

# Bylaws of Rancho Bernardo Girls Softball

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## Article I. Purpose

The Rancho Bernardo Girls Softball League is committed to providing a positive softball environment for all of our members. We are committed to the Principles of **P**ositive Coaching, where teaching life lessons like sportsmanship, winning and losing with pride, and teamwork are fundamental. We are committed to cultivating our players' **L**ove of the game by teaching them the game of fastpitch softball (both skills and rules), and to honor the game and its participants (players, coaches, umpires and parents). We are committed to ensuring **A**ll players in our organization are valued, regardless of skill level. Finally, and most importantly, we are committed to making sure the **Y**outh in our organization have FUN!

**P**ositive Coaching

**L**ove of the Game

**A**ll Players Valued

**Y**outh Having FUN!

## Article II. Area of Influence

Rancho Bernardo Girls Softball shall provide youth softball activities for residents of Rancho Bernardo and adjacent communities as shall be determined from time to time by the Board of Directors.

## Article III. Office

- A. **Principal Office.** The principal office for the transaction for the business of the corporation is located in the city of San Diego, and the County of San Diego.
- B. **Change of Address.** The Board of Directors may, at any time or from time to time, change the location of the principal office from one location to another in this county by noting the changed address and effective date by resolution at any properly convened meeting of the Board of Directors at which a quorum is present. Such change of address shall not be deemed an amendment of these bylaws.

## Article IV. Members

- C. **Classes of membership.** The corporation shall have three classes of members distinguished by the nature of their activities:
1. ***Player member.*** Any player registered by the corporation under the requirements of the bylaws as a player, and who continues to fulfill the obligations defined by the bylaws, is a player member.
  2. ***Active member.*** Any person who actively participates in coaching one of the teams in the league; and all parents or guardians of player members. These are non-voting members.
  3. ***Board member (Director).*** Those persons selected to serve on the RBGSL Board of Directors.

### **D. Obligations and Rights**

1. Player members shall be governed by the local rules of Rancho Bernardo Girls Softball as promulgated by the rules approved each playing season by the Board of Directors.
2. Board members shall be the voting members of the corporation.
3. Memberships shall be nonassessable.
4. The corporation shall keep membership records containing the name and address of each Board member. Termination of the membership of any Board member shall be recorded in the records, together with the date on which such membership ceased. Such record shall be kept in the Board meeting minutes or such other place as determined from time to time by the Board of Directors.
5. No person who is now, or who later becomes, a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to its assets of this corporation for payment.

Membership in the corporation is nontransferable and nonassignable.

## Article V. Termination of Membership

- A. **Automatic Termination.** The membership of any member of the corporation shall automatically terminate (outside the normal annual election cycle):
1. on written request (including email) for such termination delivered to the President or Secretary of the corporation personally, by email, or by United States mail, or
  2. by vote of the Directors at a meeting held in accordance with the rules hereinafter defined, or
  3. on death.

Player members may not resign without the consent of their parents or guardians. All rights of a member in the corporation or its property shall cease on termination of membership.

- B. **Grounds for Expulsion.** Members can be expelled from this corporation for good cause, provided they are given notice of the proceedings against these and an opportunity to be heard in their own defense, and only after such hearing before the Board of Directors and by 2/3 vote of the Directors present at the meeting at which a quorum, as hereinafter defined, is present and the matter heard, and not otherwise. Each Director present shall have one vote on the question of expulsion, and voting by proxy on the question shall not be permitted.
- C. **Initiation of Proceedings.** Proceedings under this article shall be initiated by resolution of the Board of Directors. On adoption of the resolution, the President or Secretary shall schedule the matter to be heard at the first regular or special meeting of Directors held not less than three nor more than fifteen days after the date the resolution is adopted. The Secretary, or other person appointed by the President for the purpose, shall deliver, at least one day prior to the date of the hearing, a copy of the resolution, together with a notice of the time and place of the hearing, to the subject member either in person, by email or by United States mail addressed to the address of the member as it appears on the records of the corporation.
- D. **Notice of Meeting.** Notwithstanding any other provision in these bylaws, notice of the meeting at which the hearing is scheduled must be given to all Directors as required by these bylaws for special meetings of Directors.
- E. **Hearing.** The hearing shall be informal and shall be presided over by the Chairman of the Board of Directors who shall:
1. read the charges against the subject member;
  2. require that the charges be verified by the testimony of the person or persons making them;
  3. hear any other witness against the subject member;
  4. allow the subject member to cross-examine each witness following the testimony of that witness;
  5. allow the subject member to make a statement in his or her own behalf;
  6. allow the subject member to call witnesses in his or her own behalf; and
  7. allow the Directors present, when and as recognized by the Chair, and subject to the control of the Chair, to question the witnesses after they have been questioned by the subject member.
- F. **Good cause.** Good cause, as used herein requires that the member:
1. has failed and continues to fail to abide by the Articles of Incorporation or bylaws of the corporation or with the Rules and Regulations of the Board of Directors; or
  2. has committed or is in the course of committing some act or acts prejudicial to the purpose of the corporation; or
  3. in the case of a player member, where attendance at practices, games or meetings is considered to be unacceptable.

