



SUGAR LAND GIRLS SOFTBALL ASSOCIATION  
**slgsa**

## **BY-LAWS**

**Version 15.1**  
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## ARTICLE I

### NAME AND LOCATION

#### Section 1. Name of Organization

This organization shall be known as the Sugar Land Girls Softball Association, hereinafter referred to as "**SLGSA**" or "**Association**".

#### Section 2. Boundaries

The mailing address shall be SLGSA, P.O. Box 198, Sugar Land, Texas 77487. The boundaries of all of its activities shall be as approved by **Amateur Softball Association** ("ASA"). The boundaries for this association shall be Fort Bend County, except when ASA releases a player under the rules governed within ASA.

#### Section 3. Registered Agent / Office

The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office maybe identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the Directors may change the address of the registered office from time to time.

**ARTICLE II**  
**OBJECTIVES**

**Section 1. Long Term Objectives**

The objectives of the SLGSA shall be to provide the girls of the community a place to learn good sportsmanship, honesty, foster friendships, loyalty, courage and reverence so that they will be well adjusted, stronger and happier girls who will grow to be good, clean, healthy and trustworthy women.

**Section 2. Methodology**

The objective will be achieved by providing supervised competitive softball. All persons engaged in the activities of the SLGSA will bear in mind that the attainment of athletic skills or the winning of games is secondary, and that the molding of future women is of primary importance.

**Section 3. Use of SLGSA Facilities and Equipment**

In order to be consistent with the SLGSA's objectives delineated in Section 1 above and to insure that the SLGSA's non-profit status is not placed in jeopardy, SLGSA facilities or equipment shall not be used by any individual or any organization for their partial or sole benefit except as may be approved by the Board pursuant to this Section 3.

**(a) Fundraising requiring majority votes of the Directors.**

SLGSA facilities and equipment may be used in a fund raising endeavor as follows, but only if approved by a majority vote of the Directors:

(1) As a means to raise funds by an SLGSA sanctioned Division "A" team or All-Star team pursuant to Articles XI and XII of these bylaws.

(2) As a means to raise funds wherein said funds inure solely to the benefit of the SLGSA.

Under either of these circumstances, the Board requires that the SLGSA be provided with documentation, in an approved format, accounting for the use and/or allocation of all funds so raised.

**(b) Fundraising requiring two-thirds (2/3rds) vote of the Directors.**

SLGSA facilities and equipment may be used in a fund raising endeavor as follows, but only if approved by a two-thirds (2/3rds) vote of the Directors:

(1) As a means to raise funds wherein said funds inure to the benefit of a city, state or nationally recognized charity or a charity to benefit a specific individual or family.

(2) In support of a nationally recognized, non-profit softball organization wherein the funds raised are paid directly to and are used for the benefit of said organization.

(3) By any other organization at the discretion of SLGSA, that organizes an activity that promotes softball and the SLGSA.

Under either of these circumstances, the Board requires that the SLGSA be provided with documentation, in an approved format, accounting for the use and/or allocation of all funds so raised.

**(c) Fundraising requiring no Board approval.**

No Board approval shall be required in any fundraising activity involving SLGSA's facilities which are undertaken at the direction of the City of Sugar Land; provided that, no SLGSA equipment shall be used in said fundraising activity unless approved by a two-thirds (2/3rds) vote of the Directors.

## ARTICLE III

### BOARD OF DIRECTORS

#### Section 1. Composition of the Board

The business, property and activities of the SLGSA shall be managed by twenty (20) Association Members to include six (6) executive officers (**“Executive Officers”**), six (6) sports commissioners (**“Commissioners”**) and eight (8) committee chairpersons (**“Chairpersons”**) all of whom shall collectively be known as the Board of Directors (**“Directors”**).

#### Eligibility

Only an Association Member shall be eligible to be elected to and serve on the Board of Directors of the SLGSA. An Association Member is defined as an adult who has custody of at least one (1) eligible daughter registered to play and who actively participates (unless temporarily incapacitated) on an SLGSA sanctioned team; provided that, any person not meeting said requirement may be appointed as an Honorary Member, by a two-thirds (2/3rds) vote of the then existing Board. An Honorary Member may then serve on the Board as a Director until the next Annual General Election and shall be eligible for re-appointment under the same conditions set forth above if a vacancy exists. Alternatively, any person not meeting said requirement, may be approved as an Electable Honorary Member by a two-thirds vote of the then existing Board. That person may then run in the next General Election, and if elected, will serve as any other elected Director with the restriction that that Director cannot serve as an Executive Officer unless approved by a majority board vote.

If a Director, during his/her term of office, forfeits his/her eligibility pursuant to the above, that Director may complete the remaining term of his/her office with all the rights and entitlements of a Director.

#### Section 2. Annual General Election

The Directors will be elected at the annual meeting (**“Annual General Election”**) of the SLGSA. Duly elected members will be notified of their appointment by the Executive Vice President or, in his/her absence, a Director so appointed by the President, within five (5) days after the last day of the election.

### **Section 3. Election of Directors to Board Positions**

The Directors at the first meeting of the board in June will elect the Directors. Any member of the Association or other person affiliated with the SLGSA who is in good standing shall be eligible to serve on the board.

