

BY-LAWS OF THE SOUTHWEST BADMINTON ASSOCIATION

---DRAFT - 19SEP2014 --- 1) Need to specify Region 5 ?? 2) III e. needs to be clarified (see red)

I. BOARD OF DIRECTORS

- a. The affairs of the Southwest Badminton Association (SWBA) shall be managed by a Board of Directors (herein referred to as the "Board"). The Board shall have general charge of the affairs, funds, and property of the SWBA. The Board shall prepare and enforce rules regulating the operation of the SWBA. They shall have full power, and shall carry out the purposes of the SWBA in accordance with its Constitution and By-Laws.
- b. The Board shall consist of the Representatives elected and/or appointed by each State, and any member co-opted as after-mentioned. Each State shall be entitled to one (1) State Representative for if the state consists of at least one (1) but less than 100 USAB USBA members, if the State has 101 but less than 200 USAB USBA members, it shall be entitled to two (2) State Representatives; each State shall be entitled to an additional State Representative for USAB USBA members of 201-300, 301-400, and 401-500, 501-600, and 601-700. No state shall be entitled to more than seven (7) six State Representatives, except as provided below for "members-at-large." The cut-off date for determining the number of USAB USBA members shall be January 1st each year. The Board may co-opt up to two (2) additional members-at-large as Directors with full voting rights
- c. Directors shall serve for terms of three (3) years, or until their successors are elected or appointed by the States or, in the case of At-Large Directors, appointed by the Board.
 - Until the first Annual General Meeting of the SWBA, the Board shall elect officers by physical or electronic mail ballot or via conference call. Thereafter, at the Annual General Meeting of the SWBA, the Board of Directors shall elect officers from their own number by roll-call vote or physical or electronic ballot or via conference call. Such officers shall hold office for two (2) three (3) years, or until their successors are qualified and elected.
- d. An Executive Committee, consisting of the President, Vice President, Secretary, Treasurer Secretary-Treasurer, and one (1) other member of the Board, shall act on the affairs of the SWBA between the regular meetings of the Board and the actions of the Executive Committee shall be subject to ratification by the Board at its next annual meeting.

II. OFFICERS

- a. The Officers of the SWBA shall consist of a President, Vice President, Secretary and Treasurer + 1 other member. and Secretary-Treasurer. The Secretary Secretary-Treasurer, at his/her option, may optionally appoint a Recording Secretary who need not be a member of the Board nor is considered an officer of the SWBA by virtue of this appointment.
- b. In order to qualify as an Officer the candidate must be a member in good standing of the USAB. USBA. Candidates for the office of President must have previously served at least one year as an Officer, State Representative, or At-Large Director.
- c. Officers shall be elected by the Board of Directors at the Annual General Meeting for a two (2) one (1) year term of office, or until their successors are elected. No one shall be elected President for more than three (3) consecutive terms. Election of officers shall be by a majority vote of the Board. In the event there is a tie vote in choosing the officers, a run-off election shall be held immediately.

