

# WOODLAND GIRLS FASTPITCH SOFTBALL



## WOODLAND GIRLS FASTPITCH SOFTBALL ASSOCIATION, INC. BY-LAWS

**ARTICLE I: THE PURPOSE** The purpose of this organization is to instruct and teach an organized softball program for girls in the belief that participation in such activity contributes to total fitness, to enjoyable use of leisure time, and to the development of the most desirable and attractive physical, mental and social qualities.

**ARTICLE II: THE OBJECTIVE** It shall be the objective of this organization to favor participation by many rather than by the few who are expert. In order to achieve this, those in charge shall be concerned with the development of all participation towards higher competency. **ARTICLE III: THE AIM** The aim of this organization shall be to promote knowledge and the appreciation of skill of playing softball. The improvement of skill and the recreational and social values gained shall be considered as important as winning the game.

**ARTICLE IV: THE GUIDING PRINCIPLES** A. Practice and competition shall be arranged according to the individual player's physique, ability, experience and maturity. The teams shall be equitable between girls of approximately the same age with due consideration given to players ability ranging from the unskilled to the expert. B. Participants shall be immediately removed from practice or competition if ill, injured or excessively fatigued, or if they give evidence of emotional strain. Following a severe illness or injury written permission to resume play from a physician may be requested. C. The leadership for the program shall strive to be of the highest caliber. D. The highest standards of safety and conduct will be maintained.

**ARTICLE V: THE NAME** The name of this organization shall be known as the WOODLAND GIRLS FASTPITCH SOFTBALL ASSOCIATION, INC., and will hereinafter be referred to as WGFSA, a nonprofit organization. All properties, monetary and physical, shall be kept in the community of Woodland and shall become the property of an eligible non-profit organization upon the disbandment of this organization.

**ARTICLE VI: ORGANIZATION** The WGFSA, BOARD OF DIRECTORS shall perform the duties of managing the affairs of the organization. As a member of the Northern California Girls Softball Association (NCGSA), the Board shall observe the established rules and regulations of the parent organization.

**ARTICLE VII: MEMBERSHIP** The organization's membership shall consist of the parents or guardians of the registered girls of the current year and the registered adults. Registered adults are current year active board members, current year active coaches and managers of WGFSA.

**ARTICLE VIII: BOARD OF DIRECTORS** A. The Board of Directors (Board) shall consist of those members elected by popular vote and those appointed by the president with the concurrence of the Board. The President is selected annually by each newly elected board at its first meeting. All other positions are appointed by the President with the concurrence of the board. The Board shall have a minimum of 10 members and not more than 16 total members, not including the past president. Each

Board member is entitled to one vote and may also serve as a manager or coach. B. Tenure of office for members of the Board shall be for a two (2) year period and the Board terms shall be staggered, thus allowing fifty percent of the Board to be changed every year. Board members appointed between elections shall serve until the next election, at which time their seat shall be considered vacant. The President, following his/her term of office, may occupy the position of Past-President for one (1) additional year, acting as an advisor to the current board. This position is non-elective and carries the full voting privileges of a board member. C. The annual election of board members shall occur at the Annual General Membership Meeting which may coincide with the Spring Closing Ceremonies held in June. Voting shall be by secret ballot, prepared by the Secretary. Ballots shall list all identified candidates and will also provide for write-in candidates. Ballots will be counted by the President, Secretary and such other board members as are available within seven (7) days of the election. Successful candidates shall be those receiving the most votes, the number elected to be equivalent to the number of vacant board seats, up to the maximum. Newly elected members will be introduced at the regular June board meeting and the new board term shall begin with the regular July meeting. D. Candidates for the Board of Directors shall meet the following criteria: 1. Be an active member of WGFSA and be in good standing with the league. Said person shall not be, nor have been involved in disciplinary action by the Board within six (6) months prior to nomination. 2. Submit to and pass a background check as required for all league volunteers by USA Softball. An individual who is not currently approved by USA may be seated on the board pending completion of the background check. 3. Must be at least 18 years of age. 4. Must not have prematurely resigned from his/her previous position (exceptions to this rule will be reviewed by the Board) 5. Shall not have been removed by the Board for cause. Removal from the Board for cause will result in a life time ban from holding a Board position. 3 F. For the good of WGFSA and proper function of the Board of Directors, the elected board member must have good attendance and participation in board meetings and other WGFSA functions. Failure to attend three (3) or more consecutive, regularly scheduled board meetings shall be considered grounds for dismissal from the elected position/dismissal from the Board. Continued and consistent failure to participate in any non-game related league activities may also be grounds for dismissal.