## Article VI. Board of Directors

- A. **Number of Directors.** The corporation shall have a minimum of nine Directors and collectively they shall be known as the Board of Directors. The number may be changed (but not to less than nine) by a majority vote of the Board of Directors at any time during its term of office.
- B. **Responsibilities.** The Board of Directors shall have the following responsibilities:
1. The administration and management of the corporation.
  2. The collection and disbursement of funds.
  3. Procurement and maintenance of all properties and equipment necessary for the corporate operation.
  4. Electing new members to fill open board positions
- C. **Quorum.** A simple majority of members of the Board of Directors shall constitute a quorum for the transaction of business.
- D. **Powers of Directors.** Subject to limitations of the Articles of Incorporation, other sections of the bylaws, and of California law, all corporate powers of the corporation shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the corporation shall be controlled by the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:
1. To conduct, manage and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation or the bylaws.
  2. To borrow money and incur indebtedness for the purposed of the corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.
  3. The authority to suspend or revoke the status of any manager or coach when the actions of such manager or coach have not been in the best interest of Rancho Bernardo Girls Softball. A 2/3 vote of the Board of Directors is required to suspend or revoke the status of a manager or coach.
- E. **Selection of new Board members (besides President) & Term of Office.** Any Directors (besides President) not wishing to serve the following fiscal year, should notify the Board by the August meeting. Any open Board positions may be filled by existing Board members first, before opening them up for other members of the corporation. If multiple Board members desire to fill an open position, a majority vote is necessary to select who will fill that role. Any remaining Board positions after the August meeting should be communicated to the other League members. Nominations for open Board positions must be made by Board members. Receiving a majority of the votes of the members present is necessary to select a new Board member. Each outgoing Director may hold office until the end of the fiscal year (October) for which elected or appointed (including exercising voting privileges.) If the outgoing Director so desires, s/he can relinquish the office before the end of the fiscal year and pass on voting rights to the incoming member by so indicating during a regular Board meeting. The incoming Directors will have voting rights in the absence of

the outgoing Directors prior to the start of the new fiscal year for which they were elected.

- F. **Selection of new President & Term of Office.** If the President does not wish to serve the following fiscal year, s/he should notify the Board by the April meeting. Nominations will be made to the Board at the May meeting. Self-nominations are acceptable. All nominees will discuss their credentials and plans and should be prepared to answer Board Member questions. Receiving a majority of the votes of the Board Members present is required to be selected President. The President-Elect will train with the sitting President and assume duties formally at the end of the fiscal year (October meeting.) If the outgoing President so desires, s/he can relinquish the office before the end of the fiscal year and pass on voting rights to the incoming member by so indicating during a regular Board meeting.
- G. **Compensation.** Directors shall serve with no compensation.
- H. **Vacancies.** Vacancies in the Board of Directors shall be filled by a simple majority of the remaining Directors then in office even though less than a quorum, or by the sole remaining Director.
- I. **Regular Meetings.** Regular monthly meetings of the Board of Directors shall be held with prior notice as to date, place and time provided by the President or Secretary at least one week in advance. Regular meetings shall be held at the principal office of the corporation or a substitute location within a reasonable distance of the principal office. Any location outside of a 20 mile distance from Rancho Bernardo must be approved by a majority of the Board of Directors.
- J. **Special Meetings.** Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the president or by any two Directors, upon notice of the time and place of such meeting being delivered personally, by email or sent by mail to each Director. The notice shall be given at least three days before the time of the holding of the meeting. Special meetings of the Board may be held either at a place designated or at the principal office.
- K. **Action without a Meeting.** Any action by the Board of Directors may be taken without a meeting if 2/3 of all members of the Board of Directors consent to this action. Written approval (including email) must be provided to the League President or Secretary to indicate consent. Such approved actions shall be recorded in the minutes of the proceedings of the next regular Board of Directors meeting.
- L. **Resignation.** A Director may, at any time, tender his or her resignation to the President or Secretary of the corporation. A Director who misses in a fiscal year three consecutive or any four regular meetings of the Board of Directors will be considered to have tendered such resignation. A tendered resignation cannot be withdrawn until accepted or declined by the Board of Directors. The Board of Directors may defer action on any resignation for as long as it desires.

