

# FVGSA Corporate Bylaws

## BYLAWS of the FRENCH VALLEY GIRLS SOFTBALL ASSOCIATION A California Non-profit Public Benefit Corporation

### Article I. CORPORATION

**Section 1.01 Principal Office** The corporation's principal office shall be fixed and located at such a place within French Valley Girls Softball Association (herein referred to as "FVGSA", or the "League") as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power of this league and has the authority to change the principal office from one location to another as the need may arise.

**Section 1.02 Other Offices** The Board may establish branch or subordinate offices at any place or places at any time.

### Article II. MEMBERSHIP

**Section 2.01 Classes of Membership** There shall be two (2) classes of membership in the corporation: The Board of Directors and Regular Membership.

**Section 2.02 Regular Membership** Regular Membership (herein called "Members") is comprised of the parents or guardians listed on the eligible Participant's registration for that season. Upon registration of an eligible Participant with FVGSA, the parents or guardians listed on the registration form will automatically become a regular member of the league. The members are to represent the participants at the regular membership meetings held twice a year and are afforded the right of one (1) vote per family during elections held in Spring and all other privileges identified in the Corporations Bylaws, Rules and Regulations and policies.

**Section 2.02A Terms of Membership** Regular members of the league will remain members as long as the participant is registered and in good standing with the league. Membership within the league shall be valid for a period of one (1) year, or until the initial registration period is completed.

**Section 2.03 Board of Directors** The Board of Directors is comprised of the Executive Board and the General Board as defined within these Bylaws. The Board shall exercise or delegate any powers not specifically addressed within these Bylaws or any other such powers specifically granted them by the Board.

**Section 2.03A Executive Board** The Executive Board (herein also called the "Officers") shall be comprised of seven (7) or more Officers as described in Article 3 and elected annually as specified within these Bylaws, except for the President who is elected to a two year term, Past Presidents

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who are members through active participation as defined below and the Treasurer, who is appointed by the Executive Board.

The Officers shall consist of the President, Vice President-Softball Operations, Vice President-Baseball Operations, Secretary, Treasurer, Umpire in Chief and Head Player Agent. In addition, Past Presidents in good standing, as specified within these Bylaws in section 3.02B, are also considered Officers and voting members of the Executive Board. Should a Past President hold another position on the Executive Board, they will only be allowed one vote on business conducted by the Executive Board or General Board.

A husband and wife may not serve on the Executive Board concurrently. If such a situation was to occur, one of the husband and wife Executive Board members would need to resign their position. In addition, husbands and wife's may not be nominated and/or elected to Executive Board position at the same time. This rule is in place to avoid the possibility for voting irregularities.

**Section 2.02B General Board-** The General Board shall consist of twenty four (24) positions as specified in these bylaws. The positions shall consist of the Disbursement/Purchasing Coordinator, Snack Bar Coordinator, Events and Public Relations Coordinator, Softball Player Agent, Baseball Player Agent, Equipment Manager, Fields and Scheduling Coordinator, Sponsorship and Fundraising Coordinator, All Star Tournament Coordinator, All Star Teams Coordinator, Softball Team Parent Coordinator, Baseball Team Parent Coordinator, Safety/Security Coordinator, Head Scorekeeper – Softball, Head Scorekeeper – Baseball, Webmaster/League Technology Coordinator, and Divisional Coordinators (8). Each of these positions will be defined as a Board Member at Large. Of the 24 positions, 12 positions will be assigned to softball, 12 positions will be assigned to baseball. The persons holding these positions will be determined by election. In the event that not all of the BMAL positions have been filled due to lack of participation during the election or vacancy for other reasons, The BMAL positions, may be filled by volunteers from either league as determined by the league President. Once the elections have concluded, the Executive Board, with input from each Board Member at Large will place each BMAL in a position described below which best serves the needs of the league and the person running.

