

EASTVALE GIRLS SOFTBALL ASSOCIATION
(EGSA)

Bylaws

Amended date: May 7, 2009

ARTICLE I – NAME

The name of this organization shall be EASTVALE GIRLS SOFTBALL ASSOCIATION (EGSA), herein after referred to as League. The League is incorporated under the laws of the State of California as a not-for-profit.

ARTICLE II - OBJECTIVE

SECTION 1– PURPOSE AND OBJECTIVES: to encourage and foster the physical and mental development of the girls involved; to encourage the principles of good sportsmanship, honesty, loyalty, courage, responsibility and reverence, while enriching their lives towards their own adult responsibility in the communities in which they will be working and living. The adults shall bear in mind at all times that the attainment of exceptional athletic skill, and winning of games is secondary to the accomplishment of the above objective.

- Develop a positive self-image
- Show respect for the rules, officials, and their decisions
- Develop a constructive attitude towards competition
- Develop a sense of dignity under all circumstances
- Have an equal opportunity to learn, develop, demonstrate softball skills, and continue to participate in softball as a lifelong pursuit

SECTION 2 - LIMITATIONS: This League shall be nonpartisan and non-sectarian in its activities, while doing everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes of powers set forth in these by-laws and to exercise all powers granted to a 501(c)(3) league by State and Federal regulations.

SECTION 3 - BUSINESS VENTURES: The League may engage in any lawful business or act or activity for which leagues may be organized under the California not-for-profit leagues act, as amended from time to time. To also act as an agent or representative of others for any lawful purpose.

ARTICLE III - AREA SERVED

The majority of the players in the League shall reside within the community of Eastvale of Riverside County, California.

ARTICLE IV - MEMBERSHIP

SECTION 1 – TYPES: The League may be comprised of active, non-active and honorary volunteer members.

SECTION 2 – ACTIVE MEMBERS: Volunteer members over the age of 21 who actively give of their time to serve in a position for the betterment of the league in management or operations as a volunteer manager, coach, team parent administrator or committee member. Directors shall be elected only from the Active Members category.

SECTION 3 – NON-ACTIVE MEMBERS: Members who are parents, legal guardians or adults over the age of 21 of registered players who do not actively participate in the management or operations of the League.

SECTION 4- HONORARY MEMBERS: Honorary membership may be conferred by the Board of Directors upon any person deemed worthy. Such honorary membership shall confer all of the privileges of active membership except the right to vote or be elected a Director. Such membership shall be for one fiscal year.

SECTION 5 – MEMBERSHIP APPLICATION: Completed registration application shall be made in writing to the President, who shall forward the application to the Board of Directors for acceptance or rejection. The President shall notify the non-accepted applicant/s upon leaving the Director’s meeting.

SECTION 6 – MEMBERSHIP ACCEPTANCE: Members shall become accepted and have the right to vote only upon and after player demonstration that the age requirements and physical ability to partake in League activities of registered player are met, and 1) has paid the required registration fee or 2) has met the requirement for a waiver of registration fees.

Members shall only be eligible to vote so long as 1) registration fees are paid current, 2) Code of Conduct is signed by both player and parent/s/legal guardian.

SECTION 7 – QUORUM: At any general or special meeting of the Members, a quorum shall consist of 10% of the active members in good standing. Such quorum shall be able to transact business by a simple majority vote.

SECTION 8 – SUSPENSION OR DISMISSAL: Any member or registered player is subject to suspension or dismissal by the Board upon displaying conduct of non-conformance with the League By-laws, Ground Rules, Code of Conduct, owing any money or property to the League, or any decision by the Board which in the opinion of the Board, is detrimental to the League. A written warning will be issued to the offending league member, notifying them of the charge against them, and what, if any, disciplinary action will be taken.

SECTION 9 - RESIGNATION: Resignations should be submitted to the President in writing, except in the cases of non-payment for monies owed over 60 days, or relocation from the area served. Members shall automatically be considered to have resigned upon relocation from the area or upon failure to timely pay such fees. The President in the case of any resignation shall make a full report to the Board of Directors.

