

# **Bylaws of Mansfield Girls Softball Association**

These Bylaws (referred to as the "Bylaws") govern the affairs of Mansfield Girls Softball Association, a nonprofit corporation (referred to as the "Association") organized under the Texas Non-Profit Corporation Act (referred to as the "Act").

## **ARTICLE I – OFFICES**

- 1.01 Principal Office. The principal office of the Association in the State of Texas shall be located at Mansfield, Texas. The Association may have such other offices as the Board of Directors may determine. The Board of Directors may change the location of any office of the Association.
- 1.02 Registered Office and Registered Agent. The Association shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Association's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

## **ARTICLE II - BOARD OF DIRECTORS**

- 2.01 Management of the Association. The Board of Directors shall manage the affairs of the Association. All meetings of the Board of Directors are open to the public, and all parents, coaches, managers and other participants in the Association are encouraged to attend and address the Board with new business.
- 2.02 Number, Qualifications, and Tenure of Directors.
  - 2.02.1 The number of Directors with the power to vote shall not exceed eighteen (18). The Board of up to (18) Directors shall consist of (6) administrative officers (one president, one vice-president, one secretary, one treasurer, one player agent, and one tournament director) and up to (12) general officers (that shall be commissioners, managers or committee chairmen as determined by the Board of Directors from year to year).
  - 2.02.2 At the discretion of the Board of Directors, the past president or past member may be appointed as a non-voting (Ex-Officio) advisor.
  - 2.02.3 Directors shall be adult participants that are in good standing with the association who may be a coach, manager, parent/legal guardian of a girl playing for the association or a veteran Director that has previously met the requirements stated above. Each director must pass a background check to be eligible to serve. Criteria specified in the current Standing Rules will be the basis for final determination in regard to eligibility. If a Director is elected to a position and does not meet the set criteria, they will be given an opportunity to resign their position or the board will seek their removal in accordance with any bylaws set forth to cover removal of directors.
  - 2.02.4 Each of the (12) general officers shall serve for a term of one (1) year starting and ending at the annual election.

- 2.02.5 Each of the (6) administrative officers shall serve a term of (2) years starting and ending at an annual election. The terms shall be staggered to maintain consistency of direction for the association as follows: President, Secretary, and Tournament Director shall be elected during even-numbered years; Vice-President, Treasurer, and Player Agent shall be elected during odd-numbered years. In the case that an administrative officer position is vacated for any reason during the first year of a two year term, it shall come up for election off-cycle as detailed in section 2.05 below. For the 2010 elections meeting only, Vice-President, Treasurer, and Player Agent shall be elected to a one year term to establish the alternating cycle.
- 2.03 Nomination of Directors. At any meeting at which the election of a director occurs, a person entitled to vote on directors may nominate a person with the second of any other person entitled to vote on directors.
- 2.04 Election of Directors. A person who meets any qualification requirements to be a director and who has been duly nominated may be elected as a director with the exception of the Concessions Director. Directors shall be elected at the annual meeting of the Association by a plurality vote of the persons voting for director at such meeting. Any current member participant in the Association, including directors, coaches, managers and parents shall be entitled to vote in the election of directors at such meeting. Each director shall hold office until a successor is elected and qualified. A director may be elected to succeed himself or herself as director. In the case of more than two people running for a single position one person must receive more than 50% of the total votes. If one of the nominees does not receive more than 50% of the votes there must be a runoff voting on the two persons receiving the most votes.
- 2.04.1 Appointment of Concessions Director. The Concessions Director will be appointed for a new term after the election of new officers for that term. The Administrative Officers will make a recommendation to the General Officers for ratification. The Administrative Officers may interview and research the qualifications of prospective appointees and make a recommendation at a date later than the Annual Election Meeting.
- 2.05 Vacancies. The Board of Directors shall fill any vacancy occurring in the Board of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office, unless that unexpired term is for an administrative officer with greater than one year remaining in the term. In such a case, the director elected to fill the vacancy shall serve until the next annual elections meeting only. At that time, the administrative position shall be elected off-cycle with a one-year term, so that going forward the administrative position will be in line with the two year term requirements of section 2.02.5.
- 2.06 Annual Meeting. The annual meeting of the Association shall be held during the month of October at a time, date and place to be specified in a notice, which shall run at least one week prior to the date of the annual meeting.
- 2.07 Regular Meetings. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings shall be held at the place specified in the resolution. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings. The agenda for all meetings of the MGSA Board of Directors shall include a section titled "Public Comments". In order to be

