

# Hershey Girls Softball Association

## **BY-LAWS**

**As adopted September 12, 2000  
and amended as of December 10, 2012**

### **ARTICLE 1 NAME**

- 1.1 This organization shall be known as Hershey Girls Softball Association herein after known as HGSA.
- 1.2 This organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **ARTICLE 2 GOALS**

- 2.1 It is the intent of this association to provide a safe, positive softball opportunity for female athletes. Our goal is to help develop the interest, skill, and desire of all players at every level, in a fun, positive and supportive atmosphere to:
  - A. Teach and encourage good sportsmanship.
  - B. Teach the skills and fundamentals of the sport of softball.
  - C. Maximize participation opportunities for all girls.
  - D. Teach and develop teamwork.
  - E. Promote physical fitness and mental well being.
  - F. Encourage the individual to give her best effort at all times.
  - G. Provide the opportunity for competition, recreation, and fun.

### **ARTICLE 3 POWERS**

- 3.1 The Hershey Girls Softball Association shall have the following powers, in addition to the powers expressly or implicitly conferred on it by law to:
  - A. Make and enforce rules and regulations to govern it.
  - B. Solicit contributions and raise funds.
  - C. Establish and collect fees.
  - D. Enter in to contracts.
  - E. Enter into agreements and/or affiliate with organizations so as to fulfill the goal of the Association.

### **ARTICLE 4 BOARD OF DIRECTORS**

- 4.1 The Hershey Girls Softball Association Board of Directors will consist of four elected officers: President, Vice-President, Treasurer, and Secretary; the Immediate Past President (neither elected nor appointed); and nine president-appointed Board members: Fast-Pitch Coordinator, Slow-Pitch Coordinator,

Sponsor Coordinator, Registrar, Equipment Manager, DTSD Liaison / HS Coach, Fields and Facilities Coordinator, Purchaser, and Opening Day Coordinator

- 4.2 Any officer, coach, or other person attending the monthly meeting may present items for Board approval at any regularly scheduled meeting. In order for an item to be voted on, a motion must be made from the floor or Board member and seconded by at least one other Board member. Items may be voted on at the same meeting that the item is presented for consideration.
- 4.3 Proposed amendments or changes to the by-laws will require a three-fourth vote of the Board members present. A proposal for a change in the bylaws must be made at a regularly scheduled board meeting, but cannot be voted on at that time. It must be voted on in the next regularly scheduled board meeting after the proposal is made.

## ARTICLE 5 **ELECTED OFFICERS**

- 5.1 Anyone from the Association or Board of Directors may nominate an individual to be elected to fill the four officer positions of the Association, which are: President, Vice-President, Treasurer and Secretary. Nominations are to be made at the association's next meeting after July 31st or as needed to fill a vacancy. A person may nominate himself or herself. The election of officers will be held at the next subsequent meeting, or second meeting following July 31st.
- 5.2 Directors or team representatives may be nominated for any office. However, if elected, that person's previous position must be filled by an appointment by the President and approved by the Board.
- 5.3 Newly elected officers will take office immediately following the election at the meeting at which they were elected.
- 5.4 Officers are elected to a two-year term. Officers may serve more than one term if Re-elected.
- 5.5 Any officer may be removed by a 3/4 majority vote of the entire Board.
- 5.6 President – The duties of the President will be to schedule and conduct all meetings, prepare an agenda prior to a Board meeting (sent with the notice of the meeting), direct and assist officers in their duties, appoint all committee members (9). Once the president's term of office is completed and he/she is no longer president, he/she shall move to the position of Immediate Past President, replacing the previous person in that capacity without election or appointment.
- 5.7 Vice President - The duties of the vice president are to assist the president in activities delegated by the president, recruit coaches and volunteers to the organization, oversee the organization's Codes of Conduct, aide the purchaser in uniform contract bidding, and assist committee members with their duties. Shall act as president should the president not be able to perform their duties - including, not limited to running a Board meeting.
- 5.8 Immediate Past President (IPP)- This person shall be the last president to serve office in that capacity and shall remain as IPP until another president is elected and the former president takes his/her position. The duties of the IPP are to serve as the president's assistant - helping him/her with all needed tasks to operate a successful Softball Association. Should the vice-president not be able to conduct or call a meeting the IPP will do so in both their absences.