A Director candidate for a board position shall declare his/her candidacy (verbally or in writing) for any one (1) or two (2) positions, prior to the vote, by declaring a primary and secondary choice. Additionally, if none or only one (1) Director declares his /her candidacy for any given Director position during the election process, then at that time any Director(s) may also choose to become a candidate for that position regardless if that was not originally the primary or secondary choice of that Director. A husband and wife cannot serve at the same time as a Director in any capacity so elected or appointed.

The Director positions shall be filled by a majority vote. If there is no clear majority, the Director with the largest number of votes shall be declared the winner. The election will be accomplished in the precise order as follows:

#### **(a) Executive Officers**

- President
- Executive Vice President
- Treasurer
- Vice President Sports Commission
- Secretary
- Director of Purchasing

#### **(b) Commissioners**

- 6U (5-6 years)
- 8U (7-8 years)
- 10U (9-10 years)
- 12U (11-12 years)
- 18U (13 - 18 years)
- A-Team / All-Star Team

### **(c) Chairpersons**

- Chairperson Sponsors
- Chairperson Parent Affairs
- Chairperson Scheduling
- Chairperson Sports Equipment
- Chairperson Communications
- Chairperson Programs/Publicity
- Chairperson Complex Maintenance
- Chairperson Concessions

If no one Director chooses to fill a particular Director's position, that position will be "passed on" and only considered again after all the following positions have been voted on. This process will continue until such time as all Director positions are filled. If a Director refuses to announce his/her candidacy for any Director position, that Director will be considered to have tendered his/her resignation as a Director.

Each Director, except for the then current President or Director acting in his/her behalf, will cast one vote for each of the nineteen (19) Director positions. The then current President or Director acting in his/her behalf shall cast one (1) vote only to break a tie. No proxy votes will be accepted in the election for any Director or other board position; except that an absent Director declaring his /her candidacy will be allowed to cast one (1) proxy vote for him/herself for a Director position if such request is submitted in writing to the President or Secretary.

The vote will be by secret ballot which will be counted by the President and the Executive Vice President and Secretary unless they shall be a candidate for the position being voted on, in which case the President will appoint one or more other Directors, who are not candidates for that Director position, to count the vote. If no such Directors qualify, then the President, Executive Vice President and Secretary will count the votes.

### **Section 4. Election of a Director to a Vacant Position**

The Directors will serve a term of one (1) year. Vacancies in a Director position may be filled by a currently serving Director, upon election by the Directors as specified in this Section 3, for the remaining term or, if no Director is so chosen, by a member of the Association elected by a majority of the Directors. In the latter instance, the Executive Vice President shall seek a qualified candidate(s) who shall be asked to appear before the board to declare his/her candidacy.

**Section 5. Term of Office**

The Directors will serve a three (3) year term and must be re-elected by the members of the Association thereafter. Newly elected Directors shall take office at the first meeting of the board in June after General Election of the Directors by the members of the Association as set forth herein.

**Section 6. Eligibility for Re-Election**

Except as otherwise set forth in these bylaws, all Directors shall be eligible for re-election or re-appointment following expiration of their term in office.

**Section 7. Compensation**

Directors as such shall not receive any salaries for their services, nor any type of compensation for attendance at each regular or special meeting of the board.

## **ARTICLE IV**

### **OFFICERS**

The Executive Officers of the SLGSA shall be the (i) President, (ii) Executive Vice President, (iii) Treasurer, (iv) Vice President Sports Commission, (v) Secretary, and (vi) Director of Purchasing.

The duties and responsibilities of the Directors shall include the following activities and those so requested by the President. The President may, from time to time, assign additional duties to or reassign the duties delegated to any Director, as specified herein, as he/she so chooses.

#### **Section 1. Duties and Responsibilities of the President**

The President shall preside at all Directors Meetings and the Annual Meeting; shall have general supervision over the affairs of the Association and over the Directors; shall sign all written contracts of the SLGSA. He/She or his/her designee shall be the official SLGSA representative. He/she shall call special meetings of the Directors and shall appoint special committees. He/She shall be responsible for interpreting these bylaws and the provisions of Robert's Rules of Order. He/She shall be responsible for all insurance matters of the Association. He/She shall monitor all financial activities of the Association.

#### **Section 2. Duties and Responsibilities of the Executive Vice President**

The Executive Vice President shall substitute in all matters for the President in his/her absence. He/She shall chair special committees from time to time appointed by the President unless otherwise specified herein. He/She shall review all issues involving interpretations of the bylaws or policies and procedures of the league; except for those matters involving playing rules and regulations. The Executive Vice President shall assume other duties and responsibilities as may from time to time be directed by the President. The Executive Vice President shall be responsible for recommending long-range plans and goals for the league. He/She shall, along with the President, attend meetings of governmental bodies with decision-making authority that may affect the league and shall promote the league. He/She shall attend meetings involving the ASA.

### **Section 3. Duties and Responsibilities of the Treasurer**

The Treasurer shall have custody of all money and securities of the SLGSA; and shall sign all SLGSA checks except as otherwise noted in these bylaws; shall keep regular books of the accounts; shall receive and process mail; shall submit a written report on the financial condition of the Association at each regular (monthly) Directors meeting; and shall make a detailed financial report at the end of the fiscal year (July 31). He/She shall be responsible for preparing the Association's annual budget for approval by the Directors.

In critical situations when the Treasurer is not available, the President, Executive Vice President, Sports Commissioner, Secretary, and/or Director of Purchasing may sign SLGSA checks.

### **Section 4. Duties and Responsibilities of the Vice President Sports Commission**

The Vice President Sports Commission shall chair all meetings of the Commissioners. He/She shall promulgate rules and regulations of play; except that the Directors shall approve all such rules and regulations. He/She shall oversee the activities of the various Commissioners and, in conjunction with the Commissioners, make recommendations as to all managers, coaches, the formation of A-teams, all-star, and recreational teams, and the rules and regulations governing such teams; except that the Directors shall approve the appointment of all coaches and all matters involving such teams unless otherwise specified herein. He/She shall be responsible for recommending game schedules involving recreational teams to include the number of games, inter-league games, make-up games and practice sessions and recommending game sites; except that the Directors must approve all schedules and game sites at the beginning of each season. He/She shall chair the Protest Committee.

### **Section 5. Duties and Responsibilities of the Secretary**

The Secretary shall issue notice of all meetings of the Directors and shall record attendance and keep the minutes of same; shall have charge of all corporate books, records and papers; shall attest his/her signature on all written contracts of the SLGSA; and shall perform all other duties incidental to the position as noted in these bylaws. He/She shall provide notice to all Directors in all other matters except as otherwise specified in these bylaws. As well, shall oversee and be responsible for the Association's registration process to include scheduling of Directors to register members. He/She shall coordinate activities with Team Parents and/or coaches with regard to any parent complaints and investigate matters involving the conduct of parents with the assistance of the Chairperson Parent Affairs as he/she deems necessary.

**Section 6. Duties and Responsibilities of the Director of Purchasing**

The Director of Purchasing shall be responsible for securing all bids from vendors desiring to do business with the SLGSA, to include but not necessarily limited to, suppliers of uniforms, sports equipment, plaques and trophies and printed material, including Association directories; except that the Directors must approve all such purchases. He/She shall coordinate activities with the Chairperson Sponsors, Programs/Publicity, and Sports Equipment. He/She shall coordinate with the Sports Commissioner, the scheduling of any team pictures and the distribution of uniforms and trophies.

## ARTICLE V

### SPORTS COMMISSION

#### Section 1. Composition of the Sports Commission

There shall be six (6) members of the Sports Commission who shall function under the direction of the Vice President Sports Commission.

The Sports Commission shall be comprised of the following Directors:

- (a) 6U Commissioner (5-6 years)
- (b) 8U Commissioner (7-8 years)
- (c) 10U Commissioner (9-10 years)
- (d) 12U Commissioner (11-12 years)
- (e) 18U (13 - 18 years)
- (f) A-Team / All-Star Team

#### Section 2. Duties and Responsibilities of Sports Commissioners

(a) The Commissioners shall develop rules for each component of the sports program, which shall be submitted to the Directors for approval no less than one (1) month prior to the first scheduled game of each season. He/She shall recruit managers and coaches and review and submit their applications, with recommendations, for approval by the Directors. He/She shall oversee tryouts and player drafts and shall apprise managers of such activities. He/She shall inform managers of their appointment and appointment of their coaches. He/She shall apprise managers as to league rules and rule changes, coach and player clinics and scheduling of all games and tournaments. The Commissioners shall review all protests, problems, suggestions or complaints concerning playing rules and regulations. No Director shall serve as Commissioner of the age group in which their daughter plays, such being deemed a conflict of interest.

(b) The Commissioner shall bring all protests to the attention of the Vice President Sports Commission for final adjudication within forty-eight (48) hours after the filing of such protest.

**Section 3. Other Duties**

The Commissioners shall from time to time carry out other duties and responsibilities as requested by the President. The Sports Commissioners shall report at each meeting of the Directors.

## **ARTICLE VI**

### **COMMITTEES**

#### **Section 1. Standing Committees**

There shall be eight (8) Standing Committees: Sponsors, Parent Affairs, Scheduling, Sports Equipment, Communications, Programs/Publicity, Complex Maintenance, and Concessions. Each Standing Committee shall be chaired by a Committee Chairperson and shall be overseen by and/or coordinate with an Executive Officer.

#### **Section 2. Role of Chairpersons**

A Director, as a Standing Committee Chairperson, shall serve for a term of one (1) year, and shall oversee the activities of a Standing Committee.

#### **Section 3. Composition of the Standing Committee**

Each Standing Committee shall consist of at least one or more Directors and such other members as the Chairperson may appoint, but only with the approval of the Directors. Such Standing Committee, to the extent provided in these bylaws, shall only have and only exercise the authority granted to it by the Directors.

#### **Section 4. Duties and Responsibilities of Chairpersons**

The duties and responsibilities of the Chairperson of the Standing Committees shall include:

##### **(a) Chairperson Sponsors**

The Chairperson Sponsors shall work with team managers in soliciting sponsors for each team, as well as corporate sponsors, prior to the spring season. He/She shall make recommendations to the Directors concerning sponsor fees, advertising and other sponsor benefits; except that the Directors shall approve all fees, advertisements and benefits. He/She shall be responsible for collecting all sponsor fees, for dissemination to the Treasurer, and distribution of sponsor plaques. The Chairperson Sponsors shall coordinate with the Treasurer.

**(b) Chairperson Parent Affairs**

The Chairperson Parent Affairs shall assist with the Association's registration process to include scheduling of Directors to register members. He/She shall coordinate activities with Team Parents and/or coaches with regard to any parent complaints and investigate matters involving the conduct of parents. He/She shall coordinate with Team Parents the scheduling of team pictures and the distribution of uniforms and trophies. He/She shall, in conjunction with the Chairperson Complex Maintenance and other Directors, procure volunteers for field maintenance duties and various other Association activities, except where otherwise designated in these bylaws or so designated by the President. The Chairperson Parent Affairs shall report activities to the President.

**(c) Chairperson Scheduling**

The Chairperson Scheduling shall oversee the scheduling of all league games, practices, and schedule the end of season league tournament. As well, this chairperson will schedule A-team and All-Star practices. This Chairperson shall also be responsible for the scheduling along with other district schedulers, if applicable, for the Fall Co-Op season. Where applicable, he/she would assist the Chairperson Programs/Publicity to schedule league sponsored clinics and programs. The Chairperson Scheduling shall report activities to the Vice President Sports Commission.

**(d) Chairperson Sports Equipment**

The Chairperson Sports Equipment shall be responsible for the safekeeping and maintenance of all playing equipment. He/She shall make recommendations to the Directors concerning the acquisition, safekeeping, issuance and collection of such equipment. He/She shall arrange for the purchase of new or replacement equipment through the Director of Purchasing. The Chairperson Sports Equipment shall coordinate with and report to the Director of Purchasing.

**(e) Chairperson Communications**

The Chairperson of Communications shall be responsible for maintaining the SLGSA web site, social media, and all verbal communication for league. The Chairperson of Communications works closely with the Vice President Sports Commission along with the Chairperson Programs/Publicity on all Opening Day events. The Chairperson Communications shall report activities to the President.

**(f) Chairperson Programs/Publicity**

The Chairperson Programs/Publicity shall be responsible for developing advertising, marketing campaigns and strategies, and shall work with the media to inform the community of any and all SLGSA activities in conjunction with the help of other Directors. He/She shall arrange for the printing of all brochures, flyers, directories and similar material and for their dissemination; except that the Directors shall approve all such activities. He/She shall arrange for delivery of printed material to various locations deemed necessary. He/She shall be responsible for coordinating with other Directors, the opening day activities and other special events including working with the Chairperson Scheduling . The Chairperson Programs/Publicity shall report activities to the President.

**(g) Chairperson Complex Maintenance**

The Chairperson Complex Maintenance shall be responsible for maintaining the SLGSA fields and surrounding properties associated with SLGSA play. He/She shall be responsible for obtaining bids from contractors and purchasing all equipment and supplies associated with maintenance of SLGSA fields; except that, all purchases and contracts must be approved by the Directors. Complex Maintenance shall work closely with the approved contract field maintenance contractor and the Parks & Recreation Department to ensure the overall appearance and upkeep of Imperial Park. He/She shall coordinate his/her activities with the Executive Vice President.

**(h) Chairperson Concessions**

Chairperson Concessions shall be responsible for the management of the concession stands; including supervision and hiring of workers, preparation of menus and inventory management. He/She shall also work closely with the Treasurer to coordinate control of cash and bank deposits pertaining to concession proceeds and will report directly to the Treasurer.

**Section 5. Other Chairperson Duties**

**(a) General Service**

It shall be the duty of the Standing Committees to perform such general service as the style of their committee name suggests. Chairpersons shall report at each Directors meeting.

**(b) Other Members**

It shall be the duty of the Committee Chairpersons to recruit other members to serve on their committee; except that the Directors must approve such members. The Chairpersons shall, from time to time, carry out other duties and responsibilities as requested by the President.

**Section 6. Special Committees**

Special Committees shall be created by and be assigned duties, as necessary, by the President or by majority vote of the Directors. Such Special Committees shall include, but not necessarily be limited to:

**(a) Protest Committee**

The Vice President Sports Commission upon the filing of protest shall convene the Protest Committee. The Protest Committee will be made up of the following Directors: Vice President Sports Commission who shall serve as Chairperson (or in his/her absence another Director so appointed by the President), Commissioner of the age group involved and any other Director(s) as the President may, from time to time, choose to appoint. Each member of the Committee shall have one (1) vote; except that the Chairperson shall cast a vote only to break a tie. All protests are to be resolved within forty-eight (48) hours following notice to the appropriate Commissioner. The Protest Committee shall have the authority to adjudicate all protests. The Commissioner shall so notify the managers of the Committee's decision. The decision of the Committee shall be final and must be documented and submitted to the Secretary by the Chairperson at the next regular Directors meeting.

**(b) Ethics Committee**

The Ethics Committee shall be convened by the President or Directors and shall be authorized to review all charges of misconduct concerning any Director, manager, coach, parent, player or other member of the Association. The Ethics Committee shall be comprised of the Executive Vice President who shall serve as Chairperson (or in his/her absence another Director so appointed by the President), Vice President Sports Commission and one (1) other Director appointed by the President. The Chairperson, as part of the committee process, shall appoint one or more members of the committee to investigate all charges and who shall report back to the Committee. The Committee shall make its findings and recommendations known to the Directors no later than thirty (30) calendar days after being authorized to convene by the President or the Directors. All charges of misconduct shall be addressed by majority vote of the Directors within ten (10) calendar days after being apprised of the Committee's findings and recommendations.

**(c) Executive Committee**

The Executive Committee shall be convened by the President and shall concern itself with long range planning and other issues that, from time to time, affect the affairs of the Association. The Committee shall report to the Directors at its regularly scheduled meeting. The Committee shall be made up of the President, Executive Vice President, Treasurer, Vice President Sports Commission, Secretary, Director of Purchasing.

**Section 7. Accountability**

All such committees, standing or special, shall be answerable to the Directors and, upon request, shall report to the Directors and shall take no action unless the same be authorized by the Directors unless otherwise delegated by these bylaws.

**Section 8. Conflict of Interest**

Any committee member, be it a standing or special committee, deemed by the President to have a conflict of interest will be substituted for by a Director appointed by the President. The President shall not serve on any committee (standing or special) if, via a majority vote of the Directors, it is deemed a conflict of interest exists as to the President.

**ARTICLE VII**  
**GOVERNMENT**

The Association shall operate under “Robert’s Rules of Order” unless otherwise specified herein.

**Section 1. Vacancies**

Any Director may resign by filing a written resignation with the President or the Secretary.

**(a) Vacancy by the President**

If for any reason a vacancy shall occur in the Office of President, the Executive Vice President shall fill such vacancy until the Board of Directors can hold an election. In the case of a vacancy by both the President and Executive Vice President, the Office of President shall be filled by the Vice President Sports Commission, the Secretary, or the Director of Purchasing, in that order.

**(b) Vacancy by a Director**

A vacancy by a Director will be filled via election by a majority vote of the Board of Directors as per the procedures delineated in Article III, Section 4. The person so elected shall serve for the remainder of the one (1) term of the position he/she filled. An eligible member of the Association via election by the members of the Association will fill the vacant position thereafter.

**Section 2. Meetings**

**(a) Directors Meeting**

Directors meetings shall be open to Association members. Other parties may attend at the invitation of the President. Members and such other parties permitted to attend may address the Directors if so scheduled by the Secretary or so resolved by a majority vote of the Directors.

The regular meeting of the Directors shall be held the second Wednesday of each month at a time and place (within Fort Bend County) fixed by the President or the Executive Vice President in his/her absence. Regular meetings scheduled on a holiday shall be held the following Wednesday unless otherwise approved by a majority vote of the Directors. Regular meetings of the Directors may be re-scheduled on an as needed basis by a majority vote of the Directors.

**(b) Special Meetings**

Special meetings of the Directors may be called by the President, or the Executive Vice President in his/her absence, or by any three (3) Directors at a time and place (within Fort Bend County) fixed by the President or the Executive Vice President in his/her absence. Forty-eight hours (48) prior notice to the Directors of any special meeting shall be required. Only a reasonable attempt at notice, by the Secretary or other Director(s) so appointed by the President, shall be required. Notice may be oral, written, by electronic mail, or voice mail. Special meetings of the Directors may be held with less than forty-eight hours (48) prior notice if a waiver is obtained, as matters necessitate, in accordance with Article VII, Section 3 herein.

**Section 3. Waiver**

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Section 4. Closed Sessions**

At any time during the course of a meeting the President may declare a “closed session” and all persons, other than Directors, shall be required to leave the meeting. Directors who may be the subject of the session may also be requested by the President to leave the meeting.

**Section 5. Voting**

**(a) Quorum**

A quorum shall consist of those Directors who convene for the purpose of conducting new business that has been placed on the agenda prior to a duly constituted meeting. Any Director may request either the President or Secretary to place an item of new business on the agenda up to forty-eight (48) hours prior to the meeting; except that any business not so placed on the agenda shall not be considered unless fifty percent (50%) of those Directors entitled to vote are in attendance or as otherwise specified in these bylaws.

A Director who is present at a meeting but departs during the meeting shall not be considered present for the purpose of determining the existence of a quorum, as defined herein, subsequent to the departure of that Director.

**(b) Proxies**

Proxy votes shall not be accepted except as otherwise specified in these bylaws.

**(c) Secret Ballot**

Any Director may request a secret ballot on any vote. Secret ballots cast shall be counted by the Secretary, Executive Vice President or, in their absence, one (1) or more Directors appointed by the President. The results of the vote shall be entered into the minutes; except that the actual vote count shall not.

**(d) Casting Votes**

All Directors shall have one (1) vote on matters on which they are entitled to vote as specified by these bylaws; except that a Director may not cast his/her vote in any matter involving him/herself except during the General Election or the election of Directors.

**(e) Majority Vote**

All matters concerning policy of the SLGSA shall be decided by a vote of the Directors and no motion shall carry without a majority vote unless so noted in these bylaws.

**(f) Tie Votes**

The President, or Director acting in his/her absence, may vote as any other Director on all matters so specified in these bylaws but is not obligated to do so. In all other matters, the President or Director acting in his/her absence may also cast a vote. If there is a tie vote, the President's vote may be cast to either defeat or affirm a motion or resolution. If the President's vote creates a tie, the motion or resolution before the Directors shall be defeated.

**(g) Reconsideration**

A motion to reconsider a previous vote or action taken may be introduced to permit correction of a hasty, ill-advised or erroneous action under the following circumstances:

- (i) A minimum of three (3) Directors must submit a written request for reconsideration to the President, or the Director serving in his/her absence, within five (5) days following the date of the meeting during which the motion was initially voted on or action addressed. The Directors making such a request may not include those Directors who initiated or seconded a defeated motion.