**ARTICLE IX: MEETINGS** A. General membership meetings: will be held in a public place at least once per year, to be held during the playing season and the entire voting membership must be notified one (1) week in advance of the scheduled meeting (i.e: closing ceremonies). B. Special meetings: will be held as required and upon the discretion of the Board. Notification to concerned parties shall be made by telephone/e-mail/in writing by the Secretary. C. Regular Monthly Board meeting: The board shall meet monthly on a schedule determined by the Board and published in the annual league calendar. Other meetings may be called by the President as needed to conduct business provided at least 48 hours of notice is given to all board members. All meetings of the board shall be public except those involving confidential personnel or disciplinary matters or as otherwise required in these by-laws. A quorum of currently sitting board members is required to conduct official business and shall consist of 50% plus one. D. Meetings shall follow the basic principles of Parliamentary Procedure (Roberts Rules of Order Revised) which allows for varying degrees of formality or informality as necessary. E. For regularly scheduled Board meetings, a notification and minutes will be sent to each board member at least 24 hours prior to meeting. An agenda will be presented at the start of each regular Board meeting.

**ARTICLE X: RULES** A. The (current) official rules as published by USA Softball) for "Fastpitch" will be used by this association, except where they conflict with modifications made by the NCGSA or WGFSA. B. The WGFSA, INC shall schedule an annual meeting to clarify the more complicated playing rules and modifications for coaches, managers and all concerned.

**ARTICLE XI: FINANCES** (See Treasurer) A. The WGFSA will maintain checking account(s) and/or savings account(s). All checks will require the signatures of two (2) of the following: the President; the Vice-President; the Treasurer. Other board members may be appointed by the President and approved by the Board to sign checks if necessary. B. All funds collected, donated, raised or appropriated will be kept in the aforementioned accounts. Checks must be made out to appropriate businesses or to receive reimbursement an itemized receipt must be turned in before payment will be issued. Electronic fund transfers and payments may be utilized. C. The Treasurer shall set up and keep a double entry type bookkeeping system and may maintain the books electronically.

**ARTICLE XII: AMENDING THE BY-LAWS** A. The By-Laws may be amended by 2/3 majority vote of the sitting board members at a properly noticed and scheduled board meeting. B. Proposed amendments must be presented in writing to the board members one (1) week prior to the meeting where the vote may be taken. C. Effective date of amendment/changes will be determined by the Board.

**ARTICLE XIII: DUTIES OF THE OFFICERS:**

**PAST PRESIDENT:** This person has served the association as President for the previous year and may or may not hold an elected position. The Past President serves for one (1) year and assists the current board as needed and votes on issues pending.

**PRESIDENT:** The President of the Board of Directors presides over the Board's special and general members, regular board meetings and special meetings, is ex-officio member of all committees. Will coordinate all association activities, observe all phases of the program, and will report to the Board as necessary or when directed. Is responsible for the conduct of all volunteer personnel and association functions. The duty of the chairman is to see that all members comply with and are protected by the rules of order. He/she must not take sides or show preference (to enter into a debate the chairman must relinquish the chair temporarily). The chairman is like an umpire, she/he must know the rules and the purpose for which they can be used, but she/he should not field the ball for either team. He/she will be the liaison for the Board to the current officiating organization. He/she may appoint such committee chairpersons as may be needed to enable the organization to function in a successful manner. Suggested committees are: Equipment & Publicity, and Parks & Recreation, all of whom would report to the President directly. Fireworks Booth and Snack Bar committees would report to the Fundraising Chairperson. Is authorized to co-sign checks.