recognized under “Public Comments”, members of the public may complete an “Appearance” card and present this card to the Secretary before the meeting begins. The speaker shall limit remarks to 3 minutes or less and refrain from “personal” criticism of individuals. All meetings of the Board of Directors shall be conducted by parliamentary procedure commonly known as Robert’s Rules of Order.

- 2.08 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. A person or persons authorized to call special meetings of the Board of Directors may fix any place within the city of Mansfield, Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the secretary of the information required to be included in the notice of the meeting. The secretary shall give notice to the directors as required in the Bylaws.
- 2.09 Notice. Written, printed or e-mail notification of any special meeting of the Board of Directors shall be delivered to each director not less than three nor more than thirty days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.
- 2.10 Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice. Board members shall abstain from voting on all matters where there is a conflict of interest. If they do not abstain on such a vote, they will be asked to abstain.
- 2.11 Duties of Directors. Directors shall exercise ordinary business judgment in managing the affairs of the Association. A director shall not be liable if, in the exercise of ordinary care, the director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Association. The Board of Directors shall conduct a semi-annual audit of the Association's financial affairs and make public their findings. The audit shall be conducted by the audit committee chairman who shall be selected by the Board of Directors and by two rotating Board members who shall be appointed by the President for each audit. The Board of Directors shall institute policies relative and beneficial to the Association, while at all times considering the views held by the majority of the participants of the Association. The Board of Directors shall adopt Standing Rules for the Association, which shall create guidelines for participation in the Association, affiliations, playing rules and tournament rules. The Board of Directors shall also adopt Financial Guidelines, which shall create standards for the financial affairs of the Association. The Standing Rules and the Financial Guidelines may be amended from time to time by a vote of two-thirds of the directors present at a meeting called for the purpose of considering such amendments.
- 2.12 Actions of Board Members. The Board of Directors shall try to act by consensus. However, any matters NOT specifically covered in the MGSA Standing Rules shall be decided by a majority vote of directors present at a meeting at which a quorum is present and shall be sufficient to constitute the decision of the Board of Directors unless the decision of a greater number is required by law or the bylaws. A director who is present at a meeting and abstains from a vote is

considered to be present and voting for the purpose of determining the decision of the Board of Directors.