(ii) The President, or Director serving in his/her absence, may convene a special meeting of the Board or table the request for reconsideration until the next regularly scheduled meeting of the Board. Pursuant to Article VII, section 2 (b), any three (3) Directors may request that a special meeting be convened.

(iii) Any motion or action reconsidered or any motion or action that addresses similar issues, regardless of the outcome, may not again be considered for a minimum of six (6) months from the date of the last debate on the motion or action.

## **Section 6. Misconduct**

### **(a) Suspension**

The President (or the Director serving in his/her place during the President's absence or if the President is the subject of the misconduct) may temporarily suspend from any participation in any SLGSA affairs, for a period not to exceed thirty (30) days, any SLGSA member, player, parent, coach, volunteer, Director, or other person for misconduct as may, from time to time, be defined by the Board of Directors. The suspension shall remain in effect for up to thirty (30) days pending review of the misconduct by the Directors as noted herein.

The Secretary will notify any individual so suspended in writing within five (5) calendar days following such suspension.

### **(b) Review of Misconduct**

The misconduct of a suspended member, player, parent, coach, volunteer, Director, or the Directors in a regular or special meeting called for that purpose should review other person. Such meeting will be convened within thirty (30) days from the effective date of the suspension. The offending party shall be allowed to address the Directors either in person or in writing.

### **(c) Removal**

The Directors, by a two-thirds (2/3s) vote of the existing board acting at any duly constituted meeting, with notice at least during the previous regular or special meeting, shall have the authority to remove any Director who elects to serve on the board of, coaches a team for or recruits players on behalf of another girls softball league or whose conduct is considered detrimental to the best interest of the Association or any manager, coach, player, parent, volunteer or other person whose conduct is considered detrimental to the best interest of the Association.

The Secretary will notify any individual so removed in writing within five (5) calendar days following such removal.

**(d) Duration of Removal**

For the first offense, the offending individual may be barred from all Association activity for a period up to two (2) years. A second offense will result in a permanent ban from all Association activities.

**(e) Involuntary Resignation**

A Director missing two (2) consecutive regular meetings, without providing advance notice by either leaving a message on the league voice mail or by posting an e-mail message with the league pursuant to established communication guidelines, or any Director absent from six (6) regularly scheduled Board meetings in any given twelve (12) month period following the date the Board establishes for elections, will be considered to have submitted his/her formal resignation.

**Section 7. The Annual General Election**

The annual General Election will be by secret ballot. The election shall be conducted on Wednesday, Thursday and Saturday during the last week of the Spring League regular season, at times consistent with Association play and at a site where the majority of SLGSA games are played. Should weather or other conditions make voting impossible or impractical, the President, at his/her discretion, shall designate an alternate day(s) as soon as practicable. Each family of a legally registered participant(s) will have one (1) vote for each Director position open. The individuals running for a position on the Board of Directors will be elected to the general Board of Directors and not to any specific position. Proxy votes will not be accepted in the General Election.

## **ARTICLE VIII**

### **MEMBERSHIP**

#### **Section 1. Association Boundaries**

An individual may not participate in SLGSA recreational play (Division "A" Team play exempted) if such individual is currently playing on a team for another association. Such individual may petition the SLGSA for membership approval, which may be granted by a majority vote of the Directors.

#### **Section 2. Players Moving Outside of the Association's Boundaries**

A child can continue to participate in the SLGSA after moving outside the boundaries described in Article I, Section 2 provided her playing does not violate the participation rules of the Amateur Softball Association or any other applicable association; except that such participation shall be permitted for one (1) year, after which time continued participation must be approved by a majority vote of the Directors.

#### **Section 3. Fees**

The Directors shall establish membership fees and other assessments, and the method of payment on an annual basis for both the spring and fall seasons. Such fees shall be payable during the registration period designated by the Directors during each fiscal year.

#### **Section 4. Refunds**

The Directors shall have the authority to issue fee refunds on a case-by-case basis. The member seeking such refund will so inform the Directors in writing and the Directors will render its decision on a case-by-case basis. The Secretary shall inform the member of the Association's decision within five (5) calendar days. If a refund is forthcoming, it shall be issued within thirty (30) days of the Association's decision.

## **Section 5. Age Groups**

A member player, desiring to participate in recreational play, shall play in one of the following age groups:

- (a) 6U (5-6 years)
- (b) 8U (7-8 years)
- (c) 10U (9-10 years)
- (d) 12U (11-12 years)
- (e) 18U (13-18 years)

The player's age group shall be based on the player's age as of a specific date, which shall be established by the Directors preceding each spring season. Said date shall be consistent with the date established by national organization(s) with which the SLGSA may be affiliated with, from time to time.

A member player may choose to play in a lower or higher age group, but only with approval from the Directors. The Directors shall have the authority to re-designate the Association's age groups and/or the basis for determining the qualifying age.

## **Section 6. Team Assignments**

The Directors, with recommendations from the Commissioners, from time to time shall decide the method(s) used to form teams for players in all age groups to include players involved with recreational, all-star and A-teams. The Association shall not recognize carpools for the purpose of assigning a player to a particular team, but may recognize special accommodation at the discretion of the Directors.

**ARTICLE IX**  
**MANAGERS / COACHES**

**Approval**

Managers/Coaches of teams shall be seasonally recommended by the Sports Commission and seasonally approved by the Directors. Managers shall be responsible for the selection of their team in accordance with SLGSA regulations as approved by the Directors, and shall be responsible for the conduct of their teams while under their supervision.