- M. **Removal.** A Director may be removed from office, for good cause as hereinafter defined, by a 2/3 vote of the Board of Directors, excluding such Director.
- N. **Nonliability of Directors.** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
- O. **Indemnity by Corporation for Litigation.** Should any person be sued, either alone or with others, because he or she is or was a Director, officer or employee of the corporation, in any proceeding arising out of his or her alleged misfeasance or nonfeasance in the performance of duties or out of any alleged wrongful act against the corporation or by the corporation, indemnity for reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, may be assessed against the corporation, by the court in the same or a separate proceeding if
1. the person sued is successful in whole or in part, or the proceeding is settled with the approval of the court; and
  2. the court finds that his or her conduct fairly and equitably merits such indemnity. The amount of such indemnity shall be so much of the expenses, including attorneys' fees, incurred in the defense of the proceeding as the court determines and finds to be reasonable.

## Article VII. Officers

- A. **Principal Officers.** The principal officers of this corporation shall be a President, Vice-President, and Treasurer. No person may hold two principal offices at one time.
- B. **Other Officers.** The other officers of this corporation shall be as designated from time to time by the Board of Directors in their sole discretion.
- C. **Eligibility.** Any person who is an active member and who is at least 21 years of age may be appointed to office.
- D. **Removal from Office.** Any officer may be removed from office by a 2/3 vote of the Board of Directors. If the officer is a Director he or she shall not be counted in determining the 2/3 requirement.

## Article VIII. Duties

### E. Principal Officers

1. **President.** The President shall preside over the Board of Directors' meetings, and all special meetings. The President shall be empowered to sign all legal documents on behalf of the corporation, shall have the authority to disburse funds with the co-signature of one other principal officer and shall uphold and enforce the bylaws. In general, the President sees that rules, policies and principles of Rancho Bernardo Girls Softball are observed.
2. **Vice-President.** In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and in so acting shall have all the powers of the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed from time to time by the President. The Vice-President is ex-officio member of all committees.
3. **Treasurer.** The Treasurer shall be responsible for maintaining accounts and financial records, for maintaining the corporate bank accounts, for serving as vice-chairman of the Ways and Means Committee, and ensuring that no unauthorized funds are expended. S/he shall be an officer in the corporation with the authority to disburse funds with the co-signature of one other principal officer.

#### **F. Other Officers**

1. **Secretary.** The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall supervise the keeping of the records of the corporation, complete all correspondence, and shall discharge such other duties of the office as prescribed by the Board of Directors, including acting as Historian for Rancho Bernardo Girls Softball. Publish mtg within a reasonable time frame.
2. **Player Agent.** The Player Agent conducts the annual player selection system; assists the President in keeping player records and checking player eligibility; reviews and makes recommendations to the Board of Directors for observance of softball regulations as they apply to players' transfer, eligibility selection and qualifications; maintains rosters of all teams, oversees the draft and handles any protests, disputes or complaints which are initiated by any player member or active member. The Player Agent shall represent the interests of the player members to the Board of Directors, and shall be responsible for contacting any player member who has resigned from her team for the purpose of determining the reason for such resignation and reporting on such findings to the Board of Directors.
3. **Youth Umpire Coordinator.** The Youth Umpire Coordinator supervises the selection, training, and actions of all umpires; interprets and is responsible for the observance of playing rules and regulations.
4. **Chairman of Ways and Means Manager.** The Ways and Means Manager coordinates all fundraising activities and organizes Opening and Closing Day ceremonies.
5. **Equipment Manager.** The Equipment Manager is responsible for the procurement, maintenance and distribution of playing and field equipment.
6. **Fields Manager.** The Fields Manager is responsible for field maintenance and condition.
7. **League Division Representatives.** The Representative of each division shall be responsible for the activities of their respective division; act as liaison between the division managers and the officers and Board of Directors; assist the Player Agent in the player selection process and supervision of player transfer, eligibility,



selection and qualification regulations; nominate head coaching candidates for their division subject to Board approval; propose any rule changes for the upcoming season. They are responsible for nominating Managers for Recreation and All Star season.

