

NBGSL Bylaws



September 2019
Revised August 2023

ARTICLE I – GUIDING PRINCIPLES

1.1 **PURPOSE:** The purpose of the Northbay Girls Softball League (NBGSL) is to provide girls and young women with an athletic program that is an enjoyable experience, builds personal confidence and self-esteem, teaches the fundamental skills of the game of softball, teaches teamwork, good sportsmanship, and citizenship, and strives to bring people together in friendship and competition.

1.2 **BYLAWS:** The purpose of this bylaws document is to establish the rules and procedures that shall guide the operation of Northbay Girls Softball League. No governing document can cover all possible situations. Therefore, in addition to these bylaws, this league should never lose sight of its stated purpose and the best interest of its participants.

1.2.1 **Bylaw Changes:** These bylaws may be changed at any regular meeting provided that:

- a. the proposed changes are submitted in writing
- b. the changes are approved by a majority vote of the Board

1.3 **AFFILIATION:** The Amateur Softball Association (ASA)/USA Softball is the national parent organization of the NBGSL and will provide the foundation for a source of the game rules, which will include an addendum of local league rules.

ARTICLE II – OPERATION OF NBGSL

2.1 **VOTING BOARD MEMBERS:** The only individuals permitted to vote on issues discussed at regular and special meetings will be members of the Executive Board. Members of the Executive Board are those voted on through the annual election. Each Board member will be entitled to one vote, regardless of the number of Board positions each member may hold. There shall be no voting by proxy. The President shall only vote in the event of a tie.

2.1.1 **Executive Board:** The Executive Board will be comprised of the following elected positions:

President
Vice President
Secretary
Treasurer
Umpire-in-Chief
Operations Director
Communications Director
Division Representative/Coaches Director
Fundraising/Sponsorship Director
Travel Ball Director
Safety Director
Registrar

2.2 **Committee Chairs:** The following non-voting positions on the Board of Directors will be appointed by a quorum vote of the Executive Board:

Fundraising/Sponsorship Chairperson
High School Liaison
Player Agent
Uniform Chairperson
Travel Ball Chairperson

Field Maintenance Chairperson
Equipment Chairperson
Scheduling Chairperson
Concessions Chairperson

The authorized number of directors shall not be less than five (5) nor more than twenty-five (25), until changed by amendment to these bylaws. The Board of Directors shall fix the exact number of directors from time to time, within these limits.

A Board member shall perform the duties of a Board member, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this league and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

2.2.1 QUORUM: This is a minimum number of members that must be present. A majority (or 51%) of the existing members of the Board shall constitute a quorum at any meeting of the Board. The act of the majority of the voting power present at any meeting at which a quorum is present shall be considered the act of the Board. The President only votes in the event of a tie.

2.3 LEAGUE MEMBERS: The members of this organization will be the parents/guardians of all registered youth in the program, all Board and committee members and other rostered team staff and volunteers. The corporation shall not have any members within the meaning of Section 5056 of the California Corporations Code. The corporation may from time to time use the term "members" to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the California Corporations Code.

2.4 NOMINATIONS: Candidates for election as Board members may be nominated by any member of the organization and must currently have a child or guardian participating in the league. The Board will appoint an elections committee to oversee the nominations. The elections committee may ask the Board to vote on a waiver for any candidate that has no child or guardian associated with the league.

2.5 ELECTIONS: Board members shall be elected by the full Board of Directors (which includes non-voting Board members) at their annual meeting held once a year at the end of each season for the succeeding year beginning July 1 and ending June 30. The Board members shall endeavor to select persons who are dedicated to the purposes of the organization, who are experienced in organizational and community activities and show their willingness and ability to participate effectively in fulfilling their responsibilities. Newly elected Board members will assume their positions at the July board meeting. There shall be no voting by proxy.

2.6 COMPENSATION: All Board members shall serve without compensation, except that they may be reimbursed for their actual and necessary expenses incurred by the management of the affairs of the League, subject to Board approval. Any Board member may request to look at the league's monthly bank statements.

2.6 (a) LOANS: This league shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the California Attorney General; provided, however, that this league may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such

officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

2.7 VACANCIES: Any vacancy on the Board, whether by reason of resignation, removal, or death, shall be filled by appointment by the members of the Board at a regular scheduled board meeting. A new Board member appointed to fill a vacancy shall be appointed in accordance with the qualifications set forth in Sections 2.4 and 2.5.

2.8 REMOVAL: Any Board member may be removed, with or without cause, by a majority vote of all Executive Board members. The individual involved shall be notified (48-hour notice required) of the time and place of a meeting to be held for the purpose of discussing such a removal. The individual shall also be informed of any charges so they may be given the opportunity to appear and confront such charges. In the event that one or more Board members are removed, new Board members may not be elected at the same meeting to fill the unexpired term(s) of the Board members(s) so removed.