- 2.13 Proxies. A director may vote by proxy by delivering a written and signed statement or an email to the President prior to the meeting stating the director's vote on any specific issue to be considered at the meeting. A proxy by email must be printed and given to Secretary for record. All executive members must be made aware of all proxies.
- 2.14 Compensation. No director shall ever receive compensation for time and services volunteered to the Association. However, during seasons of play (Fall, Spring, All Star), the Concession Director, (due to the tremendous amount of time and effort spent performing his/her duties) may be compensated for his/her time spent working in a managerial capacity at the Concession Stand, including time spent scheduling/supervising employees, maintaining the cleanliness and operational functioning of the Concession stand, as well as for mileage/time reimbursement related to shopping for concession food items and supplies. However, any director may be reimbursed for actual out of pocket expenses incurred on behalf of the Association, subject to the Financial Guidelines adopted by the Board of Directors.
- 2.15 Removal of Directors. The Board of Directors may vote to remove a director at any time for inactivity or behavior that the Board of Directors considers detrimental to the Association. A meeting to consider the removal of a director may be called and noticed following the procedures provided in the bylaws. The notice of the meeting shall state that the issue of possible removal of the director will be on the agenda. The director shall have the right to present evidence at the meeting as to why he or she should not be removed, and the director shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Association shall consider possible arrangements for resolving the problems that are in the mutual interest of the Association and the director. A director may be removed by the affirmative vote of two-thirds (2/3) of the Board of Directors. A director who fails to pass a background check will be removed immediately with a simple majority ratification.
- 2.16 Absences. All directors that are unable to attend a scheduled meeting or function shall try to provide a "Notice of Absence" by contacting the President, or Secretary at least 48 hours prior to the meeting or function.
- 2.17 Record of Inactivity. Any director that does not attend a meeting of the Board of Directors that was properly notified and called and did not provide a "notice of absence" shall be noted in the minutes of that meeting as being "absence without notice". Any director that does not show up for field duty or a function on his/her scheduled or assigned time/night and did not provide a "notice of absence" or arrange a replacement shall be noted as "absence without notice" and shall be documented and placed in the minute book kept by the Secretary. At no time shall a director ever be held accountable for missing any meeting that was not properly called, missing a function that was arranged on a "show up if you can basis", expected to willingly attend a meeting for longer than 2 hour intervals, or willingly work a function for longer than 4 hour intervals. All records of inactivity shall be subject to review at the discretion of the Board of Directors. These attendance records shall be made public during the final meeting of the year, prior to new Elections. Three (3) "absences without notice" in a year shall be grounds for dismissal from the Board.

## ARTICLE III - OFFICERS

### Administrative Officers

- 3.01 President. The president shall be the chief executive officer of the Association. The president shall supervise and control all of the business and affairs of the Association. The president shall preside at all meetings of the members and of the Board of Directors. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. The president shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president. Additionally, the president will handle all meetings between the Association, league affiliates, the City of Mansfield and the Umpires Association and shall coordinate activities of other board members.
- 3.02 Vice President. When the president is absent, is unable to act, or refuses to act, the vice president shall perform the duties of the president. When the vice president acts in place of the president, the vice president shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform other duties as assigned by the president or board of directors. Additionally, the vice-president shall coordinate all fund-raising activities of the Association.
- 3.03 Treasurer. The treasurer shall:
- a) Have charge and custody of and be responsible for all funds and securities of the Association.
  - b) Receive and give receipts for moneys due and payable to the Association from any source.
  - c) Deposit all moneys in the name of the Association in banks, trust companies, or other depositories as provided in the bylaws or as directed by the Board of Directors or president.
  - d) Write checks and disburse funds to discharge obligations of the Association in accordance with the Financial Guidelines adopted by the Board of Directors.
  - e) Maintain the financial books and records of the Association.
  - f) Prepare financial reports at least annually.
  - g) Perform other duties as assigned by the president or by the Board of Directors.
  - h) If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors.
  - i) Perform all of the duties incident to the office of treasurer.
  - j) Work in conjunction with the audit committee in the collection and examination of team financial reports.
- 3.04 Secretary. The Secretary shall:
- (a) Give all notices as provided in the bylaws or as required by law.
  - (b) Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records.
  - (c) Maintain custody of the corporate records.
  - (d) Keep a register of the mailing address of each director, officer, and employee of the Association.
  - (e) Perform duties as assigned by the president or by the Board of Directors.
  - (f) Perform all duties incident to the office of Secretary.
  - (g) Serve as the Assistant Treasurer. Will assist the Treasurer with duties as defined in Bylaw 3.03. This is intended to ease the time constraints on the Treasurer by helping that director fulfill the responsibilities of the position.

- 3.05 Player Agent. The Player Agent shall oversee the coordination of player registration and the subsequent team draft process. The Player Agent will coordinate division commissioners in matters of league teams, players, coaches, and parents of registered players and solicit the help of other directors as needed. The Player Agent will oversee the collection of coach evaluations and player ratings for compilation and distribution at the appropriate time. The Player Agent will coordinate division commissioners in performance of the All Star selection process and ensure that the process is carried out correctly. The Player Agent will keep records of All Star nominations and elected players.
- 3.06 Tournament Director. Coordinate the team registration and game scheduling of fast pitch tournaments, as well as the acquisition of umpires for games involved. The Fast Pitch Tournament Director will schedule directors and teams, if necessary, for work duty. The Fast Pitch Tournament Director will work in conjunction with the umpires on duty as far as protests and rule enforcement is concerned. Fast Pitch Tournament Director will oversee the tournament operations in conjunction with the involvement of assigned directors. The Fast Pitch Tournament Director will oversee acquisition of vendors to work fast pitch tournaments.