- 5.9 Secretary – The duties of the Secretary will be to keep minutes of all meetings, distribute the minutes to all Board members via email and send out announcements of upcoming meetings to all Board members via email as well as post them to the website.
- 5.10 Treasurer: The Treasurer shall be the custodian of all Association funds and shall likewise be custodian of the Association financial accounts. No checks or other disbursements shall be paid without the signature of the Treasurer or the President. Any check payable to the Treasurer shall be signed by the President. The Treasurer shall provide a monthly statement to the Board, detailing the status and transactions of all Association accounts. This statement shall be provided to the general membership at each meeting. The outgoing Treasurer shall also provide a detailed end-of-fiscal-year report and provide copies to each Board member attending the regular September meeting. Additionally the Treasurer shall prepare an annual budget and file all necessary paperwork with the PA Department of State, PA Department of Revenue, and the IRS.
- 5.11 Resignations and Vacancies. Any officer may resign at any time by giving written notice to any Officer or Appointed Board Member. The resignation shall be effective at the next regular Board Meeting, where the notice of resignation shall be read, and a copy shall be incorporated into the meeting minutes. It will then be announced and made part of the minutes that nominations and a vote will take place at the next Board meeting after which the resignation is read. The new Officer will serve for the unexpired term of office.

## ARTICLE 6 **APPOINTED BOARD MEMBERS**

- 6.1 The President shall appoint the following Board Members: Registrar, Purchaser, Sponsor Coordinator, Fast-Pitch Coordinator, Slow-Pitch Coordinator, Field and Facilities Coordinator, DTSD Liaison/HS Softball coach, Equipment manager and Opening Day Coordinator. All board members may challenge an appointment and a majority vote will then be needed to unseat the appointee. Appointed Board members will serve a one-year term and may request to continue on the Board for subsequent terms.
- 6.2 Registrar – The duties of the Registrar are to work with the officers to plan and coordinate player registration, keep and maintain all documents pertinent to player eligibility, and maintain player and coach contact lists. manage HGSA's website, submit info to ASA to register players, coaches & Board members and request Background Checks on coaches and Board members.
- 6.3 Equipment Manager. – The duties of the equipment manager are to buy/store/maintain all equipment, evaluate the safety and accuracy of the equipment approved for the teams of the association as directed by the Board, keep accurate equipment inventory records for the HGSA, receive and distribute all equipment to coaches each season, and work with the purchaser in regards to the annual Equipment Donation Project.
- 6.4 Sponsor Coordinator – The duties of Sponsor Coordinator are to assist coaches in getting team sponsors, and maintaining records and association contacts for future sponsorship opportunities.
- 6.5 Fast-Pitch Coordinator – The duties of Fast-Pitch Coordinator are to represent the association's Fast-Pitch teams at Board meetings, assign a representative for league meetings, coordinate practice and game schedules with Fields and Facilities Coordinator and fast pitch coaches, and coordinate any fast pitch field maintenance with the association board. Assist the Board with placement of players on teams. President has final decision.