2.8 (a) Conflicts of Interest: The purpose of the conflict of interest policy is to protect the league's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. The league, its officers, directors and chairpersons must ensure that there is never a conflict of interest created for any reason. This policy is intended to supplement but not replace any applicable California and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities. All Board members have a duty to disclose all material facts.

2.8 (b) Violations of the Conflict of Interest Policy: If the Board has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

2.9 MEETINGS

2.9.1 Regular: Meetings will be held at least once a month and observe Robert's Rules of Order. Meetings may be postponed during the season from time to time; however, no meeting may be canceled or postponed if the previous month's meeting was canceled or postponed. All managers, coaches and parents are welcome and encouraged to attend.

2.9.1 (a) Attendance: All Board members are required to attend. In the event a Board member's attendance drops significantly (3 or more meetings missed consecutively or 4 meetings in a full year), the Board is required to formally address the situation by confirming in writing that the Board member has in fact effectively resigned their Board position and is no longer a Board member, in the case of extenuating circumstances the Executive Board may, by a majority vote, waive this requirement.

2.9.2 Special: Emergency meetings can be called providing all Board members are notified of the time and place 12 hours in advance. If necessary, a phone or email vote may be conducted by any Executive Board member for a vote on special issues requiring urgent attention. The Secretary will follow up the phone or email vote by obtaining the signatures of all Executive Board members who

voted and their acknowledgment of their vote, then filing this consensus with the minutes of the proceedings of the Board.

2.9.3 Organizational: As soon as reasonably practicable, new and old Board members shall meet for the purpose of efficiently turning over the organizational responsibilities and business duties of the association before the July meeting or the next monthly meeting in the case of appointment.

2.9.4 Committees: Committee meetings to be held as necessary.

2.9.5 Actions Without Meeting: Any action required or permitted to be taken by the Board under the provisions of these bylaws may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent(s) shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Board members. Any certificate or document filed on behalf of the league relating to an action taken by the Board without a meeting shall state that the action was taken by a unanimous written consent of the Board without a meeting and that the Bylaws of this league authorize its Board members to so act.

2.9.6 Closed Meetings: Closed Executive Board sessions may be necessary to handle certain issues that come to the attention of the Board and require action. Non-Voting Board members may be asked to leave a meeting in which an Executive Board votes to enter an executive session.

2.9.7 Notice of Meetings: Written notice of a time and place of any organizational, regular, special or committee meeting may be delivered personally, or by telephone, text, fax or email to each Board member at least forty-eight hours prior to the meeting. Any two Executive Board members may call a meeting with proper notice.

2.10 BACKGROUND CHECKS: All Managers and Coaches shall undergo a background check and ACE coach certification through the Amateur Softball Association (ASA)/USA Softball. One member of the Executive Board (Player Agent – League’s ASA Administrator) must adhere to an ASA background/ACE certification annually, shall be assigned the duty to access the ASA database and report to the Executive Board in closed session any troublesome findings regarding any of these individuals. All Board Members that are not also coaches will undergo a background check and ACE certification. Appropriate action shall follow, which may include more investigation, interview of the individual, and removal of the person from their position. Affected individuals may initiate a grievance process as described in section 4.1.

2.11 TERM LIMITS: Board of Director positions, Voting and Non-Voting members, may only hold the same office for a total of two consecutive years. The length of all Board terms is one year.

ARTICLE III – DESCRIPTION & DUTIES OF BOARD MEMBERS

3.1 VOTING BOARD MEMERS / EXECUTIVE BOARD

3.1.1 President: Presides over meetings and other league meetings, conducts the affairs of the league and executes the policies established by the Board of Directors. May sign checks with one other counter-signature required, and is responsible that all Board members and persons affiliated with the league uphold the Bylaws. Must ensure that all league activities are properly and successfully completed. Will establish and monitor the performance of appropriate ad hoc committees, with their Board liaisons, necessary to successfully operate NBGSL, i.e. fundraising, field preparation, website, sponsors, scorekeeping, umpires, concessions, etc. Investigates

complaints, concerns or irregularities, which relate to league activities, reporting to the Board as appropriate. The President may act on behalf of the league in accordance with the Bylaws and at the direction of majority Board vote in overseeing the affairs of all elements of the league, the President may not take any independent action on behalf of the league. Any other duties that may be assigned by the Board.

3.1.2 Vice President: In the event of absence, resignation, removal, or disability of the President, this position performs all responsibilities of the President and may sign checks with one other counter-signature required. This position shall be mentored by the President in the anticipation of the Vice President becoming President. This position shall chair and oversee the financial committee and annual audit process. Responsible to ensure that each respective division's policies are properly and successfully executed (USA divisional rules and league rule addendums), developing schedules, scheduling and monitoring playoffs in conjunction with the schedule chairperson, etc. Any other duties that may be assigned by the Board.