### **Article III. BOARD DUTIES**

**Section 3.01 Powers** Subject to limitations of the Articles of Incorporation, these Bylaws and Rules and Regulations, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. All Board positions, except Past Presidents, shall be elected annually as specified within these Bylaws.

**Section 3.02 President** The President shall be the General Manager of the League. It shall be the duty of the President to preside at all meetings of the corporation. The President shall attest to all orders upon the Treasury. He/She shall be an ex-officio member of all Committees. The President shall have the power to appoint such committees as deemed necessary. The President shall not have the right to vote at any meeting except to break a tie. The President is a permanent member of the Rules Committee, Draft Committee and the Conduct Committee.

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**Section 3.02A** Before a President is nominated and elected they must have served on the FVGSA Board for a minimum of two (2) years and have previously served one year in an Executive Board position. Should there be no candidates for President with two years board experience, the current Board of Directors may approve a candidate or list of candidates with one year of board experience.

**Section 3.02B Past Presidents** FVGSA values the contributions and knowledge of our past Presidents. As such, Past Presidents may remain on the board as voting Executive Board members as long as they are active participating board members. To be considered active, a Past President must have attended two of the last three board meetings and attendance must be documented in the Board meeting minutes. Past Presidents may resume their active status at any time by attending Board meetings. Past Presidents in inactive status do not have a right to vote on any league matters.

**Section 3.03 Vice President, Softball Operations** It shall be the duty of the Vice President, Softball Operations, (or the Vice President, Baseball Operations) in the absence of the President, to perform all of the duties of the President and to exercise all powers and restrictions as the President. The Vice-President, Softball Operations will be the liaison/representative between ASA and the league. The Vice President, Softball Operations will also work directly with the Softball Player Agent and Field Coordinator. The Vice-President will oversee all coaches and work with the Safety/Security Coordinator to ensure that background checks are performed on board members, coaches, assistant coaches and team parents. The Vice President is responsible for planning and scheduling the Pitching and Catching Clinics, Hitting and Fielding Clinics, Coaches Clinics and the ACE clinics. The Vice President is a permanent member of the Rules Committee and Conduct Committee.

**Section 3.03A** Before a Vice President is nominated and elected; they must have served on the FVGSA Board for a minimum of one (1) year. Should there be no candidates for Vice President, Softball Operations with one year of board experience; the current Board of Directors may approve a candidate or list of candidates with less than one year of board experience.

**Section 3.04 Vice President, Baseball Operations** It shall be the duty of the Vice President, Baseball Operations, (or the Vice President, Softball Operations) in the absence of the President, to perform all of the duties of the President and to exercise all powers and restrictions as the President. The Vice-President, Baseball Operations will be the liaison/representative between PONY Baseball and the league. The Vice President will also work directly with the Baseball Player Agent and Field Coordinator. The Vice-President, Baseball Operations will oversee all baseball coaches and work with the Vice President, Softball Operations and the Safety/Security Coordinator to ensure that background checks are performed on board members, coaches, assistant coaches and team parents. The Vice President is responsible for planning and scheduling the Pitching and Catching Clinics, Hitting and Fielding Clinics, and Coaches Clinics. The Vice President, Baseball Operations is a permanent member of the Rules Committee and Conduct Committee.

**Section 3.04A** Before a Vice President, Baseball Operations is nominated and elected; they must have served on the FVGSA Board for a minimum of one (1) year. Should there be no candidates

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for Vice President, Baseball Operations with one year of board experience; the current Board of Directors may approve a candidate or list of candidates with less than one year of board experience.

**Section 3.05 Secretary** It shall be the duty of the Secretary to keep accurate records of the proceedings of all meetings of the corporation, including meetings of the Executive, General Board and Regular Membership meetings. The Secretary shall be responsible for all League correspondence, and be the custodian of the League's official documents including the Bylaws of the corporation, Rules, and Meeting Minutes. The Secretary is responsible for the procuring and maintaining the League's Insurance. The Secretary shall be responsible for selecting and securing meeting locations, prepare and distribute the agenda, and make proper notification of said meetings. The Secretary is a permanent member of the Conduct Committee.