- 6.6 Slow-Pitch Coordinator – The duties of Slow Pitch Coordinator are to represent the association’s Slow Pitch teams at the Board meetings, assign a representative for league meetings, coordinate practice and game schedules for field use with Fields and Facilities Coordinator, and coaches, and coordinate any slow pitch field maintenance with the association board. Assist the Board with placement of players on teams. President has final decision.
- 6.7 Fields & Facilities Coordinator – The duties of the Fields and Facilities Coordinator is to secure fields and facilities from the Township of Derry, The Derry Township School District and Milton Hershey School for the use by association members for training, practices, games and tournaments. Must also assure the fields are in good playable conditions at all times throughout spring, summer and fall. Works with the Purchaser to provide training and game equipment for each field. (which should be in field boxes, including lime for all fields)
- 6.8 Purchaser - Shall be available to assist the vice president with the bidding of uniform purchases each year and present the bids to the Board. Board will make final decision on Uniform supplier and not necessarily the lowest bidder. Purchaser will also assist the Equipment manager with purchasing new equipment, and assist the Fields and Facility Coordinator in maintaining the fields each year and will also be actively involved with the Association’s annual Equipment Donation Project.
- 6.9 DTSD Liaison/HS Softball Coach - By definition will be the head coach of the Hershey HS Girls Softball Team. Duties would be to act as a liaison to the Board from the Derry Township School District and keep the Board informed on all happenings of the High School Girls Softball Team, as well as coordinate Opening Day clinics..
- 6.10 Opening Day Coordinator - The duties of the Opening Day Coordinator is to provide the Association with a fun Opening Day prior to the start of the season. It is the job of the Coordinator to obtain sponsors for the event, operate within a budget, provide a fun day to kick off the beginning of the softball year. The Coordinator is permitted to have his/her own sub-committee of those willing to help in making Opening Day a success.
- 6.11 Resignations and Vacancies. An appointed board member may resign at any time by giving written notice to any Officer or Appointed Board member. This resignation shall be effective at the next regular Board meeting, where the notice of resignation shall be read, and a copy shall be incorporated into the meeting minutes. Any vacancies occurring among the Appointed Board members may be filled immediately by the President for the remainder of the unexpired term of office.

**ARTICLE 7 FINANCES**

- 7.1 Hershey Girls Softball Association shall maintain an account at an accredited financial institution for the purpose of making deposits of Association receipts and making disbursements of Association expenses.
- 7.2 Checks disbursed require the signatures of two officers when total exceeds two thousand dollars.
- 7.3 The treasurer shall also be responsible for submitting all necessary taxes for the Association. Being cognizant of all due-dates is imperative to being the treasurer

- 7.4 Each year, a budget will be drawn up by the President, and Treasurer. The budget may contain specific items (uniforms, trophies, etc.) as well as general categories (equipment, field restoration, etc.) and a proposed amount for each item. This budget will be presented to the Board at the November meeting for the approval by the Board at the December meeting for the next softball season. A proposal of fundraisers/income will be provided with the budget to balance projected expenses with income. Each appointed board member will be required to receive board approval prior to exceeding the amount of any line item or category in the budget. The fiscal year for all Board purposes shall be January through December, inclusive. Participants may be assessed a participation fee if necessary for purposes of balancing the budget. All assessments must be paid in full prior to the end of the fiscal year.
- 7.5 At the close of the fiscal year, a committee appointed by the President of no fewer than three Board Members shall perform an audit of the books. This audit is to be completed prior to the January Board meeting; a report from this committee shall be presented at the January meeting. The committee may consult the Treasurer, but the Treasurer may not serve on the committee.

## **ARTICLE 8 TAX PROVISIONS**

- 8.1 The HGSA will operate as a not for profit organization under the laws of the Commonwealth of Pennsylvania relating to domestic nonprofit corporations.

## **ARTICLE 9 MEETINGS**

- 9.1 HGSA Board meetings shall be held on the second Monday of each month, at 7:15 p.m. or at such other day and time as the Members shall from time to time agree. Meetings of special concern may be brought to the President's attention at any time and by anyone within the association. Once reviewed by the President, he/she may call a special meeting at any time he/she sees fit. Notice to all meetings will be done via email to the Board members and will be placed on the website to inform the public. Meetings may be rescheduled by the President for the purposes of avoiding conflicts with school-related events or in the case of inclement weather.
- 9.2 Meetings are open to all individuals.
- 9.3 Quorum: There shall be no minimum number of Board members needed to conduct business at a Board meeting. A majority vote of the members present shall be required to pass motions properly moved and seconded.
- 9.4 Parliamentary Procedure: The rules contained in the current edition of Robert's Rules of Order, shall govern the procedural aspects of Board meetings unless the Board adopts a rule or rules to the contrary.