#### General Officers

- 3.07 Scheduling Director. The Scheduling Director will schedule all league games, any rescheduled games, practice fields when applicable, and the directors for league work duty. The Scheduling Director will ensure the acquisition of umpires for all league games.
- 3.08 Assistant Scheduling Director/Webmaster. Will assist the Scheduling Director in tasks as defined in Bylaw 3.07. This position is intended to ease the time constraints on the Scheduling Director by helping that director fulfill the responsibilities of that position. This position will also be responsible for maintaining the MGSA website. The Assistant Scheduling Director/Webmaster Director, in conjunction with the Scheduling Director, will officially track game results and league standings.
- 3.09 Fields Director: The Fields Director shall direct and coordinate support required for maintenance/repair to include but not limited to: base/pitching hardware, pitching machines, field/dugout maintenance, field prep equipment maintenance (chalkers/tractors), and field prep supplies. The Fields Director shall have authority to communicate the status for open/close of fields in coordination with the City of Mansfield Parks and Recreation.
- 3.10 Equipment Director. The Equipment Director shall handle the purchase and inventory of all equipment and shall be responsible for the distribution and collecting of equipment before and after the season. All purchases of MGSA softball equipment must be approved by the Board of Directors, or at least three (3) Board Members, one of which must be the Treasurer prior to ordering. This equipment must be received by the Equipment Director and properly inventoried before issued to any approved Coach.

- 3.11 League Commissioner. League Commissioners will be the first point of contact for their respective age divisions in matters related to coaches, parents and players. League Commissioners will work in conjunction with the Player Agent in team assignment of approved late registered players. League Commissioners will inform coaches in their respective divisions of the status of and/or date of rescheduled games. League Commissioners will ensure the accuracy of league standings in their respective divisions. League Commissioners will assist in the All Star selection process for their respective divisions. League Commissioners will perform duties listed above for all styles of play including slow and fast pitch.
- 3.12 Shirt and Ceremonies Director. The Shirt and Ceremonies Director shall coordinate all of the girls, coaches, and shirts that MGSA purchase to sell. His or Her job will be to work closely with the shirt supplier and the coaches to make sure all the shirts are correct. This position will include the spring, fall ball, all stars shirts and any shirts and/or uniform that MGSA purchases to sell or provide to the parents or public. Handles Opening Ceremonies, handles Trophies for all tournaments and recreational league play, handles ordering any awards or gifts prescribed by the Board of Directors, schedules teams for pictures for all seasons (fall, spring, and All Star) and is responsible for any matters or problems concerning pictures.
- 3.13 Concession Director. The Concessions Director shall obtain the Master Schedule from Scheduling Director or Tournament Director and schedule teams to work Concession Stand DURING League/Tournament play. Works with Vice President, League Commissioners, Coaches and Concession employees on all business concerning concessions schedule (INCLUDING "BUYING OUT" OF DUTY AND RESCHEDULING DUE TO RAINOUTS) and Concession Business. Shall assist Treasurer on any duties prescribed by the Office of Treasurer.
- 3.14 Commissioner-At-Large. Will assist the Player Agent on tasks related to the Player Agent Position as stated in Bylaw 3.05. As Parliamentarian this director will be responsible for the maintaining of proper decorum and conduct, as well as helping to ensure that any and all participants wanting to discuss an issue will be called upon and heard in a timely fashion. Will assist Secretary in properly defining motions, identifying who made them as well as their outcome. This position is intended to ease the time constraints on the Player Agent by helping that director fulfill the responsibilities of that position. This position will also be the primary point of communication and first contact for all age specific commissioners.