**Section 3.05A** Before the Secretary is nominated and elected; they must have served on the FVGSA Board for a minimum of one (1) year. Should there be no candidates for Secretary with one year of board experience; the current Board of Directors may approve a candidate or list of candidates with less than one year of board experience.

**Section 3.06 Treasurer** It shall be the duty of the Treasurer to have charge of all the money of the corporation and may pay and or authorize the Disbursement and Purchasing Coordinator to pay all properly attested expenses. The Treasurer shall maintain a general ledger and submit written financial reports at each Board and Regular Membership meetings. The accounts of this corporation shall be audited by the President annually in the month directly following the close of the fiscal year and/or requested in writing by fifty percent (50%) of the Members. The Treasurer shall receive, collect, and deposit and keep accurate records of all monies from all functions such as registrations, fundraising, and league and team sponsorships. The Treasurer will work with the Sponsorship and Fundraising Coordinator and the Disbursement and Purchasing Coordinator to keep track of all donations and disbursements of each teams' sponsors funds. The Treasurer is a permanent member of the Conduct Committee. Due to the requirements and demands of this position, this position is an appointed position, as determined collectively by the Executive Board.

**Section 3.06A** Before the Treasurer is nominated and elected they must have served on the FVGSA Board for a minimum of one (1) year. Should there be no candidates for Treasurer with one year of board experience; the current Board of Directors may approve a candidate or list of candidates with less than one year of board experience.

**Section 3.07 Umpire in Chief** The Umpire in Chief (herein also called "UIC) shall be responsible to obtain adequate umpires to officiate all league games. The UIC shall schedule umpires for all games and evaluate the performance of all league umpires. The UIC shall also conduct an umpire-training clinic for all league umpires. The UIC is responsible for forming a Protest Rules committee if necessary. The UIC enforces Rules and Regulations, Bylaws and is Chair of the Conduct Committee. The UIC is a permanent member of the Rules Committee and the Conduct Committee.

**Section 3.07A** Before the Umpire in Chief is nominated and elected they must have served on the FVGSA Board for a minimum of one (1) year. Should there be no candidates for UIC with one

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year of board experience; the current Board of Directors may approve a candidate or list of candidates with less than one year of board experience.

**Section 3.08 Head Player Agent** The Head Player Agent will work very closely with the Softball Player Agent (SPA) and Baseball Player Agent (BPA). The Head Player Agent, other Player Agents and Webmaster are responsible for setting up registration programs on the league website. The Head Player Agent shall be responsible for scheduling registration locations, dates and times. They are also responsible for providing registration forms and staffing registration locations. The Head Player Agent shall plan and coordinate with the Board regarding the Scholarship Program. The Head Player Agent in conjunction with the SPA and BPA is responsible for maintaining a complete and current file of all player information and registrations. Player information shall be kept confidential and not released for reasons other than League business. The Head Player Agent shall communicate with the Webmaster and/or PR Coordinator to post all relevant information onto the website. The Softball and Baseball Player Agents are responsible for all league marketing activities to drive membership. This includes web advertisements, creation and distribution of school flyers and any other advertisement used to drive membership. The Head Player Agent shall be responsible to direct and/or coordinate all player tryouts and the team draft process. The Head Player Agent shall act as a liaison between the players and the Board. Any complaints concerning league operations by players or their parents shall be directed to the Head Player Agent. The Head Player Agent is a permanent member and chair of the Draft Committee and is a permanent member of the Conduct Committee.

**Section 3.08A** Before the Head Player Agent is nominated and elected they must have served on the FVGSA Board for a minimum of one (1) year. Should there be no candidates for Head Player Agent with one year of board experience; the current Board of Directors may approve a candidate or list of candidates with less than one year of board experience.

**Section 3.09 Disbursement/Purchasing Coordinator** The Disbursement/Purchasing Coordinator (DPC) shall maintain the league check book and shall pay all properly attested expenses authorized by Treasurer. He or she is also responsible for obtaining bids and procurement of large league purchases (e.g., trophies, equipment, etc.). The DPC may seek bids, organize and schedule team photos and delivery. The DPC shall seek bids/quotes for all league apparel, (excluding uniforms). The DPC may also assist the Snack Bar Coordinator with concession purchases.

**Section 3.10 Snack Bar Coordinator** The Snack Bar Coordinator (SBC) shall be responsible for the league snack bar. The SBC shall order and keep inventory of all apparel, snacks, refreshments and supplies for concession stands. The Operations Director will submit to the Treasurer a monthly inventory, expense and profit report. The Operations Director will be responsible for coordination of volunteers to staff the apparel and concessions stands during league events and/or games. The SBC will have a league credit card and will make frequent deposits of snack bar revenue. All deposits should be immediately reported to the Treasurer.

**Section 3.11 Events/Public Relations Coordinator** The Events/Public Relations Coordinator shall be responsible for the coordination and planning of league events (e.g., Opening, Closing, or any Large Scale League Event), except the WCC which is coordinated by the ATC. The Events/Public Relations Coordinator shall work with other board members on the distribution league communications, including

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but not limited to email blasts and social media posts. The Events/Public Relations Coordinator shall also be responsible for newspaper articles and general league publicity.

**Section 3.12 Softball Player Agent** The Softball Player Agent will work very closely with the Head Player Agent. The Player Agents shall be responsible web registration programs and for scheduling registration locations, dates and times. The Player Agents are responsible for providing registration forms and staffing registration locations. The Player Agents shall plan and coordinate with the Board regarding the Scholarship Program. The Softball Player Agent is responsible for maintaining a complete and current file of all softball player information and registration forms. Player information shall be kept confidential and not released for reasons other than League business. The Softball Player Agent is responsible for registering all players in the ASA computer system. The Softball Player Agent shall communicate with the Webmaster to post all relevant information onto the website. The Softball and Baseball Player Agents are responsible for all league marketing activities to drive membership. This includes web advertisements, creation and distribution of school flyers and any other advertisement used to drive membership. The Softball Player Agent shall be responsible to direct and/or coordinate all softball player tryouts and the team draft process. The Softball Player Agent shall act as a liaison between the softball players and the Board. Any complaints concerning league operations by softball players or their parents shall be directed to the Head Player Agent. The Softball Player Agent is a permanent member of the Softball Rules Committee and the Draft Committee.

**Section 3.13 Baseball Player Agent** The Baseball Player Agent will work very closely with the Head Player Agent. The Player Agents shall be responsible web registration programs and for scheduling registration locations, dates and times. The Player Agents are responsible for providing registration forms and staffing registration locations. The Player Agents shall plan and coordinate with the Board regarding the Scholarship Program. The Baseball Player Agent is responsible for maintaining a complete and current file of all baseball player information and registration forms. Player information shall be kept confidential and not released for reasons other than League business. The baseball Player Agent is responsible for registering all baseball team in the PONY computer system. The Baseball Player Agent shall communicate with the Webmaster to post all relevant information onto the website. The Softball and Baseball Player Agents are responsible for all league marketing activities to drive membership. This includes web advertisements, creation and distribution of school flyers and any other advertisement used to drive membership. The Baseball Player Agent shall be responsible to direct and/or coordinate all softball player tryouts and the team draft process. The Baseball Player Agent shall act as a liaison between the softball players and the Board. Any complaints concerning league operations by baseball players or their parents shall be directed to the Head Player Agent. The Baseball Player Agent is a permanent member of the Baseball Rules Committee and the Draft Committee.

**Section 3.14 Equipment Manager** The Equipment Manager shall be responsible for obtaining, inspecting, and distributing all softball and baseball equipment prior to the season and again at the close of the season and ensure the security of the equipment during the official season. Said inventory shall be written and at the end of the fiscal year, an itemized inventory shall be presented to the incoming Equipment Manager.