SECTION 10 - MEETING: The annual meeting of the members shall be held in May of each year. The Secretary shall give written notice to each Member not less than ten days prior to such meeting. Such notice shall be sent to all Members at their last known address, or e-mailed to such e-mail address listed with the Secretary. The notice shall give the date, time, place and purpose of the meeting. The Board of Directors may call a special meeting. Notice of any special meeting shall give the date, time, place, and purpose of such special meeting by the Secretary to the general membership at least forty-eight hours before the meeting.

SECTION 11 - VOTING: In any vote of the Members, each Active or Non-Active Member shall be entitled to one vote per child registered for each issue or vote polled. No proxy votes shall be allowed. When voting at the annual meeting for multiple Directors, each position filled shall be a separate vote.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1 - POWERS AND DUTIES: the Board of Directors shall manage the business and affairs of the League. The Board’s duties shall include, but not be limited to the following:

- A. Interpreting the provisions of the Articles and by-laws and set policy there within;
- B. Electing the President, Secretary and other officers of the League;
- C. Guiding the Leagues activities to meet, or attempt to meet the Objectives contained in these by-laws;
- D. Controlling the funds of the League and designate depositories of such funds; and
- E. Performing all other acts required of ASA, the League consistent with the by-laws and the laws of California and the U.S.

SECTION 2 - COMPOSITION:

- A. NUMBER: The Board of Directors shall include not less than (13) thirteen and no more than (19) nineteen directors; such board to contain an **odd number** of directors at all times.
- B. MEMBERS: All Candidates for Director must be Active Members in good standing at their nomination and election to the Board. Board members must be a minimum of 21 years of age.

SECTION 3 - QUALIFICATION: Candidates for the Board of Directors must have demonstrated the following:

- A. Every Active Member of good character, who is interested in the purposes of the League, shall be eligible for election within our written boundaries. The Boundaries are: Bellgrave to the North, Wineville to the East, Santa Ana River to the South and Heilman to the West. While under the jurisdiction of JCSD (Jurupa Community Service District), it is required that the President and Treasurer reside within these boundaries
- B. To hold an Officer position, you must be an Eastvale Resident (see set forth boundaries of the County of Riverside).
- C. Board Members may be a Manager or Coach of any team; Officers may not be a manager but may be an assistant coach.

The candidate must be: An Active Member who is current with paid registrations, completed required documentation and have passed the ASA Background check.

SECTION 4 - NOMINATIONS:

- A. Not later than April 1, the President shall appoint a nominating committee consisting of five (5) Directors, whose duty it shall be to ensure a minimum number of candidates from the pool of Active Members for the open positions as Section B describes.
- B. The Nominating Committee shall ensure at least one candidate for each Board of Directors position, which will become open at the next Annual Meeting and shall submit such names to the Secretary of the Board of Directors by May 1 for consideration. Additional interested candidates shall meet the eligibility and other requirements of Directors required by these by-laws in order to be considered for elections. The Nominating Committee will contact such candidates and confirm their willingness to serve as a Director.

SECTION 5 - ELECTION: Each non-officer Director's position shall be filled by a vote of the Active and Non-Active Members, with each Member allowed one vote per paid registered player. One vote shall be held for each vacant Director's position.

SECTION 6 - MEETING:

- A. ANNUAL MEETING: The Board shall meet at least monthly. The day of the meetings shall be the 1st or 3rd Monday of each month, unless the Board by a majority vote decides it is necessary to change the date, and providing that a five (5) day notice is given to each Board member, and posted at EGSA concessions and EGSA website. The Annual Meeting of the Board of Directors shall be held between June 1 and July 31 at such time and place as determined by the Board.
- B. SPECIAL MEETINGS: Special meetings of the Board may be called at any time by the President, or upon the written request of two (2) Directors submitted to the Secretary providing a twenty-four (24) hour notice, and agenda is given to each Board member and posted on the EGSA website. Only the items on the agenda will be discussed.
- C. NOTICE: Board Meetings shall be held on no less than 48 hours notice. Such notice shall be sent to all Directors at their last known address or e-mailed to such e-mail address listed with the Secretary. The notice shall give the date, time, place and purpose of the meeting.

