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## MIDWEST BADMINTON ASSOCIATION CONSTITUTION

### MISSION STATEMENT

The mission of the Midwest Badminton Association is to serve as the coordinating body of Region 2 as defined by USA Badminton, the national governing body hereinafter referred to as the USAB, to increase participation in the sport at all levels, to provide the highest possible quality of services to its members, to foster and/or arrange tournaments and interclub play, and to generally advance interest in the game of badminton. The Association is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code.

### 1. NAME

- 1.1. The Association shall be known as the Midwest Badminton Association, hereinafter referred to as the MBA.

### 2. OBJECTIVES

- 2.1. The objectives of the MBA shall be:
  - 2.1.1. To uphold the laws of badminton as laid down by USAB.
  - 2.1.2. To foster and arrange such tournaments and interclub play as may come within the scope and jurisdiction of the MBA.
  - 2.1.3. To generally advance interest in the game of badminton.

### 3. DEFINITIONS

- 3.1. "Recognized Badminton Club" shall mean a club with MBA voting privileges, which has:
  - 3.1.1. A duly elected Board of Directors or Officers.
  - 3.1.2. An active membership of not less than six (6) persons.
  - 3.1.3. Been duly approved by the MBA Board of Directors.
- 3.2. "Recognized District Association" shall mean a properly established association consisting of not less than three (3) Recognized Badminton Clubs as herein defined, within a territorial district and which has been duly approved by the Board of Directors of the MBA.
  - 3.2.1. Current the MBA governs:
    - 3.2.1.1. North Dakota, South Dakota, Nebraska, Kansas, Minnesota, Iowa, Missouri, Wisconsin, Illinois, Michigan, Indiana, Kentucky, Ohio and West Virginia
- 3.3. "Recognized State Association" shall mean a properly established state association approved by the Board of Directors of the MBA.
- 3.4. "Member Club" shall mean a badminton club accepted as a member of the MBA which is in good standing.

- 3.5. "Member District Association" shall mean a District Association accepted as a member of the MBA that is in good standing.
- 3.6. "Member State Association" shall mean a State Association accepted as a member of the MBA that is in good standing.
- 3.7. "Individual Member" shall mean a person who is a member of the Midwest Badminton Association and is in good standing but does not belong to a club or other organized group.
- 3.8. "Official Delegate" shall mean an individual appointed by a Member Club, Member District Association, or Member State Association to represent it at any meeting of the MBA.

#### 4. MEMBERSHIP

- 4.1. Membership shall consist of Member Clubs as well as Member District and State Associations located within the MBA territory, which from time to time may be determined by the Board of Directors of the MBA.
- 4.1.1. The MBA territory may not exceed the area defined by USAB as Region 2, however, it may be smaller as determined by the MBA.

#### 5. AMENDMENTS

- 5.1. Amendments to this Constitution or to the Bylaws may be made by ballot vote at any Annual General Meeting or any Special General Meeting of the MBA, provided that a copy of the proposed amendment has been filed with the Secretary of the MBA at least fourteen (14) days before such meeting. The Secretary shall forward a copy of all proposed amendments to each Member Club or Recognized State Association or Member District Association at least ten (10) days before such meeting. An affirmative vote of two-thirds (2/3) of all ballots cast shall be necessary for the adoption of any amendment.
- 5.2. Or a vote may be taken by electronic mail and or teleconferencing and shall be deemed to have been duly adopted if two-thirds of the votes received, within ten (10) days after the ballots describing the proposed amendment have been sent.

#### 6. BYLAWS

##### 6.1. BOARD OF DIRECTORS

- 6.1.1. The Board of Directors shall have general charge of the affairs, funds, and property of the MBA. They shall prepare and enforce rules regulating the operations of the MBA. They shall have full power, and it shall be their duty to carry out the purposes of the MBA in accordance with its Constitution and Bylaws.
- 6.1.2. The Board shall consist of nine (9) Directors elected by Member Clubs or Member District Associations or Member State Associations of the MBA to serve for terms of three (3) years, and until their successors are elected and qualified.

6.1.3. Three (3) Directors shall be elected by ballot at each Annual General Meeting of the MBA.

6.1.4. Nominations for Directors shall be made by a Nominating Committee appointed by the President. The Nominating Committee should be appointed as early in the season as possible but in no case later than January of the playing season. The Nominating Committee should consist of no less than three (3) nor more than five (5) persons. The decision as to the number of persons shall be entirely up to the MBA President. The Committee shall submit a report showing three (3) names. Delegates may also make nominations from the floor after the report of the Nominating Committee.