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**Section 3.15 Field and Scheduling Coordinator** The Field and Scheduling Coordinator (FSC) shall be responsible for securing facilities for all League functions and coordinate with Valley-Wide. The FSC shall schedule for all teams the use of fields and facilities to include practices, games, tournaments, clinics, and special events. The FSC shall work with the Tournament Director to arrange for, prepare, and maintain fields and facilities for all tournaments or other special events in which the League is participating or conducting. The FSC is responsible for coordinating the game schedule and distributing the complete game schedule to the President and Executive Board for approval.

**Section 3.16 Sponsorship and Fundraising Coordinator** The Sponsorship and Fundraising Coordinator (SFC) shall solicit sponsors for the League and to act as a liaison between the League and their sponsors. The Sponsorship Coordinator's primary responsibility is to track all league and team sponsorships. The Sponsorship Coordinator is responsible for ordering and delivering sponsor plaques/awards and thank you letters. The Sponsorship Coordinator shall coordinate with the league Treasurer and Disbursement and Purchasing Coordinator for approval of team reimbursements. The SFC is responsible for ordering and displaying sponsor banners (when applicable) during the season. The SFC is responsible for ensuring sponsors are prominently displayed on the league web site (when applicable) during the season.

The SFC shall be responsible for coordinating all fundraising activities. The SFC shall propose fundraising activities and a budget for each season to the Board for approval and shall conduct such fundraisers in accordance with the policies adopted by the Board. The SFC shall work with the Team Parent Coordinators to distribute the fundraising activity to the teams.

**Section 3.17 All Star Tournament Coordinator** The All Star Tournament Coordinator (ATC) shall be responsible for planning, organizing and executing the activities associated with "The Wine Country Classic" Tournament hosted by FVGSA and any other additional league sanctioned tournaments (e.g., PONY districts, etc.). The All Star Tournament Director shall chair an All Star Tournament Committee. The Committee shall begin planning in October and submit their plans to the Board for approval in spring. The Tournament Director shall work with the President, UIC, Field and Scheduling Coordinator, Equipment Manager and Webmaster to help execute the activities of the tournament.

**Section 3.18 All Star Coordinator** The All Star Coordinator shall be responsible for coordinating the All Star tryouts and All Star draft, along with the Player Agents. The All Star Coordinator is responsible for distributing the All Star player and coaches applications to the VPs and Webmaster. The All Star Coordinator shall submit a budget report and a list of recommended tournaments that FVGS and FVPB All Star teams will compete in to the Board for approval in spring. The All Star Coordinator is responsible for ordering All Star uniforms, collect All Star fees, copies of birth certificates and take photos of the All Star players for Register ASA and PONY Baseball purposes. The All Star Coordinator is responsible for registering teams to the approved tournaments.

**Section 3.19 Team Parent Coordinator -Baseball** The Team Parent Coordinator shall be responsible for the acquisition, distribution and collection of team uniforms. The Team Parent Coordinator shall conduct a team parent meeting at least ten (10) days prior to the start of the season to distribute information concerning league operations to the team parent of each team and continue to act as a liaison between the league and the teams through the team parent. The Team Parent Coordinator will work with the Sponsorship and Fundraiser Coordinator to help distribute fundraising activities to each team.

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**Section 3.20 Team Parent Coordinator - Softball** The Team Parent Coordinator shall be responsible for the acquisition, distribution and collection of team uniforms. The Team Parent Coordinator shall conduct a team parent meeting at least ten (10) days prior to the start of the season to distribute information concerning league operations to the team parent of each team and continue to act as a liaison between the league and the teams through the team parent. The Team Parent Coordinator will work with the Sponsorship and Fundraiser Coordinator to help distribute fundraising activities to each team.