- D. **QUORUM:** A simple majority of the Board of Directors shall constitute a quorum. A simple majority of those present at any meeting at which a quorum is present shall cause a resolution to be passed.

SECTION 7 - VOTING: Each Board member shall have one vote. Voting by proxy is prohibited. Voting via conference call for Special Meetings is accepted. No member of the Board shall be allowed to abstain on a vote unless there are grounds for a conflict of interest, agreed upon by the remaining Board members. Secret ballots may be taken on any sensitive issue as long as the Board in attendance agrees that a need is present. The President, acting Secretary and one (1) additional Board Member, shall perform the secret ballot count.

SECTION 8 – COMPENSATION: No Director shall receive compensation for his or her services; however a Director may be reimbursed for actual expenses incurred on behalf of the League when approved by the President and Treasurer.

SECTION 9 – TERMS: The term of a director shall be two years and coincide with the fiscal year of the League. Each year, one half of the number of Director positions shall be elected. Should a Director position be created, the initial term of such new director shall be of whatever length necessary to make such Director's expiration of term coincide with the ½ staggering requirement. Should a Director position be eliminated then, at the next election, the length of some of the director's positions elected at the next election shall be shortened so that such staggering continues with an equal number of Directors elected each year.

All Board positions shall serve a two-year term. There is no maximum of the number of terms a Director may fill. In order to maintain continuity of the League, no more than 50% of the Board shall be re-elected in any calendar year. The following positions shall re-elect every even numbered year:

Vice-President	Secretary	Field Manager	Food Service Manager	Umpire in Chief
Team Parent Director	14 U Player Agent	10 U Player Agent	6 U Player Agent	

The following positions shall re-elect every odd numbered year:

President	Treasurer	Player Agent Director	Equipment Manager
18 U Player Agent	12 U Player Agent	8 U Player Agent	All Star Commissioner

Any elected or appointed member may hold all committee positions for a one-year term. There is no board voting in a committee position.

SECTION 10 – DUTIES: It shall be the duty of all Board of Directors to provide leadership and oversight to the operations of the League.

UMPIRE IN CHIEF - It shall be the duty of the UMPIRE IN CHIEF (UIC) to ensure accurate interpretation and timely distribution of the ASA rules and those adopted by the EGSA Board to all EGSA Managers/Coaches.

- He/she shall be responsible for preparation and presentation of the practice and playing schedule for all divisions as well as all Tournament play to the Board for approval.
- The UIC shall be responsible for scheduling and oversight of all umpires for games.
- He/she shall be ASA Certified

FIELD MANAGER – It shall be the duty of the Field Manager to oversee the maintenance and care of all League fields and be responsible to maintain proper supplies and inventories in the facility storage bins for proper game setups in coordination with the Equipment Manager.

EQUIPMENT MANAGER – It shall be the duty of the Equipment Manager to be responsible for the maintenance, storage, ongoing inventory management, distribution, collection of all League equipment and the purchasing of all league uniforms.

- He/she shall serve on the Budget Committee

FOOD SERVICE MANAGER - It shall be the duty of the Food Service Manager to oversee food operations in maintenance, storage, ongoing inventory management for revenue and expense control with profits to be used for payment of umpire services.

- He/she shall be responsible for staffing and scheduling for sufficient coverage of scholarship recipients, volunteer and team parents to work the snack bar(s) hours of operations.
- He/she shall serve on the Budget Committee

TEAM PARENT DIRECTOR - It shall be the duty of the Team Parent Director to coordinate, motivate and inform league team parents via Team Parent Coordinators of operational and fundraising obligations of said parents.

- He/she shall oversee all activities that involve the raising of League funds, including league sponsorships for all divisions in coordination with the league Player Agents.
- He/she shall coordinate the designing and purchasing of awards for all League functions (i.e. tournaments, Spring ball, Winter ball) with approval from the Board.
- He/she shall serve as Chair of the Fundraising Committee; therefore on the Budget Committee

DIVISION PLAYER AGENTS – It shall be the duty of all Division Player Agents (6U, 8U, 10U, 12U, 14U, 18U) to act on behalf in the best interest of the players and as liaison between team personnel in each respective division, and other area leagues if inter-league play is used, monitor its activities and make recommendations for improvements where needed.

- He/she cannot manage a team in their respective division.
- He/she shall ensure league sponsorship collection from each of their respective teams within their division in coordination with the Team Parent Director
- He/she shall be responsible for a full accounting and complete registrations by players within their division

ALL STAR COMMISSIONER – It shall be the duty of the All-Star Commissioner to oversee the All Star League process of nominations, tryouts, selection and notification of All-Star players.

- He/she shall be responsible for team registration and coordination of board selected and approved All-Star tournaments.
- He/she shall act as EGSA tournament director

See remaining Board of Director Duties (5) under Article VI – Officers, Section 5 - Duties

SECTION 11 - EXPULSION: Any Director may be expelled by a majority vote of the Members for any reason, with or without cause.

SECTION 12 – RESIGNATION/VACANCY: Resignations should be submitted to the President in writing. Directors shall automatically be considered to have resigned upon such Director missing 3 out of 6 consecutive meetings. The President in the case of any resignation shall make a full report to the Board of Directors, and the Board of Directors shall immediately act to fill such vacant Director's position to fulfill the remaining term. A Board vacancy shall be filled by a nomination by the President, interview with a panel of three (3) Board members, and with a majority approval of Board. Board appointed members shall remain in office until his/her successor is elected at the following election.

ARTICLE VI ~ OFFICERS

SECTION 1 - POSITIONS AUTHORIZED: There shall be, as officers of the League, a President, Vice President, Secretary, Treasurer and Player Agent Director.

SECTION 2 - QUALIFICATION: Officers must be chosen from the Directors of the League.

SECTION 3 - NOMINATION:

- A. **GENERAL VOTE:** Election of the Officers shall be by general vote of the Directors at the Annual Meeting of the Directors.
- B. **NOMINATIONS:**
1. The Nominating Committee shall select one candidate for each Officer's position, which will become open at the next Annual Meeting of the Directors, and shall submit such names to the Board of Directors by July 1 for consideration. All candidates submitted shall meet the eligibility and other requirements of Officers required by these by-laws. The Nominating Committee will contact such candidates and confirm their willingness to serve as a Officer.
 2. Not later than June 1, the President shall appoint a nominating committee consisting of three (3) Directors, whose duty it shall be to carry out the requirements of Subsection A.
 3. Any three (3) or more Directors may, by signed petition, nominate candidates for one or more Officer's position. Such petition must be filed with the President no later than July 1.
 4. Should one or more Director generated nominations be different from Nominating Committee generated nominations, a competitive election shall be held at the Annual Meeting of the Directors.
- C. **NOTICE:** At the first Board of Directors Meeting following July 1, the Directors shall consider the submissions for the open positions of the Board from the Nominating Committee and the Members, and shall confirm the candidates, provided that such candidates meet the eligibility requirements of these by-laws. The Board of Directors, upon confirmation of the candidates, shall include in the Notice of Annual Meeting of the Directors a list of the candidates nominated, the number of open positions, and, should a competitive election be necessary, a notice that the election will be competitive.

SECTION 4 - ELECTION: Each Officer's position shall be filled by a vote of the Directors, with each Director allowed one vote. One vote shall be held for each vacant Officer's position.

SECTION 5 - DUTIES:

PRESIDENT - It shall be the duty of the President to preside at and oversee all Board member duties at meetings of the Board and General Membership, and to act as a spokesperson including ASA functions.

The President shall be responsible for

- Signing all Leagues documents, unless he or she has delegated the duties to a fellow Board member.
- He/she shall act as the liaison between the Board and the community.
- He/she shall attend community meetings, and be responsible for community relations.
- Must be an Eastvale Resident (See Boundaries)

VICE PRESIDENT - In the absence or at the direction of the President, it shall be the duty of the Vice President to preside at meetings of the Board and General Membership and carry out the responsibilities of the President's office.

- He/she shall be the liaison between team personnel in their divisions, with their Division Player agents, monitor their activities, and make recommendations for improvements where needed.
- He/she must communicate at all times with the President and keep he/she abreast of any current situations
- Must be an Eastvale Resident (See Boundaries)

TREASURER – It shall be the duty of the Treasurer to maintain and ensure accurate records and timely financial reporting of the EGSA operations to the Board of Directors.

- He/she shall chair the Budget Committee and provide recommended budgets to the Board.
- He/she shall maintain the League's compliance with the I. R. S. and any state agencies to maintain the 501 (c) 3 status.
- Must be an Eastvale Resident (see boundaries)

SECRETARY – It shall be the duty of the Secretary to maintain and ensure accurate accounting and distribution of the minutes of the Board and General Membership meetings.

- He/she shall notify members of the respective Board and General membership meetings
- He/she shall keep a record of Board member attendance, and prepare the ballots for voting
- Must be an Eastvale Resident (See boundaries)

PLAYER AGENT DIRECTOR – It shall be the duty of the Player Agent Director to act as the liaison between managers, parents, and players.

- He/she shall be in charge of player registration for Spring ball and Winter ball seasons, player skills assessment, player draft (including player waiting list) and team placement.
- He/she shall be responsible for ASA registration and insurance on all registered players.
- He/she shall chair the Disciplinary Committee and provide recommendations to the Board.

ARTICLE VIII ~ COMMITTEES

SECTION 1 - AUTHORITY: The Board of Directors may create such committees, task forces and advisory boards (collectively, "committee") as it may deem necessary to carry on the work and accomplish the objectives of the League.

SECTION 2 - MEMBERS: All committee members shall be appointed by the President with board approval. The Board shall determine committee size, and designated chair. Each committee Chair shall be responsible to report directly to the Board regarding the committees' accomplishments and responsibilities. The Board can remove any committee member failing to fulfill their duties at any time. The President shall be, by virtue of their office, a member of all committees of the League.

SECTION 3 - VOTING: Each committee member shall have one vote on any given issue or vote polled.

SECTION 4 - CONDUCT: Committee members, by accepting membership in a committee, shall agree to conform their conduct in keeping with the League's by-laws, policies, procedures and directives of the Board.

SECTION 5 - MEETING ATTENDANCE: All committee meetings shall be open to Members, Directors and Officers, unless closed for specific reasons stated by the Chair of that committee. Committee members may also bring guests to committee meetings for specifically stated reasons.

SECTION 6 - REMOVAL: The Board of Directors may remove any committee member from his or her position, with or without a hearing, if the Board believes it to be in the best interest of the League.

SECTION 7 - SPECIAL COMMITTEES:

- A. **EXECUTIVE COMMITTEE:** The Board of Directors will create annually an Executive Committee of the Board, which shall act for the Board between their regular scheduled meetings. This committee will consist of the President, Vice President, Treasurer, Secretary, Player Agent Director and any others that the President may deem appropriate.

The Executive Committee shall have the authority, with limitations as set out in these bylaws, to act on behalf of the Board of Directors when specifically requested by the Board because of time constraints and the importance of an issue requiring immediate action.

When the Executive Committee acts on behalf of the Board of Directors, the Executive Committee shall, at the next regularly scheduled meeting of the Board, make a report to the Board regarding the issue and the action taken by the Committee.

A simple majority shall be necessary to constitute a quorum for transaction of business.

- B. **STANDING COMMITTEES:** Standing committees will have the ability to authorize expenditures within budget limits set specifically for the committee's items within the League's budget. The Standing Committees and their functions are listed, but not limited to, as follows:

1. **Publicity/Communication:** Develop and provide oversight of all materials, including EGSA website, distributed to the public to ensure consistent, effective and accurate information while increasing the awareness and support of EGSA to the greater community.
2. **Fundraising:** Research, coordinate and implement profitable fundraising events with all required permits for Opening Day, Closing Day and any and all other needed activities to ensure future financial sustainability of the League. Team Parent Coordinator to chair Fundraising committee
3. **Registration:** Obtain accurate and thorough data on players of all divisions, leaders and volunteers to support mission of ASA and EGSA guidelines.
4. **Budget:** Research and recommend financial plans within the scope as a non-profit to ensure future sustainability. Treasurer to chair Budget Committee along with standing membership from Fundraising Chair, Registration Chair, Publicity Chair, Equipment Manager, Food Service Manager. Treasurer to chair Budget committee
5. **Ground Rules:** Review and ensure compliance with ASA. Umpire in Chief to chair Ground Rules committee
6. **Disciplinary:** Provide oversight, control and recommendation to Board of any alleged misconduct violation per EGSA Ground Rules and Regulations. Player Agent Director to chair Disciplinary committee.