3.1.3 Secretary: Will record the activities of the league and maintain appropriate files, member lists, Board lists, committee lists, mailing lists and records with permanent minutes of all meetings as directed. Will conduct all necessary league correspondence not otherwise delegated to other Board members. Oversees league website. Any other duties that may be assigned by the Board.

3.1.4 Treasurer: Will keep written records and will make monthly reports on the cash/financial status of the league, providing all necessary bank documents in support of the monthly reports. Will deposit all monies in the league bank account, submit withdrawals as approved by the Board, maintain banking records and can sign checks with one other counter-signature required. Will coordinate information to establish an annual budget and capital spending plans in association with the financial committee. Obtains and oversees non-profit status requirements and other necessary government or legal filings. Any other duties that may be assigned by the Board.

3.1.5 Umpire-in-Chief: The liaison between the Board and the umpires. Ensures training and certification of all umpires. Will see that any complaints are investigated and brought to the attention of the Board. Will coordinate and schedule all umpire assignments, chairs the committee and processes all protests and rules violations. Chairs the committee overseeing the coaches, following the criteria established by the Board. Oversees implementation and organization of coaching/umpire clinics. Distributes training materials, videos, handouts to coaches and umpires. Responsible for supervision of the umpires. Handles inquests of any misconduct by coaches or team staff. Assists in player evaluation and skills ratings. Will serve as liaison between the Board and any field/school venue. Will also serve as Tournament Director for any hosted tournaments. Any other duties that may be assigned by the Board.

3.1.6 Operations Director: The liaison between the Board and all operations of the league. Oversees field/maintenance operations/chairpersons, capital projects relating to fields, gameday operations, advises on purchasing of equipment in conjunction with equipment committee recommendations, distribution and collection of all league equipment, and all logistics of the league. Any other duties that may be assigned by the Board.

3.1.7 Communications Director: Maintains a system of communication to the parents and softball community and oversees the website, distribution of all approved communications to softball community, advertising, and school outreach. Any other duties that may be assigned by the Board.

3.1.8 Division Representative/Coaches Director: Oversees the liaisons in each division between managers, coaches, parents and players and the Board. Distributes communications, handles inquests of any misconduct by players, coaches, team staff, umpires, etc. and notifies Board of such, provides administrative assistance in player registration, skills ratings, team assignments, obtaining parent volunteers, etc. Oversees the selecting and/or finding of volunteer coaches, following the criteria established by the Board. Organizes and implements all coaching clinics. Distributes training materials, videos, hand-outs to coaches. Responsible for proper training and ongoing supervision of coaches. Any other duties that may be assigned by the President and/or the Board.

3.1.9 Fundraising/Sponsorship Director: Oversees all fundraising activities and sponsorship solicitations. Procures team sponsors/grants, maintains permanent records of such and coordinates advertising opportunities/recognition of all sponsors. Any other duties that may be assigned by the Board.

3.1.10 Travel Ball Director: Oversees travel ball committee, requirements, rules, and regulations required of travel ball teams. Liaison between Board and travel ball managers, coaches, and teams. Helps coordinate and organize travel ball. Provides the Board with advice and direction of travel ball program.

3.1.11 Safety Director: Confirms that each manager has a medical release/emergency card for each player as well as first aid supplies at the field whenever practices or games are in progress. Processes any insurance claims and keeps accurate, permanent records of such. Ensures that all safety policies are adhered to by all members, players, spectators, etc. Any other duties that may be assigned by the President and/or the Board.

3.1.12 Registrar: Oversees registration of the League, ensures that all aspects of registration are up to date and available for use. Promotes all forms of registration for the League and ensures proper and timely transfer of any League funds collected to the Treasurer.

3.2 NON-VOTING BOARD MEMBERS

3.2.1 Fundraising/Sponsorship Chairperson: Procures team sponsors and organizes fundraising activities, help to maintain permanent records of such and coordinates sponsors with Uniform Committee. Any other duties that may be assigned by the President and/or the Board.

3.2.2 High School Liaison: Key liaison and advisor with High Schools. Coordinates clinics and provides appropriate points of view and identifies needs and requirements of NBGSL that are consistent with the direction and philosophy of the Executive Board. Serves as senior advisor for all travel ball business. Any other duties that may be assigned by the President and/or the Board.

3.2.3 Player Agent: Is the League's USA Softball Administrator and responsible for issues involving players or prospective players. Specific responsibilities include registration, fees, player evaluations, drafting and placing players from waiting lists onto teams. Processes any insurance claims and keeps accurate, permanent records of such. Ensures that all safety policies are adhered to by all members, players, spectators, etc. Liaison between parents/players and the Board and/or team staff. Records and maintains accurate player information, handles inquests of any misconduct by players. Notifies Board of such, provides administrative assistance in player registration, skills ratings, and team assignments, etc. Will also oversee all background checks and ACE coaches' certifications through USA Softball. Any other duties that may be assigned by the Board.