**Section 3.21 Safety/Security Coordinator** The Safety/Security Coordinator shall work with the Vice-Presidents to ensure that background checks are performed on all Board Members, coaches, assistant coaches, team parents and any other child assisting volunteers. Additionally, they shall ensure that coaches are entered in the Register ASA system. They shall be responsible for ensuring that all parent volunteers have current badges evidencing that a back ground check was conducted. The Safety/Security Coordinator shall be responsible for the acquisition and distribution of first aid kits and ice packs. The Safety/Security Coordinator shall be responsible for conducting safety and security training during the coach and team parent meetings.

**Section 3.22 Head Scorekeeper - Baseball** The Head Scorekeeper shall be responsible for scheduling and conducting the scorekeeper's clinics at least ten (10) days prior to the start of the season to train scorekeepers for all teams. The Head Scorekeeper shall purchase and distribute the official scorebooks. The Head Scorekeeper shall be responsible for keeping a record of all game results and pitchers' outs. The Head Scorekeeper shall work with the Webmaster to insure that standings are kept current on the website. The Head Scorekeeper shall work with the UIC to validate scorekeeping questions when protests are filed.

**Section 3.23 Head Scorekeeper - Softball** The Head Scorekeeper shall be responsible for scheduling and conducting the scorekeeper's clinics at least ten (10) days prior to the start of the season to train scorekeepers for all teams. The Head Scorekeeper shall purchase and distribute the official scorebooks. The Head Scorekeeper shall be responsible for keeping a record of all game results and pitchers' outs. The Head Scorekeeper shall work with the Webmaster to insure that standings are kept current on the website. The Head Scorekeeper shall work with the UIC to validate scorekeeping questions when protests are filed.

**Section 3.24 Webmaster / League Technology Coordinator** The Webmaster is responsible for ensuring all information on the league web site is accurate and current. The webmaster will also serve as the primary administrator of all league technology. This includes but is not limited to the league web site, league domain names, league email and data services, league financial accounts, etc. The President and Vice President will serve as a back up to the Webmaster and will have knowledge and access to all technology sites and services managed by the Webmaster. No other board member should have access to league technology sites without the express written approval from the league President or Vice President. The Webmaster shall also ensure that all league passwords are changed at the beginning of each new fiscal year.

**Section 3.25 Divisional Coordinators**. The Divisional Coordinators work closely with their respective Vice Presidents (i.e., the Softball Divisional Coordinators work under the direction of the VP, Softball Operations and the Baseball Divisional Coordinators work under the direction of the VP, Baseball Operations). The Divisional Coordinators shall be responsible for all interactions, including administrative and operational matters and dispute resolutions pertaining to the division(s) to which they are assigned. The Divisional VPs will work with the Player Agent during the draft process. Divisional VPs are required to attend games within their division(s) throughout the season. There shall be eight (8) Divisional Coordinators, four (4) representing



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softball and four (4) representing baseball. Divisional Coordinators may represent more than one division in their respective leagues. Divisional Coordinators will be given their divisional assignments at the beginning of each fiscal year depending upon enrollment and the membership in each division. Divisional assignments may change during the year if approved by the Board.

**Section 3.26 Removal from Office** Any member of the Board of Directors may be removed from office for failure to perform assigned duties with a two-thirds (2/3) quorum vote of the Board of Directors. In addition, any Board Member may be removed by majority vote of the Conduct committee. Additionally, any member of the Board who is absent from 3 consecutive Board meetings without notice may be automatically removed from office. Board member unable to attend regularly scheduled board meetings due to work or/and other outside commitments must provide advance notice to the President.

**Section 3.27 Vacancies** Vacancies of any Board position may be filled by recommendation by the President to the Board of Directors and affirmed by a majority vote of the Board. In the event that the Office of the President becomes vacant, the one of the Vice Presidents will be selected by the Board to assume the duties of the presidency for the unexpired term. If a neither Vice President is able to take over as President, the Board will select another member of the Executive Board, which could include a Past President. The Interim President will hold the position until the next Board election.