SECTION 8 - LIMITATIONS: No Director or Committee Chair shall represent the League in advocacy of or opposition to any project, program, or whatever other tool may be devised without prior approval of a policy statement by the Board of Directors.

ARTICLE IX - CONFLICT OF INTEREST

It is understood that in order to make the League a strong and viable force, League Board Members and Committee Members will consist of successful individuals in both the private and public sectors. As a result, it is understood that the appointee may now or in the future have an apparent conflict of interest with the stated purpose of the League of the policies or recommendations thereof. Therefore, those League Board

Members who feel that there may be a conflict in their representation on a particular issue being considered by this League, while serving on this League or any committee thereof, shall inform all League Board Members in writing of said conflict, and shall not take part in any vote on such matter which gives rise to said conflict.

However, said board member may serve on such League or Committee and take part in all other business matters of the League except that which causes the conflict. In no manner should this be construed as a limitation on any Board Member's right to represent an interest that might be in conflict with the recommendation or policies of the League or Committee upon which they are seated.

ARTICLE X - CONDUCT OF BUSINESS

All business shall be conducted in accordance with the parliamentary procedures outlined in the most recently revised edition of *ROBERTS RULES OF ORDER*, except as otherwise provided for in these by-laws.

ARTICLE XI - FINANCE

SECTION 1 - INVESTMENT: This League shall receive funds and property from any person, firm, trust, or League that desires to promote the purpose of this League; the Board of Directors, in their sole discretion, shall have the right to reject any funds or property. The Board of Directors will also have the authority to develop an annual registration dues structure and update or change it, at their discretion, from year to year.

SECTION 2 - SPECIAL FUNDS: If deemed necessary or advisable by the Board of Directors, special funds may be raised or accepted.

SECTION 3 - DISBURSEMENTS: The Board of Directors shall apply the assets of this League, at such time or times, in such manner, and in such amounts as they determine appropriate in their sole discretion, to carry out the purpose of this organization. The Board of Directors has the power and right to borrow money, and to pledge or mortgage any or all of its property, real or personal, as security for any such borrowing. All disbursements shall be made by check. All checks shall be signed by two signatures by the Treasurer or other officers as designated by the President.

SECTION 4 - CONTRACTS: The Board of Directors may authorize any officer, agent, or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the League, and such authority may be general or confined to specific instances.

SECTION 5 - FISCAL YEAR: The fiscal year of the League shall begin August 1 and end July 31 of each year to mirror that of ASA.

ARTICLE XII ~ LIABILITY

Directors and Officer's Errors and Omission liability insurance shall be purchased annually by the League. The Board members of this League are not personally liable for debts, liabilities, or obligation of the League. No Board member, organizer, sponsor or supervisor shall be liable for damages or claims arising from injury to any participant, whether the result of negligence, or for other cause.

ARTICLE XIII - AMENDMENTS AND BYLAWS

The By-Laws may be amended by a two-thirds (2/3) majority vote of the Board of Directors at either a regular meeting or a special meeting called for that purpose, provided such amendments shall be plainly stated in the call for the meeting at which it is to be considered. Any number of amendments may be submitted and voted upon at any one of these meetings. Any such notice under the Article shall be mailed to all directors at least ten (10) days in advance of the date of the meeting called.

ARTICLE XIV - DISSOLUTION

The League shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed to the members of the League. On dissolution of the League, any funds remaining shall be distributed to one or more regularly organized and qualified youth, charitable, educational, scientific, or philanthropic organization(s) to be selected by the Board of Directors.

Accepted by: _____
Misty Grubbs, EGSA Secretary

On: _____
Date: _____