6.1.5. A vacancy occurring in the Board of Directors shall be filled by appointment of the MBA President, such appointee to hold office through the duration of the term of the Director who vacated their post.

6.1.6. No person shall be eligible as a Director of the MBA without being a member of a Member Club. No Member Club shall have more than three (3) members on the Board of Directors at one time, unless the Director is a member of more than one Member Club.

## 6.2. MEETINGS OF THE DIRECTORS:

6.2.1. Meetings of the Directors may be called by the President, or in his/her absence, by the Vice President, or by any four (4) Directors. When a meeting is called by four (4) Directors, the written notice of the meeting shall be signed by all four (4) requesting the meeting; and the purpose of the meeting shall be clearly stated in the notice.

6.2.2. Written notice of each meeting shall be electronically mailed or delivered personally to each Director at least ten (10) days prior to the meeting. Such notice may be waived in writing by a Director.

6.2.3. Waiver may be by any written form. Any Director shall be deemed to have waived such notice by his/her attendance at any meeting.

6.2.4. Five (5) Directors present in some form (in-person, electronic meeting, or teleconference) shall constitute a quorum for the transaction of business at each meeting, and lack of a quorum shall render any meeting void and of no effect. Each Director shall have the right to designate in writing a proxy (who may be another Director) to attend any regular or special meeting of the Board of Directors and to vote thereat in his/her place. Any such proxy selected must be a member of a Member Club at the time he/she serves as proxy. No more than one proxy may be held by any one individual.

6.2.5. Absent Directors may vote at any meeting by signed ballot, stating the proposition upon which they vote and whether they vote yes or no thereon. Absentee ballots shall not be counted in determining whether or not there is a quorum at any meeting.

6.2.6. On the same day and immediately following the annual meeting of the MBA, the Board of Directors shall elect from their own number a President, a Vice President, and a Secretary and a Treasurer or a Secretary-Treasurer. Such officers shall take office

immediately and shall hold office for one (1) year, or until their successors are elected and qualified.

6.2.7. An Executive Committee, consisting of the President, Vice President, a Secretary and a Treasurer, or a Secretary-Treasurer and two (2) members of the Board appointed by the President with the concurrence of the Board, shall act on affairs of the MBA between the regular meetings of the Board, and the actions of this Executive Committee shall be subject To ratification by the Board at its next regular meeting.

## 7. OFFICERS

7.1. The officers of the MBA shall be a President, a Vice President, a Secretary and a Treasurer or a Secretary-Treasurer. The Secretary-Treasurer may appoint a Recording Secretary. The Recording Secretary, however, need not be a member of the Board nor be considered an officer of the MBA by virtue of this appointment nor have voting privileges.

7.2. The President shall preside at all meetings of the MBA and of the Board of Directors; shall appoint all committees and shall see that the other officers and committees perform their duties; and shall in conjunction with the Secretary and Treasurer or the Secretary-Treasurer or any other officer appointed for the purpose, sign and execute all deeds and contracts in the name of the MBA, when authorized to do so by the Board.

7.3. The Vice President shall assist the President in the performance of those duties and shall exercise all the powers of the President in the latter's absence.

7.4. The Secretary or Secretary-Treasurer shall keep a roster of the members, amending the same as may be required from time to time; shall issue notices calling all meetings, both of the MBA and of the Board of Directors, and shall keep the minutes of all meetings together with a record of such other matters as pertain to the activities of the MBA and shall keep copies thereof, which correspondence shall be open at any time to the inspection of any member of the Board of Directors; shall receive all dues and fees or other monies payable to the MBA, and issue receipts therefore.

7.5. The Treasurer or Secretary-Treasurer shall pay all accounts against the MBA subject to the approval of the Board, and shall keep proper books of accounts which accounts and books shall be open at any time to the inspection of any member of the Board; shall file all required local, state, and federal documents; shall report in writing the state of the finances of the MBA whenever so requested by the Board; and shall present at the Annual General Meeting a financial report showing all receipts and expenditures for the current year.

7.6. In the absence of both the President and Vice President at any Board meeting, the Board members present shall elect a temporary chairman to conduct the meeting by majority vote of those present.

7.7. The Board of Directors may appoint an Executive Secretary when deemed necessary whose address shall be the official mailing address of the MBA and who shall serve the Board of Directors and officers in the day-to-day operations of the MBA. The Executive Secretary shall

serve at the pleasure of the Board of Directors and shall have no set term of office. The Executive Secretary, however, need not be a member of the Board nor will be considered an officer of the MBA by virtue of this appointment.

## 8. MEETINGS AND ELECTIONS

- 8.1. The Annual General Meeting of the MBA shall be scheduled by the Secretary. Once scheduled, the Secretary shall inform all MBA members at least fourteen (14) days prior to the meeting by either electronic mail or US mail. Agenda and meeting information shall be posted to the MBA website at least fourteen (14) days prior to the meeting.
- 8.2. A special meeting of the MBA may be called by the Board of Directors or by five (5) members of the MBA, the call stating the objective thereof. The notice of such meeting shall in like manner state the object for which it is called, and only objects mentioned in such notice, or matters clearly germane thereto, shall be considered at any special meeting.
- 8.3. Notices of all elections and of all meetings of the MBA, whether annual or special, shall be electronically mailed to Member Clubs not less than ten (10) days prior to such meeting. Notices shall be mailed to each member of the Board of Directors.
- 8.4. Delegates attending meetings of the MBA shall present credentials signed by an officer of the Member Club concerned, which credentials must be filed with the Secretary of the MBA before the commencement of the meeting.
- 8.5. Delegates may attend and vote by proxy. The credentials of such proxies must be in writing, certified by the proper officers of the Member Club, and must be filed with the Secretary of the MBA before the commencement of the meeting.
  - 8.5.1. No person shall be eligible to act as a Delegate or to hold a proxy therefore unless such person be a member of a Member Club.
- 8.6. Delegates of a majority of the Member Clubs shall constitute a quorum at any meeting of the MBA.

## 9. MEMBERSHIP

- 9.1. Applications for membership, other than Individual membership, must be in writing, addressed to the Secretary of the MBA and signed by an Officer of the applicant's Member Club or Member District or State Association. All applications shall be reviewed by the Secretary of the MBA, who must accept or reject any application they receive within 30 days of receipt of said application.
- 9.2. Any recognized member that has not paid his/her MBA dues by the date established by the MBA shall be suspended from the MBA.
- 9.3. The Board of Directors of the MBA shall have power to suspend or expel any member which may neglect or refuse a strict and honorable compliance with the Constitution and Bylaws of

the MBA or which shall, by its conduct, bring reproach or disgrace upon the MBA, subject at all times to the right of such member to appeal to the next Annual General Meeting of the MBA for reinstatement.

9.4. At the time of payment of annual dues to the MBA, each Member Club or Member District or State Association shall forward to the Secretary of the MBA the names and addresses of its officers as well as a club roster. Furthermore, new members of clubs or districts or states may be added during the course of the season in compliance with annual dues structure.

9.5. The election to membership in this MBA shall obligate each member to abide by the Constitution and Bylaws of the MBA.

## 10. ANNUAL DUES AND VOTING POWER

10.1. Each Member Club or Member District or State Association or Individual member belonging to the MBA shall be assessed annual dues as determined by the Board of Directors.

10.2. Dues shall be payable no later than December 1 of each year.

10.3. The fiscal year of the MBA shall be from July 1 through June 30.

10.4. Delegates to the MBA shall be appointed as follows:

10.4.1. Member Clubs - One (1) delegate

10.4.2. Member District or State Association - One (1) delegate for each District or State Association if not represented by a Member Club.

10.4.3. Individual Members - No voting rights, no delegate appointment.

## 11. COMMITTEES

11.1. Any and all committees created or provided for by these Bylaws or by action of the Board of Directors must be composed of members of Member Clubs or Member District or Member State Associations.

11.2. Match and Tournament Committee

11.2.1. It shall consist of not less than one (1) nor more than five (5) members.

11.2.2. It shall render any assistance possible to any tournament run within the MBA area when its services are requested.

11.2.3. It shall assist in arranging team matches and competition, which may come within the scope and jurisdiction of the MBA.

11.2.4. It shall assist the Board of Directors in seeing that the Midwest Championships are run in a manner consistent with the ideals of the Board and shall render whatever assistance possible to the Local Host Club hosting the tournament.

11.2.5. It shall be responsible for supporting or organizing a Region 2 ranking tournament, should none be planned by any other entity in Region 2

11.3. Ranking Committee

11.3.1. It shall consist of not less than three (3) members.

11.3.2. The purpose of the committee shall be:

11.3.2.1. To compile and publish, subject to the Board approval, the annual MBA rankings.

11.3.2.2. To publish a list, when deemed necessary, of "A" players for use by Member Clubs to determine eligibility of individuals in MBA sponsored tournaments.

## 12. RANKING RULES

12.1. Only tournaments sanctioned by the USAB and held in the Midwest area, whose tournament results have been forwarded to the USAB, will be used for Midwest ranking purposes.