3.2.4 Uniform Chairperson: Chairs the committee to order Uniforms for players and coaches, coordinates sponsors with fundraising/sponsorship chairperson, distributes uniforms to players and coaches. Any other duties that may be assigned by the President and/or the Board.

3.2.5 Travel Ball Chairperson: Chairs travel ball committee, oversees requirements, rules, and regulations required of travel ball teams. Helps coordinate and organize travel ball. Provides the Board and Director with advice and direction of travel ball program. Any other duties that may be assigned by the President and/or the Board.

3.2.6 Field Maintenance Chairperson: Chairs the committee to coordinate all field maintenance, determines the required work on each field. Oversees all tool and equipment maintenance and stocks all necessary supplies. Any other duties that may be assigned by the President and/or the Board.

3.2.7 Equipment Committee Chairperson: Chairs the committee to determine amounts required to equip all teams, submits bids for purchasing necessary equipment to the Board for approval, oversees maintenance and off-season storage of all equipment. Any other duties that may be assigned by the President and/or the Board.

3.2.8 Schedule Chairperson/Liaison: Responsible for scheduling practices, games, fields and playoffs. Will be liaison for Inter-league play. Will serve as a liaison between the Board, City of Santa Rosa High Schools, and field venues. Will also serve as a tournament director for any hosted tournaments. Any other duties that may be assigned by the President and/or the Board.

3.2.9 Concessions Chairperson: Oversees and organizes all concessions sales for the benefit of the league. Any other duties that may be assigned by the President and/or the Board.

ARTICLE IV – HANDLING DISPUTES

4.1 GRIEVANCES: Grievances will be handled by the Executive Board. Grievances must be submitted in writing to the Executive Board. Board members who may be involved in the grievance as a Coach, Assistant Coach or parent will be unable to vote on the grievance in which they are involved. Only the Executive Board and parties affected by the outcome of the Executive Board decision are allowed at the meeting. All individuals will be heard. A decision will be made by the Executive Board only. If needed, a Master-at-Arms should be at the door during the closed meeting. Grievances may be submitted in writing by anyone at any regular meeting. The issue(s) will be handled immediately unless circumstances prevent such expediency. Assuming the latter circumstances, the grievance must be handled within 14 days. The Executive Board will determine the outcome. A majority of Board members must be present to vote on any grievance.

4.2 Protests: Protests are strongly discouraged in recreational play. Protests will be handled in the same manner as grievances and discipline, along with the following conditions:

4.2.3 See protest in the official USA Softball rule book.

4.2.2 Written protests must be delivered to the appropriate league Vice President within 48 hours of the game in protest.

4.2.3 The Manager or Coach instigating the protest must pay a \$30.00 fee. The fee will be refunded if the protest goes in favor of the protesting Manager or Coach.

4.2.4 Teams that quit any game or lose that game by forfeit relinquish the right to protest said game.

4.2.5 Conditions not covered by the USA Softball or NBGSL bylaws may require possible intervention by the Executive Board.

4.3 **DISCIPLINE:** Discipline will be handled in the same way as grievances. The Executive Board will have the power to suspend or remove anyone associated with the league. Reasons for disciplinary action include, but are not limited to: verbal or physical abuse, smoking in the dugout, consumption or possession of alcoholic beverages or drugs, inability to uphold rules as established in the bylaws, unsportsmanlike conduct, mistreatment of players, refusal to respect authority, persistent arguing with umpires on judgment calls, etc.

ARTICLE V – DISSOLUTION

5.1 **DISSOLUTION:** Upon dissolution of the NBGSL and after all outstanding debts and claims have been satisfied, the Executive Board shall direct the remaining property of the NBGSL to another non-profit youth sports entity, selected by the Executive Board and under the terms of these bylaws, which maintains the same objectives as set forth herein, which are or may be entitled to exemption under Section 501©(3) of the Internal Revenue Code or any future corresponding provision.

ARTICLE VI – TRAVEL BALL

The league may support a travel ball organization: All travel ball teams within the organization (8u, 10u, 12u, 14u) are "B" travel ball programs committed to the development of female athletes aspiring to play throughout the year outside of the recreational season. The travel teams will be selected only from girls who participated by playing in at least 2/3 of the current NBGSL recreational season and are required to attend and be evaluated at a tryout to determine their skill level. Any softball player who does not meet the requirements above may petition the Executive Board for an exemption based upon just cause or extenuating circumstances. The exemption may only be granted by a majority Board vote.