## **ARTICLE 10 DISCIPLINE**

- 10.1 Complaints against any HGSA coach, player, parent, Elected or Appointed Board Member regarding behavior which is in conflict with any one of the following, must be delivered via e-mail or other written form and signed by the person or organization making the complaint within 48 hours following the alleged incident.
- HGSA's Codes of Conduct
  - Goals & Guidelines of HGSA
  - Any League playing rules
  - ASA Rules & Guidelines,

- 10.2 The President will review all cases involving any of the above mentioned complaints including the ejection from a game of a player, coach, or other person by an umpire. Upon review and based on the severity of the complaint the President will rule on a course of appropriate handling, of the ejection or incident. Appropriate handling alternatives include but are not limited to: 1) contacting the person filing the complaint, the person that the complaint is filed against, as well as any other witnesses to the incident. If further discipline or investigation is deemed necessary by the President, he/she will write a special report on his/her findings & call a special meeting of the Board to address the complaint or 2) issue an immediate temporary suspension, per Article 10.4.
- 10.3 Any coach, player, parent, Board Member, or individual whose conduct is found by the Board to be in conflict with the goals of the association, codes of conduct or in violation of any governing league rules, may be suspended from association activities by a 3/4 majority of the Board . The offending person will be notified in writing of the Board's action.
- 10.4 The President in consultation with at least one Board member may issue an immediate temporary suspension from association activities to any individual in violation of association goals, code of conduct or governing league rules. The HGSA Board must review such a suspension within seven days of suspension. Notification of an immediate temporary suspension may be made in person or by phone and must be followed up in writing to the offending person.
- 10.5 In the event that a complaint is made against the President, the complaint will be handled in accordance with Articles 10 by the Vice President.

#### **ARTICLE 11 TOURNAMENT PLAY**

- 11.1 While it is the goal of the association to give an equal playing opportunity to every player during league play, we recognize that tournament teams sponsored by the HGSA will play the strongest players available in order to win. Tournament players will be chosen to create the strongest competitive teams possible and will receive playing time based on performance criteria outlined by the tournament team coach at the time selection is made.

#### **ARTICLE 12 DISSOLUTION OF THE ORGANIZATION**

- 12.1 Upon dissolution of this Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE 13 PROHIBITION OF SEXUAL HARASSMENT**

- 13.1 The Hershey Girls Softball Association acknowledges that sexual harassment has no place in our organization.

Sexual harassment shall not be tolerated within the Boar under any circumstances. The Board is committed in sponsoring an environment where volunteers and players alike shall not be subject to sexual harassment.

**PROHIBITED ACTIONS:**

Sexual harassment includes unwelcome sexual advances, requests for sexual favors, visual or physical conduct of a sexual nature when:

- a. Submission to or rejection of the conduct is made either explicitly or implicitly a term or condition of an individual's advancement within the Board or on a team.
- b. Submission to or rejection of the conduct by an individual is used as a basis for playing decisions affecting the individual.
- c. The conduct has the purpose or effect of unreasonably interfering with an individual's volunteer performance or creating an intimidating, hostile or offensive volunteer environment. Any Board member or coach who engages in or knowingly condones sexual harassment related to Board meetings, membership or events shall be subject to disciplinary action, up to and including dismissal.

**ARTICLE 14 CONFLICT OF INTEREST**

**14.1 PURPOSE**

The purpose of this conflict of interest policy is to protect this tax exempt organization's (hereinafter referred to as "Organization") 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 non-profit and charitable organizations.

**14.2 DEFINITIONS**

Interested Person: A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment arrangement with the Organization or 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.

**14.3 PROCEDURES**

1. 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 the material facts to the Board considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all the material facts, and after any discussion with the interested person, he or she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Board shall decide if a conflict of interest exists.

3. Procedure for Addressing the Conflict of Interest.

a. An interested person may make a presentation at the Board meeting, but after the presentation he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board 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.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by majority vote of the disinterested officers 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 arrangements.

#### 4. Violations of the Conflict of Interest Policy

a. If the Board has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief, and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### 14.4 RECORDS OF PROCEEDINGS

The minutes of the Board shall contain:

a. The names of persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

b. The names of 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.

### 14.5 COMPENSATION

a. A voting member of the 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. No member of the Board who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### 14.6 ANNUAL STATEMENTS

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

a. Has received a copy of the conflicts of interest policy;

b. Has read and understands the policy;

c. Has agreed to comply with the policy, and

d. Understands that the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

### 14.7 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 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.

14.8 USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in 14.7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.