12.2. To be eligible for ranking in the MBA a player must be a member of the MBA and USAB and reside within the boundaries of the MBA.

12.3. A temporary resident is not eligible for ranking. A residence is deemed temporary when the person has not lived in the MBA area continuously for one playing season unless otherwise defined by member definitions. (July 1-June 30)

12.3.1. "To be a resident" shall mean: for a non-student, a person is considered to be a resident of the Midwest if his/her permanent mailing address is within the boundaries of the Midwest; for a student, he/she must be enrolled in a school within the boundaries of the Midwest.

12.4. The ranking season begins July 1 and ends June 30 each year.

12.5. To be eligible for an MBA ranking in the Regular open events, a player or team must have played in that event in any three Midwest Class "A" Open tournaments whose tournament results have been forwarded to the MBA and USAB. To be eligible for any age-specific events (Junior or Senior), if not enough MBA tournaments offered the events, a player or team is eligible for ranking by having played in that event in the MBA Championships without having met the requirements of having played in two Midwest tournaments. The minimum age requirement established by the USAB must be met to be eligible for Junior or Senior ranking.

12.6. Only matches constituting the best two of three games, round robin matches included, may be considered for ranking purposes. Twenty-one point games shall not be considered. Results of tournaments outside the MBA area in which Midwest players meet each other or meet mutual opponents, results of which are forwarded to the MBA, may be used for consideration in arriving at rankings.

12.7. A player may be ranked with more than one partner in the doubles events provided each team meets the minimum ranking qualifications.

12.8. Primarily the rankings shall be made on the basis of tournament performance as opposed to the order in which the committee simply "thinks" a player should be ranked. Accordingly, in computing the rankings the ranking committee shall in part be governed by the following point system:

12.8.1. The player or team winning of an event 10 points to 30 points

12.8.2. The runner-up 6 points to 18 points

12.8.3.Loser of semi-finals 3 points to 9 points

12.8.4.Loser of quarter finals 1 point to 3 points. These points are not cumulative, so that a winner does not receive 10 plus 6 plus 3 plus 1. Nor in the case of the MBA Championships 30 plus 18 plus 9 plus 3. However, points alone cannot earn the player a ranking. The committee must also be governed by the level of competition. Thus, a player could not play in 10 local tournaments, with no competition, and by winning them and nothing else be ranked #1. In the case of point ties, or near point ties, the committee must again look at the level of competition and how each player or team did in either head to head competition or against common opponents.

12.9.An "A" Classification is acquired if a player has:

12.9.1.A National USAB Ranking in that event in the top half of the current rankings.

12.9.2.An MBA Ranking in that event.

12.9.3.In addition, if a player won a "B" tournament, that player will be considered for an "A" classification.

12.10.The Ranking and Class "A" player list should be completed and in the hands of the President no later than the summer MBA meeting. Both the "A" player list and the Rankings should be acted upon by the Board of Directors at their first meeting of the season. This meeting should take place early enough so that both lists may be published prior to the first tournament of the season if possible. Players not classified as "A" players will be eligible to participate in "B" tournaments throughout the entire playing season regardless of tournament results during the season in progress, but will be eligible for nomination to the "A" player list at the beginning of the following season. Each year the Ranking Committee shall add to the "A" player list those players who have qualified for "A" classification during the past playing season. They shall also recommend to the Board of Directors revisions to the list to remove certain "A" players if the committee feels that the quality of their play or non-participation in tournaments will not be detrimental to "A" tournaments.

12.11.The MBA Championship winner will become the MBA Champion(s) in that particular event but not necessarily #1 on the ranking list.

12.12.Any player may submit an appeal in writing, stating the reasons why the appeal is being made, which appeal shall be made to the MBA President within 30 days after ranking is published. All appeals will be referred back to the Ranking Committee for review. After review, the Executive Committee will make a final ruling. As soon as an appeal is final, the President shall advise the appealing player as to results of the appeal. The President shall publish the final ranking as soon as possible after completion.

## 13.GENERAL PROVISIONS

13.1.Each Director elected by the MBA must reside within the boundaries of the MBA as established by the Board of Directors.

13.2.To be eligible to participate in the MBA Championships a player must:

13.2.1.Be an MBA member.



- 13.2.2. Reside within the boundaries of the MBA for the entire playing season (July 1-June 30) or have played in 3 Midwest tournaments prior to the Midwest Championships in the current season while in residence.
- 13.2.3. Meet the age requirements of that Championship.

#### 14. DISSOLUTION CLAUSE

- 14.1. Upon the dissolution of the Association, the Association shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations 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 corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.