**VICE-PRESIDENT:** Presides in the absence of the President. Assists the President in the association activities as directed. Is a member of all committees. He/she will be versed in the rules and usage of Parliamentary Procedure. He/she is responsible for acquiring sponsors and sponsor fees for the current year, as well as the ordering of team uniforms. Is authorized to co-sign checks.

**SECRETARY:** Will keep a record of all proceedings, call the roll, count the votes, read the minutes and all papers and documents to the membership, will notify committees of appointments and business, shall be in charge of all documents belonging to the association. Shall prepare an agenda for the meeting by listing unfinished business, action and motions left pending, and items to be brought before the meeting. Will keep the information, claims and processing of the association's insurance program.

**TREASURER:** Is responsible for providing the Board a monthly typewritten financial statement. Shall keep a categorized system of accounting, which shall consist of checks written in numerical order, running balance, each check being posted into a category ultimately appearing on the financial statement. Shall record all deposits complete with amount and date of deposit to be posted into a

category ultimately appearing on the financial statement. Is responsible for ensuring the year-end tax information is submitted to both the Franchise Tax Board and the IRS. Is responsible for all billing of accounts receivable. Shall be a member of the Budget Committee and shall type up the Proposed Budget for presentation to the Board. Is authorized to co-sign checks. Will be responsible for depositing all association funds in the bank under the association's joint checking account. Shall submit a written annual financial report at the termination of her/his tenure of office.

**PLAYER AGENTS:** Will be the direct representative of the players to the Board for their respective age divisions. Should be a person with experience in the league, such as a previous board member, manager or coach, giving them experience with and knowledge of the players in the league. Is responsible for addressing matters of inequity in team formation and player placement after the draft has concluded. Will be available to the managers for their respective age divisions by phone/email for any grievances or other issues. Will be responsible for scheduling regular season games, make-up games, playoff games and championship games when necessary. It is highly desirable that a Player Agent not have a daughter involved in the division for which they are agent. This is recommended to avoid any accusations of bias or self-interest in any of the decisions an Agent is called upon to make in the course of running the league. Player Agent is responsible for correspondence to Registrar to make sure that all players and adult staff are insured. Responsible for notifying all volunteers that they are to wear/show their ID (USA) badge.

**NORCAL REPRESENTATIVE:** Will be the direct representative of the players to the Board. Should be a person with experience in the league, such as a previous board member, manager or coach, giving them experience with and knowledge of the players in the league. Shall attend all regular and special NCGSA meetings (i.e. Winter League, All Stars, etc.). If he/she is unable to attend, then he/she must contact the WGFSA President as soon as possible. He/she will provide a written report and an agenda from the NCGSA meeting.

**FUNDRAISER CHAIRPERSON:** Shall coordinate all fundraising activities for WGFSA. All monies raised must be turned into the Treasurer in a timely manner.

**UMPIRE-IN-CHIEF:** Will be the direct representative of the umpires to the Board. Should be a person with knowledge and experience in our league. Should be a person with previous umpiring experience and thorough knowledge of the rules. Is in charge of scheduling umpires for all regular season, Fallball, and make-up games. Will work directly with the Player Agents to reschedule make-up games. Will report directly to the President with any conflicts or problems as they may arise. Will be a member of the scheduling committee. Is responsible for recruiting and training umpires.

**EQUIPMENT/SAFETY/FACILITIES MANAGER:** Will be responsible for making sure that all teams have the equipment needed to provide the players with a quality level of play. Advises the Board of the quantity and condition of equipment on hand. Makes recommendations on needed purchases of equipment. May make purchases of equipment for league with board approval. Ensures the fields are maintained and all use permits are secured from the City of Woodland and the School District.

**REGISTRAR:** Is responsible for registration form updates, setting of dates and locations for registration, collection of forms and monies registration, submit registration of players to GSSA, and obtain insurance verifications. Will ensure that each player, manager, coach and all adult staff are covered by insurance.