Applicants for Manager/Coach must be approved by a majority of the Directors prior to becoming a Manager/Coach.

## **ARTICLE X**

### **RULES**

#### **Authority**

The local rules and playing rules of the appropriate age group shall be recommended by the Sports Commission but shall be approved by the Directors at a meeting to be held not less than one (1) month prior to the first (1st) scheduled practice of the season and shall be provided in writing to each Director and Managers/Coaches of record.

The official playing rules and regulations as published by the ASA shall be binding on the Association, except where superseded by the bylaws of the Association and/or Association playing rules.

## ARTICLE XI

### DIVISION “A” TEAMS

#### Section 1. Guidelines

Division "A" softball will be part of the SLGSA. A team that is not registered with the SLGSA will not be permitted to use SLGSA name, fields or claim any connection to same. In order for the league to sanction an “A” team, as “ASA legal”, it must adhere to the following guidelines:

(a) The number of players residing in Fort Bend County that must be on each team’s roster, by age division, is as follows:

10U – 6

12U – 4

14U – 3

16U – 2

18U and Gold – The Association encourages team managers to carry players who reside in Fort Bend County.

(b) The league must certify the team as ASA qualified.

(c) All players must be registered with the league.

The SLGSA shall permit Division “A” teams to play under AFA and NSA guidelines or guidelines of other such organizations so approved by the Board.

#### Section 2. Age Groups

Division "A" teams will be permitted in ages 18U, 16U, 14U, 12U, and 10U only. Additional Division "A" team in each age group may be permitted but only if it does not interfere with the forming of league teams.

#### Section 3. Coaches Approval

(a) The Sanctioning Meeting will be held soon after ASA Nationals. Exact date will be determined each year.

(b) When a team is first sanctioned, that team is required to re-apply the next sanctioning year. Once approved the second time, that team will come back in 2 year increments.

(c) Sanctions for teams in their inaugural season will expire in mid-August of the next year, as further defined in each year's "A" Team Guidelines. For example, if a team is first sanctioned in July, 2010, then its sanction will expire in August 2011 based on the specified date in the "A" Team Guidelines for 2011.

Returning Teams will be sanctioned for a two-year term that will expire in mid-August of the second year, as further defined in that year's "A" Team Guidelines. "Returning Team" is defined as a team who has been sanctioned its inaugural year **and** the following year, or a team who has been sanctioned for a minimum of two years.

(d) Team/Managers can be sanctioned anytime during the year.

#### **Section 4. Practices**

SLGSA will provide "A" teams with practice fields. All practice times and dates will be scheduled through the league.

#### **Section 5. Tournaments**

Each "A" team will have the option to request use of the complex to host fund raising tournaments annually. The Directors must approve all dates.

(a) The hosting "A" Team manager/head coach will be responsible for providing SLGSA Directors with a list of all players participating along with each team's proof of insurance.

(b) The hosting "A" team shall pay a fixed fee to the SLGSA for each tournament sponsored by the "A" team. Such fee shall be established by the Board annually and may be amended at any time by the Board.

(c) Within twenty (20) days of completion of a tournament, the hosting A-team must submit documentation to the Board, in such format that is acceptable to the Board, along with any fees owed.

#### **Section 6. Other Obligations**

SLGSA has no obligations or responsibilities, other than those listed herein, to any "A" team.

#### **Section 7. Fiscal Accountability**

(a) Each Division "A" sanction fee will be established by the Directors taking into consideration the costs and benefits associated with "A" team affiliation with the SLGSA. "A" team fees will be paid at the beginning of the Fall season and deposited into the general fund of SLGSA for the sanctioned year.

(b) Each Division “A” team will be insured under all SLGSA insurance policies.

(c) Sanctioned “A” teams shall accept “non-profit” status pursuant to the current Internal Revenue Tax Codes utilizing the league’s tax-exempt status, then all funds collected by the “A” Team must be accounted for, documented and deposited with the league. Sponsor funds will be accounted for separately for each Division “A” team. The SLGSA treasurer will keep a separate accounting of all Division “A” Team funds. All funds will be deposited in the SLGSA and distributed to the “A” teams accordingly. All excess funds will revert to the general fund of SLGSA when an “A” team is disbanded. Sanctioned “A” Teams shall submit a monthly (from first to last day of the previous month) and annual fiscal year (from August 1 thru July 31) financial statement to the SLGSA treasurer as outlined in the “A” Team Guidelines. Refusal to do so within the month following the statement end date will result in the SLGSA treasurer notifying the Board, and the “A” Team in violation, of the possibility of having the team’s bank account frozen until such outstanding statements have been submitted. This action can then be taken, with Board approval, once a statement is two (2) months delinquent.

(d) Each Division “A” Team will have the same responsibilities as any league team to include, but not necessarily limited to, participation in field maintenance activities.

### **Section 8. Violations**

If an “A” Team is considered to have violated any of the by-laws or other rules and regulations of the league, the Board shall have the right to either temporarily or permanently revoke the Head Coach’s sanction and the “A” Team’s affiliation with the league. In such case, no fees shall be returned to the team and all “A” Team funds deposited with the league shall be forfeited.