8. **Publicity Manager.** The Publicity Manager publishes the opening day program for the league, sends out League-wide Board-approved communications, and works to increase community awareness of RB Girls Softball.
9. **Uniform Manager.** The Uniform Manager is responsible for the procurement and distribution of uniforms.
10. **Snack Bar Manager.** The Snack Bar Manager shall be responsible for the operation of the snack bar(s).
11. **Registrar.** The Registrar produces the yearly registration flyer, distributes them to nearby schools, organizes registration sessions, keeps a record of all players who have signed up, and is the primary resource for questions from outside persons inquiring about RBGSL.
12. **Sponsors Manager.** The Sponsors Manager is responsible for soliciting funds to assist in the running of the League recreation season.
13. **Other.** Other officers shall be designated by the Board of Directors from time to time as deemed appropriate.

## **G. Head Coaches (Managers)**

### ***1. Selection***

- a. Head Coaches (Managers) will be nominated by the appropriate League Division Representative and approved by the Board of Directors.
  - b. Head Coaches will be at least 21 years of age.
  - c. Upon the resignation or removal of a head coach, the Division Representative will nominate a successor requiring the approval of the Board of Directors.
2. **Responsibility of Head Coaches.** Head Coaches will be responsible for the actions and conduct of all team members (staff, players and parents) while participating in Rancho Bernardo Girls Softball. The Head Coach is responsible for selecting their assistant coaches.

## Article IX. Amendments To Bylaws

Amendments to these bylaws may be made by a 2/3 majority of the entire Board of Directors. Written notice (email is satisfactory) of proposed changes, provided by either the President or

Secretary, shall be delivered to each member of the Board of Directors at least seven days prior to the meeting, at which time such proposed changes shall be submitted to vote.

## Article X. Financial Policy

- A. **Banking and Disbursement of Funds.** Corporate funds will be banked in a banking institution licensed by the State of California. All disbursements with the exception of petty cash, will be made by check. All checks will be signed by two of the principal officers.
- B. **Fund Raising.** All League-wide fund raising activities shall be approved by the Board of Directors.
- C. **Financial Reports.** A financial report will be rendered to the Board of Directors by the Treasurer at each meeting of the Board of Directors.
- D. **Annual Budget.** An annual budget along with specific activity expenditures must be approved by the Board of Directors.
- E. **Annual Report and Financial Statement.** The Board of Directors shall provide for the preparation and submission to the members of a written annual report including a financial statement. The financial statement shall consist of a balance sheet as of the close of business of the corporation's fiscal year, containing a summary of receipts and disbursements, be prepared in such manner and form as is sanctioned by sound accounting practices, and be approved by the President, and Treasurer.
- F. **Fiscal Year.** The fiscal year of the corporation shall begin on the first day of November and end on the last day of October each year.
- G. **Corporate Records and Reports.** The books of account shall at all reasonable times be open to inspection by any Director. Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts.

## Article XI. Conflict of Interest

It shall be the policy of the corporation that conflict of interest be avoided by its officers, Directors and members. The President may, temporarily, replace any Director with either the Vice-President or any other qualified individual, while the Board of Directors acts on issues in which it is considered that the Director has a vested interest.

## Article XII. Dissolution

Upon dissolution of the corporation according to the laws of the State of California governing such acts, the assets of the corporation shall be given to one or more non-profit organizations supporting youth sports in Rancho Bernardo or the adjacent community.

## Article XIII. Effective Date

This amendment to the bylaws of Rancho Bernardo Girls Softball, which have been duly noticed and adopted by the Directors present at the November 2008 regular meeting of the Board of Directors, shall be effective immediately, and shall thereafter supercede and replace any previous bylaws.