#### ARTICLE IV - TRANSACTIONS OF THE ASSOCIATION

- 4.01 Contracts. The Board of Directors may authorize any officer or agent of the Association to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Association. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.
- 4.02 Deposits. All funds of the Association shall be deposited to the credit of the Association in banks, trust companies, or other depositories that the Board of Directors selects.
- 4.03 Gifts. The Board of 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. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the bylaws, the articles of incorporation, state law, and any requirements for maintaining the Association's federal and state tax status.

## ARTICLE V - BOOKS AND RECORDS

- 5.01 Required Books and Records. The Association shall keep correct and complete books and records of account.
- 5.02 Inspection and Copying. Any director, officer or committee member of the Association may inspect and receive copies of all books and records of the Association required to be kept by the bylaws.

## ARTICLE VI - FISCAL YEAR

- 6.01 The fiscal year of the Association shall begin on the first day of September and end on the last day in August in each year.

## ARTICLE VII - INDEMNIFICATION

- 7.01. When Indemnification is Required, Permitted, and Prohibited.
- a) The Association shall indemnify a director, officer, committee member, employee, or agent of the Association who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Association. For the purposes of this article, an agent includes one who is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Association shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Association's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Association shall not indemnify a person who is found liable to the Association or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.
  - b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Association.
  - c) The Association shall pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Association in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Association when the person is not a named defendant or respondent in the proceeding.
  - d) In addition to the situations otherwise described in this paragraph, the Association may indemnify a director, officer, committee member, employee, or agent of the Association to the extent permitted by law. However, the Association shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 7.01(a) above.
- 7.02 Procedures Relating to Indemnification Payments. Before the Association may pay any indemnification expenses (including attorney's fees), the Association shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable.

## ARTICLE VIII - NOTICES

- 8.01 Notice by Mail or Telegram. Any notice required or permitted by the bylaws to be given to a director, officer, or member of a committee of the Association may be given by mail or telegram. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Association, with postage prepaid. If given by telegram, a notice shall be deemed to be delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the records of the Association. A person may change his or her address by giving written notice to the secretary of the Association.
- 8.02 Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.
- 8.03 Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## ARTICLE IX - SPECIAL PROCEDURES CONCERNING MEETINGS

- 9.01 Meeting by Telephone. The Board of Directors, and any committee of the Association may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

- 9.02 Decision Without Meeting. Decisions made without a meeting may be made by e-mail, phone or at site consensus. Any decision required or permitted to be made at a meeting of the Board of Directors of the Association may be made without a meeting. A decision without a meeting may be made if a quorum of written votes by all of the persons entitled to vote on the matter or an email of a proposal is responded to by a quorum of the Board of Directors. Any matter that requires an immediate decision (less than 48 hours) written or e-mail consent may be temporarily waived only by contacting all members of Board of Directors by phone and asking them for their vote and promise of their signature at a later date. The original signed votes or emails shall be placed in the Association minute book and kept with the Association's records. All decisions without a meeting must be made available to all Board Members by email or printed hard copy stating the members predicating and the count of affirmative, declining and abstaining votes.

#### ARTICLE X - AMENDMENT OF BYLAWS

- 10.01 The bylaws may be altered, amended, or repealed, and new bylaws may be adopted at the annual meeting of the Association by the persons entitled to vote for directors, prior to the election of directors. The notice of the annual meeting shall state where the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed will be available for inspection at least one week prior to the annual meeting.

#### ARTICLE XI - MISCELLANEOUS PROVISIONS

- 11.01 Legal Authorities Governing Construction of Bylaws. The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended in the future.
- 11.02 Legal Construction. If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.
- 11.03 Headings. The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.
- 11.04 Gender. Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

#### CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Mansfield Girls Softball Association and that the foregoing bylaws constitute the Bylaws of the Association. These Bylaws were duly adopted at the Annual Meeting November 2, 2017.

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Alicia Rosales, MGSA Secretary