- d. The terms of office shall commence at the time of the officers' election at the Annual General Meeting and shall terminate at the Annual General Meeting the following year. If, for any reason, new officers are not elected, the existing officers shall continue in the office until succeeded by a duly elected officer.
- e. The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Board of Directors and the Executive Committee. The President shall ,subject to the approval of the Executive Committee, appoint all committees and shall ensure that other officers and committees perform their duties. The President shall, in conjunction with the Secretary and Treasurer or other officer appointed for the purpose, sign and execute all deeds and contracts in the name of the SWBA when authorized to do so by the Board.
- f. The Vice President shall assist the President in the performance of her/his duties and shall exercise all the powers of the President in the latter's absence.
- g. The ~~Secretary~~ ~~Secretary-Treasurer~~ shall issue notices calling all meetings, both of the Board of Directors and the Executive Committee, and shall keep the minutes of all meeting's. The ~~Secretary~~ ~~Secretary-Treasurer~~ shall maintain records of the activities of the SWBA and maintain files of correspondence, which shall be open for inspection by members of the Board. ~~She/he shall receive all monies payable to the SWBA, and issue receipts therefore. She/he shall pay all accounts against the SWBA subject to the approval of the Board, and shall keep proper accounts open for inspection by Board members. She/he shall report in writing the state of finances of the SWBA whenever go requested by the Board, and shall present at the Annual General Meeting a financial report showing all receipts and expenditures for the current year.~~
- h. The Treasurer shall receive all monies payable to the SWBA, and issue receipts therefore. He/she shall pay all accounts against the SWBA subject to the approval of the Board, and shall keep proper accounts open for inspection by Board members. He/she shall report in writing the state of finances of the SWBA whenever go requested by the Board, and shall present at the Annual General Meeting a financial report showing all receipts and expenditures for the current year.
- i. The Board of Directors may appoint an Executive Secretary when deemed necessary whose address shall be the official mailing address of the SWBA and who shall serve the Board of Directors and officers in the day-to-day operations of the SWBA. The Executive Secretary shall have no set term of office and need not be a member of the Board. The Executive Secretary will not be considered an officer of the SWBA by virtue of this appointment.
- j. All officers shall be directly responsible to the State Representatives and the Board for the usual duties incident to their respective offices.
- k. If the office of President becomes vacant for any reason, including incapacity, the Vice President shall be designated by the Executive Committee to assume those duties temporarily. The Association shall, by majority vote of the Board of Directors within a period of thirty (30) days, either confirm the Vice President's permanent accession to the Presidency or appoint a new President to complete the term of office vacated by the duly elected President. A vacancy in any other office shall be filled by majority vote of the Board within thirty (30) days of the occurrence of the vacancy.

III. MEETINGS AND ELECTIONS

- a. The Annual General Meeting of the SWBA Board of Directors shall be held at such time and place as the Board may fix for the purpose of electing officers and conducting the affairs of the SWBA. An agenda shall ~~will~~ be posted or sent ~~mailed~~ to voting members of the Board fourteen (14) days in advance of the meeting.
- b. ~~??~~Five (5) Directors present in person shall constitute a quorum for the transaction of business at, each meeting; the lack of a quorum shall render any meeting void.
- c. The President may schedule and call other meetings of the board during the period between the Annual General Meetings. Conference call meetings may be used to handle such other business as may arise between Board meetings.
- d. If ~~four (4)~~ ~~five (5)~~ Directors request a meeting in writing or by email, then the President must call a meeting within thirty (30) days of receipt of the request.

- e. Each Director shall have the right to designate a proxy to attend meetings of the Board and vote in his/her place. Although each Director may appoint a substitute, notice in writing shall be given to the Secretary of the Association at least ten (10) days before the meeting. **The proxy may be another Director but need not be a member of the Board, No person shall be able to hold more than one proxy.** (clarify...Director 1 vote + proxy 1 vote = 2 votes for 1 person??)
- f. Absent Directors may vote at any meeting by **physical or electronic signed ballot or via conference call**, stating the proposition that is the subject and whether they vote yes or no thereon. Absentee ballots shall not be counted in determining whether there is a quorum.
- g. The Executive Committee shall have the power and authority to carry out the decisions of the Association and to perform all work and exercise all of the powers of the Association, subject to the disapproval of the Board. The actions of the Executive Committee shall, however, never conflict with previous actions of the Board.
- h. A Regional Director to **USA Badminton** ~~the United States Badminton Association~~ shall be elected in accordance with the relevant By-Laws of that Association.

IV. MEMBERSHIP

- a. Membership in the Association is concurrent with membership in the **USAB** ~~USBA~~ and, simultaneously, residence in Region 5. ~~of the SWBA~~. Members may be accepted any time during the year, depending on the initial date of residence in Region 5 and the condition of **USAB** ~~USBA~~ membership.
- b. The interests of the Association's members are represented through their respective State Representatives on the SWBA Board of Directors. State Representatives may be elected through procedures decided by the State Association or appointed by an officer of the State Association. In the absence of a State Association, the SWBA Board of Directors may appoint a Board Member to represent that state from among the **USAB** ~~USBA~~ members residing in that State.
- c. The number of State Representatives on the Board is based on **USAB** ~~USBA~~ membership in the states comprising Region 5, as stipulated in Section **I.b** of the By-Laws.

APPROVED BY THE Board of Directors

on :

PRESIDENT:

SECRETARY:-TREASURER: