BY-LAWS

OF GREEN BAY CRICKET ASSOCIATION, INC.

A WISCONSIN NONSTOCK NONPROFIT CORPORATION

September 6th, 2012

**ARTICLE I**

**PURPOSE**

The purpose of the corporation shall be as follows:

Green Bay Cricket Association is a non-profit sports organization dedicated to promote the development of the sport cricket among youth, women and men in and around Green Bay through education, organization and competition within the meaning of Section 501 (c)(3).

To enhance its organizational purposes, it has the following objectives:

1. Bring the diverse group of people from India, Pakistan, Sri Lanka, Bangladesh, United States and other minorities and internationals in Green Bay
2. Bring awareness of cricket, especially in youth and make them healthy and teach them how to become team player
3. Bring the game of cricket and popularize it among the local community
4. Involve the community in an activity which can be enjoyed as a family
5. Bring current information and happenings about cricket around the world.
6. Host fundraising events to enrich the facilities and atmosphere for the youth players.
7. Invite individuals to become part of Green Bay Cricket Association.
8. Addition to the sporting traditions in Green Bay

**ARTICLE II**

**OFFICES**

2.01. Business Offices. Unless otherwise designated by the Board of Directors, the business office of the Corporation shall be at Green Bay Cricket Association, Inc., 1254 Carole Lane, Green Bay, WI 54313.

2.02. Registered Office. The registered office of the Corporation may be, but need not

be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE III**

**BOARD OF DIRECTORS**

Section 3.1. General Powers. The Corporation's affairs shall be managed by its Board of Directors. The Board of Directors shall also approve all capitol and major improvement expenditures in excess of Five Hundred Dollars ($500.00).

Section 3.2. Number, Tenure and Qualifications. The number of Directors shall be Eleven (11). The number of Directors may be changed from time to time by resolution of the Board of Directors amending this section. Appointments to the Board shall be for a period of two (2) years. The Board of Directors elections will be held in the second calendar meeting (expected in March) of the Board of Directors.

Section 3.3. Vacancy. Removal and Expulsion. Any vacancy occurring on the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the Members of the Board of Directors present at any regular or special meeting of the Board. A Director elected to fill a vacancy shall be elected for the un-expired term of his or her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary. Any Director may be removed from office at any time with or without cause by the affirmative vote of the majority of the Directors in office. Any Member of the Board of Directors who accumulates three (3) Unexcused Absences from regular Board meetings in any calendar year shall be removed as a Member of the Board of Directors and as an Officer. Whether an absence is an Unexcused Absence shall be determined by the President.

Section 3.4. Meeting. The Board of Directors may hold regular and special meetings.

Regular meetings shall be held not less than four (4) times each year. The BOD meetings will be held on the last Sunday of the first month of the each quarter. Special meetings of the Board may be called by the President, or by a majority of the Directors. Written notice of the time, place and agenda for both regular and special meetings shall be given to each Director, either by personal delivery, mail, or phone at least, three (3) days before the meeting.

Section 3.5. Quorum. At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.6. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all Directors consent

thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 3.7. Manner Of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.8. Conduct of Meetings. In the President's absence, the Vice President shall call meetings of the Board of Directors to order and shall act as Chairperson of the meeting. The Secretary shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding Office may appoint any Director or other person present to act as Secretary of the meeting.

Section 3.9. Presumption of Assent. A Director who is present at a meeting of the Board of Directors or a committee thereof of which he/she is a Member at which action on any matter is taken shall be presumed to have assented to the action taken unless he/she files his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or forwards such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**ARTICLE IV**

**OFFICERS**

4.01. Number. The principal officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, a League/Event Director, each of whom shall be elected by the Board of Directors. The duties of the officers shall be those enumerated herein and any further duties designated by the Board of Directors. The duties herein specified for particular officers may be transferred to and vested in such other officers as the Board of Directors shall elect or appoint, from time to time, and for such periods or without limitation as to time as the Board shall order.

4.02. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first calendar meeting (expected in January) of the Board of Directors. If the election of officers shall not be held at such meeting; such election shall be held as soon thereafter as conveniently may be. The office bearers have no powers to vote. Each officer shall hold office until his/her successor shall have been duly elected or until his/her prior death, resignation or removal.

4.03. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

4.04. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

4.05 President. The President shall be the principal officer of the Corporation and shall, when present, preside at all meeting of the Corporation and of the Board of Directors. He/She shall manage the affairs of the, Corporation on a day to day basis subject to any restrictions or inputs as the Board of Directors may determine appropriate. He/She shall be responsible for preparing the annual budget for approval by the Board of Directors and seeking the Board of Directors approval for budget increases. He/She shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper (or delegate the signing of such documents to subordinates under his or her direction and control) to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors. In general, he/she shall perform all such duties as may be prescribed by the Board of Directors.

4.06. The Vice-President. In the absence of the President or in the event of his/her death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the Vice-President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

4.07. The Secretary. The Secretary shall:

1. keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose;
2. see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
3. be custodian of the corporate records; and
4. in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or Vice-President or by the Board of Directors.

4.08. The Treasurer. The Treasurer shall:

1. have charge and custody and be responsible for all funds and securities of the

Corporation;

1. receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Section 5.04; and
2. in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum with such surety or sureties as the Board of Directors shall determine.

4.09. The League/Event Director. The League/Event Director shall have responsibility for Planning, Organizing the Cricket Leagues (Youth, Women and Men) and other Events such as Fundraising, Exhibition matches and etc. The League/Event Director shall responsible for Player registration, working with the team captains and forming the teams for the leagues. The League/Event Director shall responsible for forming the League/Event organizing committees, coordinate committees and communicate with them regularly during the Leagues and other Events. The League/Event Director shall responsible for League Governance and escalation, maintaining and managing the GBCA website, GBCA social network sites and the GBCA match/scores portal.

**ARTICLE V**

**CONTRACTS, LOANS, CHECKS AND**

**DEPOSITS: SPECIAL CORPORATE ACTS**

5.0 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name and on behalf of the Corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the President or the Vice President and by the Secretary or the Treasurer.

5.02. Loans. No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization shall be confined to specific instances.

5.03. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

5.04. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected under the authority of a resolution of the Board of Directors.

**ARTICLE VI**

**OFFICERS AND DIRECTORS:**

**LIABILITY AND INDEMNITY; TRANSACTIONS**

**WITH CORPORATION**

6.01. Liability of Directors and Officers. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her in good faith as a Director or officer at the request of the Corporation if such person:

1. exercised and used the same degree of care and skill as a prudent man/woman would have exercised or used under the circumstances in the conduct of his/her own affairs, or
2. took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officer or employees of the Corporation which he/she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he/she may-be entitled as a matter of law.

6.02. Indemnity of Officers and Directors: Insurance. The Corporation shall indemnify each person who is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not such action, suit or proceeding is by or in the right of the Corporation) by a reason of the fact that he/she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding to the full extent permitted under the law whether or not such right of indemnification is otherwise specifically required or authorized by the Wisconsin Statutes. This right of indemnification is not exclusive of other rights to which such officer or Director may be entitled and shall be in addition to such compensation for services rendered and reimbursement for expenses incurred, as shall be determined from time to time by the Board of Directors.

The Board of Directors is authorized and empowered to cause the Corporation to purchase and maintain insurance on behalf of any person who is or was Director, officer, employee or agent of the Corporation as a Director, officer employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liabilities asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such whether or not the Corporation would have the power to indemnify him/her against such liability under the provision of the Wisconsin Statutes.

6.03. Transactions with the Corporation. The Board of Directors may from time to time authorize transactions by officers, Directors, and employees with the Corporation. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are employees, or in which they are interested, or between the Corporation and any Corporation or Corporation of which one or more of its Directors are Directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his/her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote. This Section shall be construed to invalidate any contract or other transaction which would otherwise by valid under the common and statutory law applicable thereto.

**ARTICLE VII**

**GENERAL**

7.0 1. Seal. There shall be no Corporate Seal.

7.02. Fiscal Year. The fiscal year of the Corporation shall be the twelve month period ending December 31.

7.03. Playing Rules. The Cricket playing rules are based on International Cricket Rules with the customization to fit the local playing conditions and facilities. All the playing rules will be followed as per Green Bay Cricket Association’s rules that are documented and approved by the Board of Directors.

7.04. Terms of the Tournament. A player should be part of GBCA and must have paid the dues for the GBCA membership.

7.05. Code of Conduct of the Players. The Code of Conduct of the Players will be followed based on defined items which are approved by the Board of Directors. It will be handed to each team captains and get the signed copy in return from the captains.

7.06. Team Selections. The players/team selections for any leagues or tournaments representing GBCA locally, regionally, nationally OR internationally shall be done by the appointed selection committees approved by the Board of Directors. In case of urgent need of forming a team where there is no time to get the BODs approval for the selection committee will be formed under the direction of the President.

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 be consulted by the selection committee for selection of that team

The selection of players will be totally at the discretion of the selection committee considering the fact of the player’s potential, performance, conduct on and off the field, etc. The selection committee shall not be questioned or criticized on their selections and in case of someone or a team does, they will be refereed and dealt by the disciplinary committee.

**ARTICLE VIII**

**AMENDMENTS**

8.0 1. By Directors. These by-laws may be altered, amended or repealed and new bylaws may be adopted by the Directors by affirmative vote of not less than 70% of the Directors present at any annual or special meeting of the Directors at which a quorum is in attendance.

8.02. Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the by-laws then in effect but is taken or authorized by affirmative vote of not less than the number of Directors required to amend the by-laws so that the by-laws would be consistent with such action, shall be given the same effect as though the by-laws had been temporarily amended or suspended so far but only so far, as is necessary to permit the specific action so taken or authorized.

**SECTION IX**

**LIMITATIONS**

9.01. Exempt Activities. Notwithstanding any other provision of these by-laws, no Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an

Organization:

1. exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of I986 as an organization described in Section 501(c)(3) thereof (or the corresponding provision of any future Internal Revenue Law of the United States);
2. contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue Law of the United States); and
3. classified as other than a private foundation under Section 509(a)(l) or (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue Law of the United States).

9.02. Prohibition Against Sharing in Corporate Earnings. No Director, officer, or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earning or pecuniary profit from the operations of the Corporation, provided that this shall not prevent either the payment to any such person of reasonable compensation for services to be rendered to or for the benefit of the Corporation or the reimbursement of expenses incurred by any such person on behalf of the Corporation, in connection with effecting any of the purposes of the Corporation; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be disposed of exclusively for the purposes of the corporation in such manner, or to such organization or reorganizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation,

after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be disposed of exclusively for the purposes of the corporation in such manner, or to such organization or reorganizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or 1986 or the corresponding provision of any future Internal Revenue Law of the United States), as the Board of Directors shall determine.

Adapted this \_\_ day of September, 2012 by all the Directors of Green Bay Cricket Association, Inc.

Shahul Azad Osaid Ahamed

***President*** ***Vice-President***

Vishal Kolipaka Mohamed Shajahan Raja

 Mohamed

***Secretary***  ***Treasurer***

Sridhar Subramaniam Damodhar Shankar

***League/Event Director Board of Director***

Blemaswara Rama Rimmalapudi Richard J Verheyen

***Board of Director Board of Director***

Shreemayee Kar Jeremy Crees

***Board of Director Board of Director (Non***

 ***Voting Member)***