## ARTICLE XII

### LEAGUE ALL-STAR TEAMS

#### **Section 1. Formation of teams**

At the end of each spring season All-Star teams will be permitted in all age groups for post-season play and qualification. SLGSA will form as many All-Star teams in each age group as is deemed appropriate by the Directors upon recommendation by the Commissioners. Rules for determining All Stars will be adopted in each age group and approved by the Directors.

#### **Section 2. Registration Fee**

Each player will pay an All-Star registration fee, which will be determined by the Directors.

#### **Section 3. Selection of Managers and Coaches**

Managers and Coaches of All-Star teams will be approved by the Directors and shall be responsible for the selection of their team in accordance with SLGSA regulations as approved by the Directors and will be responsible for the conduct of their teams while under their supervision.

#### **Section 4. Selection of Players**

The Directors, upon recommendation from the Sports Commission, shall designate a date(s), time(s) and site(s) for All-Star tryouts, which shall be held a minimum of two (2) weeks prior to the last game scheduled during the spring season. The President shall appoint a selection committee. All-Star candidates shall be selected in a manner so determined by the Directors upon recommendation from the Sports Commission. Any player who desires to play on an All-Star team shall play for the age group dictated by her age unless otherwise approved by the Directors.

#### **Section 5. Association Sponsorship**

Each team will be provided with uniform(s) and playing equipment as determined by the Board. The Directors shall approve the uniform and team name. SLGSA will pay entry fees into two (2) sanctioned ASA qualifying tournaments that are selected and approved by the Directors. Teams wishing to play in additional tournaments will be responsible for that expense unless otherwise approved by the Board.

## **Section 6. Fund Raising & Sponsors**

The President or Treasurer must be notified of all fund raising events held by an All-Star team and the Directors will approve such activity. These funds will be accounted for separately for each All-Star team. All team or individual expenditures must be in full compliance with current Internal Revenue Tax Codes, and conform with rules and regulations that may from time to time be established by the Board, so as not to jeopardize the league's non-profit status. The team manager will be responsible for submitting all funds raised and receipts for all expenditures to the Treasurer in a timely manner. All excess funds will revert to the general fund of the SLGSA at the end of the tournament season.

**ARTICLE XIII**

**AWARDS**

**Authorization by Directors**

There shall be no presentation of awards, trophies, certificates of merit or appreciation at any SLGSA function or activity unless the same be first submitted to the Directors for consideration as to the appropriateness and compatibility with the purpose of this organization.

## **ARTICLE XIV**

### **FINANCE**

#### **Section 1. Deposits / Authority to sign Checks**

The funds of the Association shall be deposited in such bank (s) as the Directors shall designate and shall be withdrawn only upon the check or order of the Treasurer, countersigned by the President, Executive Vice President, Director of Purchasing, Secretary or the Vice President Sports Commission.

#### **Section 2. Disability of the Treasurer**

In case of absence or disability of the Treasurer, the President, Executive Vice President, Director of Purchasing, or the Vice President Sports Commission, or any other Executive officer of the Association designated in writing by the Directors, may be qualified to sign checks or orders.

#### **Section 3. Financial Responsibilities of the Directors**

The Directors shall decide all matters pertaining to the finances of the Association and it shall place all income into a common treasury directing the expenditure of same in such manner as will give no individual or team an advantage over the other as to equipment, uniforms, etc.

#### **Section 4. Disbursement Approval**

The Treasurer may not disburse funds or make payments without the approval of the Directors.

#### **Section 5. Review by the Directors**

The Directors shall review the financial records of the Association at least twice each year by the Directors.

#### **Section 6. Fiscal Year**

The fiscal year of the corporation shall begin on the first day of August and end on the last day in July in each year.

**Section 7. Books and Records**

The Association shall keep correct and complete books and records of account; names and addresses of the members entitled to vote; and minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. Such books and records shall be kept at the registered or principal office of record, or any other location designated by resolution of the Directors. Any member may inspect all books and records of the Association or any agent or attorney so requested by the Directors for any proper purpose at any reasonable time upon thirty (30) days written notice.

**Section 8. Contracts**

The Directors may authorize any Director or agent of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

**Section 9. Gifts**

The Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association; except that any Director accepting any such gift or other compensation on behalf of him/herself for services rendered on behalf of the Association, or for any other purpose, will be considered to be in violation of these bylaws and will be subject to suspension or permanent removal from office.

**ARTICLE XV**  
**CONFLICT OF INTEREST**

**Nature of Conflict**

There shall be no subsidiary or affiliated group to the SLGSA unless approved by the Directors, and then it shall exist only as a Special Committee subject to discharge at the pleasure of the President or the Directors.

**ARTICLE XVI**  
**AMENDMENTS**

**The Amendment Process**

These bylaws may be amended through the following procedures:

(a) The proposed amendment(s) or change(s) must be presented first at a regularly scheduled Directors meeting. The actual vote cannot take place until the next regularly scheduled Directors meeting.

(b) The proposed amendment(s) or change(s) must be presented in writing and signed by four (4) Directors.

(c) A vote of two-thirds (2/3s) of the Directors is required for approval.

**ARTICLE XVII**

**DISSOLUTION**

**Method of Dissolution**

Upon dissolution of the Association and after all outstanding debts and claims have been satisfied, the then remaining Directors shall distribute the property of the Association to such other organization or organizations maintaining an objective similar to that set forth herein, which are or may be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code or any further corresponding provision, providing use of such funds acquired in the liquidation of the Association's assets.