board Meeting to be open, matters dealt with and closed, a Quorum must be present.

7.4.1.2 Regular Board Meetings will occur at the discretion of the Board and agreed upon within a duly organized meeting, and with approval by majority vote of the Board of Directors.

7.4.1.3 At minimum, the Board of Directors shall conduct no less than (8) Board Meetings annually. Taking into consideration “Dark” periods during recognized summer/league months—it may not be possible to conduct meetings at pre-suggested/planned intervals while maintaining necessary inclusivity of the Board, Officers and regular members.

7.4.1.3.1 Meetings will be scheduled to occur monthly, with a schedule presented and approved by the Board. Meeting schedule will be presented to the community to make aware and to establish elements of transparency and inclusion.

7.4.2 Special Board Meetings

7.4.2.1 The President may, whenever deemed necessary and appropriate, or the Secretary shall at the request of (3) members of the Board of Directors, or (3) Appointed Officers—call for a Special Board Meeting.

7.4.2.2 In cases of Special Board Meetings, such notice of the meeting shall be given 10-14 days in advance, include the purpose of the meeting, and the intent/objective of the meeting. Special Board Meetings shall be called in order to deal with extraordinary circumstances,

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events or situations and shall not supersede or take precedent over Regular Board Meetings.

7.5 Authorities

7.5.1 Discipline and Suspension: Board Members, Officers and Regular Members may be suspended, or other discipline imposed by action of the Board or by action of the President, as outlined in the By Laws (BL-01),

7.5.2 Board Structure Modification: The number of appointed members of the Board, so fixed at the annual meeting, may be increased or decreased within any duly organized Board meeting. The number of members of the Board shall remain uneven, as to provide tie-break aspect of governance. In such cases, the tie-break vote shall reside with the sitting President.

7.5.3 Board Vacancies: If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, the position shall be filled for the unexpired term by majority vote of the remaining members of the Board. However, in case of a vacancy in the office of the President, the Vice President shall become President for the unexpired term.

7.5.4 Removal of Board Member or Officer: An Officer may be removed at any time (with cause) by majority vote of the Board of Directors. The reason or cause for removal shall be submitted in writing to the Board and be formally documented with meeting minutes at the next duly organized Board Meeting.

7.5.5 Termination: Regular Membership may be terminated by resignation or action of the Board of Directors, as follows:

7.5.5.1 The Board of Directors, by two-thirds vote of present Board members at any duly constituted Board Meeting, shall have the authority to terminate the membership of any member of any class, including League Managers and Coaches, when conduct of such person is considered detrimental to the best interest of the "Association".

7.5.5.2 The member involved shall be notified of such meeting 10-14 days in advance, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.

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ARTICLE IV

8.0 AMENDMENTS

- 8.1 The Amherst Athletic Association Constitution may be amended, repealed, or altered in whole or in part by a majority vote (Board, Officers and Regular Members) at any duly organized meeting. Notice of the proposed change must be included in the notice of such meeting.

ARTICLE V

9.0 DISSOLUTION

- 9.1 In the event of dissolution of the Amherst Athletic Association, the funds of the Association shall be distributed exclusively for the purposes or in a manner for charitable, educational, religious or scientific purposes. At time of dissolution, the Association only distribute funds to qualifying or exempt organizations registered under Section 501 c 3 of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law). Discretion and appropriation of funds to qualifying organization shall be determined by the Board of Directors.

ARTICLE VI

10.0 ADOPTION

- 10.1 The Amherst Athletic Association Constitution shall be in full force and effect once approved and adopted by a majority vote of the Board of Directors.

11.0 REFERENCED DOCUMENTS

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11.1 BL-01: Amherst Athletic Association By-Laws. By-Laws will constitute responsibility and authority for management, oversight and operations as defined within the constitution and as deemed necessary for proper direction and control of the “Association” and its business dealings.

11.2 Robert’s Rules of Order: standard for facilitating discussions and group decision-making. Robert’s Rules will help the “Association” have better meetings by establishing fairness, participation and transparency.

12.0 CONSTITUTION APPROVAL

Status	Confirmed By	Effective Date
Approved	<u>Board of Directors</u> Tom Anderson – President Pete Bailey – Vice President Ben Butkowski – Operations Christina Chagoya - Treasurer Shaun Duffala - Secretary	11/15/2022

13.0 CHANGE CONTROL

13.1 (1) Previous revision will be maintained in obsolence for traceability, rationale for change and historical reflection on direction and precedent.

Revision	Reason for Change	Effective Date
1	Initial release	12/4/2012

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2	Secondary modification, addition of criteria, text, structure and designated positions of responsibility.	12/21/2014
3	Restructure of Constitution. Removal of redundant and conflicting characteristics. Addition of Board Members and Structure. Relaunch of mission statement. Removal of operation characteristics—which have been delegated to operational By Laws and “Association” procedures.	1/28/2020
4	Modification of section 6.3. Previously, “regular” members were eligible to vote at Board meetings. This Modification changed “regular” to “active”. Members must now be “active” in order to vote at Board Meetings	11/15/2022

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