

# Lady Wildcats Youth Softball

## BYLAWS

### ARTICLE I. NAME OF ORGANIZATION

The organization shall be known as Lady Wildcats Youth Softball (LWYS)

### ARTICLE II. CORPORATE PURPOSE

#### Section 1. Nonprofit Purpose

This nonprofit corporation is organized and operated exclusively to foster national amateur sports competition and to develop amateur athletes for that competition within the meaning found under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### Section 2. Specific Purpose

The specific objectives and purpose of this organization shall be:

- a. To teach and encourage good sportsmanship
- b. To teach the skills and fundamentals of the sport of softball
- c. to provide opportunities for girls to engage in recreational, competitive softball
- d. To promote physical and mental well-being
- e. To promote a sense of community within the Canton Local school district

### ARTICLE III. MEMBERSHIP

#### Section 1. Eligibility for Membership

The membership of the corporation shall consist of the members of the Board of Directors. All memberships shall be granted upon a majority vote of the board.

#### Section 2. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

### ARTICLE IV. BOARD OF DIRECTORS

#### Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

#### Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five (5) nor more than eleven (15) including the following officers: Commissioner, Secretary, and 2 Treasurers.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Committees must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present (Section 6 of Article IV).

Each member of the Board of Directors shall be a member of the Corporation shall hold office for a 2-year term as submitted by the nominations committee.

At the conclusion of the initial two-year term, members of the Board of Directors may serve additional one year terms.

Each member of the Board of Directors shall attend at least eight (8) monthly meetings of the Board per year.

### **Section 3. Regular and Annual Meetings**

An annual meeting of the Board of Directors shall be held at a time and day in the month of September of each calendar year and at a location designated by the Commissioners or the majority of the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be posted publicly and sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the Commissioners or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable location, as the place for holding any special meeting of the Board called by them.

### **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, email, or by written notice. A majority of the Directors may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

### **Section 6. Quorum**

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

### **Section 7. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Article IV Sec. 2 by September 1<sup>st</sup> shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

### **Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the majority of the Board of Directors.

## **Section 9. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

## **Section 11. Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

## **Section 12. Committees**

Any committee may be created whose members shall be elected by the members of the Board of Directors but who shall have no voting privileges, nor obligations for attendance at regular meetings of the Board. Members of any committee shall possess the desire to serve the community and support the work of the Corporation by volunteering or providing other resources.

## **Section 13. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the Commissioners by reference to Robert's Rules of Order.

## **Section 14. Removal.**

Any member of the Board of Directors or members of a committee may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

# **ARTICLE V. OFFICERS**

The officers of this Board shall be the three (3) Commissioners, 1st Secretary, 2nd Secretary, two (2) Treasurers, Field Manager, Equipment Manager, Facilities Manager, SCGSA Representative, Coaches Representative. All officers must have the status of active members of the Board.

## **Section 1. Commissioners**

The Commissioners shall preside at all meetings of the membership. The Commissioners shall have the following duties:

- a. He/She shall preside at all meetings of the Board of Directors.
- b. He/She shall have general and active management of the business of the committees.
- c. He/She shall see that all orders and resolutions of the committees are brought to the Board of Directors.
- d. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- e. He/She shall submit a report of the operations of the program for the fiscal year at annual meeting, and from time to time, shall report to the Board all matters that may affect this program.
- f. He/She shall be Ex-officio member of all standing committees.

- g. He/She shall be responsible for running and maintaining [wildcatsoftball.org](http://wildcatsoftball.org)
- h. He/she shall be responsible for ordering an annual audit for each fiscal year.
- i. He/She shall put out a monthly or weekly newsletter.
- j. He/She shall facilitate player registration in January of each calendar year.

## **Section 2. 1st & 2nd Secretary**

The Secretary(ies) shall attend all meetings of the Board of Directors and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the Commissioners shall make the arrangements for all meetings of the Board of Directors, including the annual meeting of the organization.
- b. He/She shall send notices of all meetings to the members of the Board of Directors and shall take reservations for the meetings.
- c. He/She shall perform all official correspondence from the Board of Directors as may be prescribed by the majority of the Board or the Commissioners.
- d. He/She shall distribute paper flyers for player registration

## **Section 3. Treasurers**

The Treasurers' duties shall be:

- a. He/She shall submit, for the Board of Directors approval, all expenditures of funds raised by LWYS and proposed capital expenditures (equipment and furniture)
- b. He/She shall present a complete and accurate report of the finances raised by LWYS at each meeting of the members, or at any other time upon request to the Board of Directors.
- c. He/She shall have the right of inspection of the funds resting with LWYS including budgets and subsequent audit reports.
- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- e. He/She shall perform such other duties as may be prescribed by the Board of Directors or the Commissioners under whose supervision he/she shall be.
- f. He/She will be responsible for writing checks on behalf of LWYS. Two signatures shall be required on every check. One signature shall be a Treasurer and the other may be a Treasurer or Commissioner.

## **Section 4. Equipment Manager**

The Equipment Manager's duties shall be:

- a. He/She shall submit, for the Board of Directors approval, all expenditures of funds for Field Maintenance.
- b. He/She shall present a complete and accurate report yearly based on an annual review of field
- c. He/She shall maintain an inventory Sign-in & Sign-out log
- d. He/She will submit receipts for all expenditures to the Treasurers

## **Section 5. Field Manager**

The Field Manager's duties shall be:

- a. He/She shall submit, for the Board of Directors approval, all expenditures of funds for Equipment
- b. He/She shall present a complete and accurate report yearly based on an annual inspection of fields used by LWYS
- c. He/She shall maintain all fields used by LWYS
- d. He/She will organize field clean-up days with the assistance of the Board of Directors

## **Section 6. Facility Manager**

The Facility Manager's duties shall be:

- a. He/She will make the appropriate arrangements to reserve space for indoor practices according to coaches requests.
- b. He/She will make arrangements for meeting space for the Board of Directors

#### **Section 4. SCGSA Representative**

The SCGSA Representative's duties shall be:

- a. He/She shall attend all meetings of the Board of Directors
- b. He/She shall attend all SCGSA meetings and report back to the Board of Directors with any updates of rules, changes, etc.

#### **Section 4. Coaches Representative**

The Coaches Representative's duties shall be:

- a. He/She shall attend all meetings of the Board of Directors
- b. He/She shall attend all coaches meetings and report back to the Board of Directors with any resolutions or requests.
- c. He/She shall facilitate coaches development as outlined in Article VII Section 2 or any other coaching development deemed appropriate by a majority of the Board of Directors
- d. He/She shall conduct a background check of each coach participating in LWYS

## **ARTICLE VI. COMMITTEES**

### **Section 1. Committee Formation**

The board may create committees as needed, such as fundraising, activities, concessions, etc. The commissioners appoint all committee chairs.

### **Section 2. Parent Committee**

One Parent/Guardian from each team will serve as the members of the Parent Committee. The Parent Committee shall not have the power to amend the Articles of Incorporation and Bylaws or vote and is subject to the direction and control of the full board. Parent Committee members shall attend any committee meetings. Parent Committee members may elect another parent to attend in their absence.

## **ARTICLE VII. Development**

### **Section 1. Purpose**

The purpose of Article VII is to improve the LWYS program by utilizing mentorship and coaching instruction from more experienced players. This policy is also intended to help LWYS players in the future if they are able to play at the high school level.

### **Section 2. Coaches Development**

The Board of Directors shall facilitate meetings between Softball Coaches at Canton South High School and LWYS coaches whenever possible.

### **Section 3. Player Development**

The Board of Directors shall facilitate a mentorship program between the Canton South High School girls Softball Team and Players in LWYS whenever possible.

## **ARTICLE IX. - Conflict of Interest and Compensation**

### **Section 1: Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (LWYS) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2: Definitions**

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

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 1, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 3. Procedures**

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **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 governing 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.
- c. **Procedures for Addressing the Conflict of Interest**
  1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Policy**

1. If the governing board or committee has reasonable cause to believe 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.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. 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 governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. 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 with the proceedings.

#### **Section 5. Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Section 7. Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE XI. POLICIES**

The corporation shall

- a. keep complete books and records of the proceedings of LWYS
- b. follow all rules of the SCGSA or any future League's rules of which the corporation is a member.
- c. provide fiscal transparency to all interested parties
- d. not give race, creed or color any bearing on the acceptance of any individual or team into LWYS
- e. have the power to collect fees, solicit donations, and disburse funds.
- f. give equal voting power to every member of the Board of Directors.

## **ARTICLE XII. AMENDMENTS**

### **Section 1. Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

## **ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 7 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 27th day of September, 2017.

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Jamie Bourquin- Commissioner

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Lisa Dedmon- Commissioner



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Kelly McKenzie- Commissioner