**PUBLICITY:** Keep in contact and good standing with the Chamber of Commerce, report and maintain information and contact with local newspaper, in charge of coordinating various aspects for the Christmas Parade. Will purchase annual awards/trophies. Will arrange for photographer.

**WEBMASTER:** Will maintain all aspects of website.

**MANAGERS:** Team managers in WGFSA must be female. Said person must be at least 18 years of age for the 8U/10U divisions and must be at least 21 years of age for the 12/16U divisions. A Manager may be younger than 21 to manage 12U/16U teams with special Board approval. Managers will fill out an application and agree to a background check. The application must be approved by the Board prior to being issued a team. Prior misconduct will be taken into account when the Board considers applications. The Manager shall be responsible to the Board to maintain high standards of conduct, appearance, and friendly relationships among the players of her team. She is responsible for acquiring the necessary adult help to effectively conduct the mechanics of playing a game. A Manager should: 1) Have a thorough knowledge of the rules; 2) Know defensive and offensive strategies; 3) Be aware of the special abilities needed to play the various positions; 4) Know the batting order and substitution strategies. The Manager may delegate any of the above numbered items. The Manager will be responsible for the conduct of players on the field and on the sidelines and will be responsible for the conduct of coaches, parents and spectators associated with the team.

**COACHES:** Coaches must fill out an application and agree to a background check. The application must be approved by the Board prior to being issued a team. Prior misconduct will be taken into account when the Board considers applications. This position may be held by a man or a woman in accordance with (NCGSA) NorCal rules. Coaches shall be responsible to the manager to maintain the team's equipment and to perform other duties as she may direct. Should have a thorough understanding of the game of softball and must be able to question, comment, criticize and praise a player at the correct moment. Must be able to motivate and increase the skill and spirit of the team. Other positions may be added by the Board as needed.

**ARTICLE XIV: CONFLICT OF INTEREST POLICY** Article I Purpose The purpose of the conflicts of interest policy is to protect the Woodland Girls Fastpitch Softball Association, Inc. (WGFSA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the WGFSA. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

**Definitions:**

1. **Interested Person:** Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment or family --
  - a. an ownership or investment interest in any entity with which the WGFSA has a transaction or arrangement, or
  - b. a compensation arrangement with the WGFSA or with any entity or individual with which the WGFSA has a transaction or arrangement, or

- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the WGFSA is negotiating a transaction or arrangement.
- d. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

## Article II

### Procedures

1. **Duty to Disclose** In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest**
  - a. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that result in the conflict of interest.
  - b. The chairperson of the board or the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the board or committee shall determine whether the WGFSA can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall

determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the WGFSAs best interest and for its own benefit and whether the transaction is fair and reasonable to the WGFSAs and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

#### **4. Violations of the Conflicts of Interest Policy**

- a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### Article III

#### **Records of Proceedings**

The minutes of the board and all committee with board-delegated powers shall contain -

1. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

### Article IV

#### **Compensation**

1. A voting member of the board of directors who receives compensation, directly or indirectly, from the WGFSAs for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the WGFSA for services is precluded from voting on matters pertaining to that member's compensation.

## Article V

### **Annual Statements**

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person --

- a. has received a copy of the conflicts of interest policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands that the WGFSA is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## Article VI

### **Periodic Reviews**

To ensure that the WGFSA operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews may be conducted. The periodic reviews may include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the results of arm's-length bargaining.
- b. Whether financial transactions, contracts for services, and other arrangements with individuals or organizations conform to written policies, are properly recorded, reflect reasonable



payments for goods and services, further the WGFSA's charitable purposes and do not result in inurnment or impermissible private benefit.

## Article VII

### **Use of Outside Experts**

In conducting the periodic reviews provided for in Article VII, the WGFSA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted where appropriate.

Adopted October 22, 2008

## ARTICLE XV:

CERTIFICATION: This document is adopted by action of the Board of Directors of the Woodland Girls Fastpitch Softball Association, Inc. at the meeting held on February 4, 2011. These By-laws are to be distributed to all members of this association, and one (1) copy will be immediately submitted to the Northern California Girls Softball Association.