### **Article IV. COMMITTEES**

**Section 4.01 Standing Committees** There shall be two (2) standing committees in place during each Board term: the Conduct Committee and the Rules Committee.

**Section 4.01A Conduct Committee** The Conduct Committee shall be responsible for regulating improper conduct of Board Members, Head Coaches, parents and and/or other league volunteers. The Conduct Committee shall be comprised of the President, Vice President, Secretary/, Treasurer, Umpire in Chief, Head Player Agent and active Past Presidents.

**Section 4.01B Rules Committee** The Rules Committee shall review the League rules and Bylaws and make recommendations for changes to the Board. The Committee shall be comprised of the President, Vice President, Head Player Agent, UIC, and any additional Board Members appointed by the President.

**Section 4.02 Non-Standing Committees** All other Committees shall be designated and populated by the President, with instructions defined by the Board and no express or implied authority beyond recommendations to the Board for approval. All Non-Standing committees formed will be dissolved automatically at the end of the respective season (i.e., Spring season, All Star season, Fall Ball season).

### **Article V. MEETINGS**

**Section 5.01 Board of Directors Meetings** The Board shall meet monthly at a regularly set time and place. All Board meetings shall be open to any Member of the corporation. The President, as deemed necessary, may call additional Board meetings. The membership shall be aware of the time and place of

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the regular scheduled meetings. Five (5) members of the Board shall constitute a quorum at a Board meeting. A Board member must be present to exercise their power to vote.

**Section 5.02 Regular Membership Meetings** The corporation shall conduct at least two (2) Regular Membership meetings each year. One shall be held at least forty-five (45) days prior to the first scheduled game of the spring season and one in the fall at least forty-five (45) days prior to the first scheduled game of the fall season. A reasonable notice shall be provided to all Members through such means as the Board shall direct.

**Section 5.03 Action Without Meeting** Subject to Section 5518 of the California Non-profit Public Benefit Corporation Law, any action including the election of the Board members, which under any provision of the California Non-profit Public Benefit Corporation Law may be taken at any Board or Regular Membership meeting, without a meeting, if the written ballot of every member is solicited and the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action.

**Section 5.04 Proxies** League Members entitled to vote at any meeting may do so only in person. Proxies may not exercise voting rights. Board of Directors entitled to vote at Board meetings may do so via email using only their FVGSA email account. No other email accounts are allowed and will not be considered valid.

## **Article VI. ELECTIONS**

**Section 6.01 Nominations** The President shall appoint a Nominating Committee of three (3) in the month of April. The Nominating Committee shall solicit potential nominees for the elected positions. The Nominating Committee shall present a slate of qualified nominees to the Board. A qualified nominee is one who has passed the background check and may be subject to an interview. An approved slate must have at least one nominee in each position and shall be posted at least three (3) weeks prior to the election. Additional nominations from the Regular Membership will be accepted up to one (1) week prior to the election. If there is one (1) nominee for a position, it will be considered unanimous consent the election may be by acclamation. All nominees must have given consent to the nomination and be in good standing.

**Section 6.02 Elections** The election shall be held during the 2<sup>nd</sup> regular membership meeting of the fiscal year or at the conclusion of the spring season. The League Secretary shall maintain the voting rolls during the election and ensure that no Member family shall vote more than once for Executive Board Positions and for the General Board Positions for the league which they participate in (Softball/Baseball). Proxy votes and write in candidates will not be accepted. The Nominating Committee will count the ballots and post the results no later than the following day. The League Secretary shall record all results of any election and enter them into the League's records.

**Section 6.03 Terms of Service** Elected Board Members shall take office on August 1 of the year of their election and shall serve for a 12 month period. Duties of each Board Position must be carried out by the name of the person elected for the position. Members of the Board are expected to fulfill their duties

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throughout the entire 12 month period to include all softball/ baseball seasons during which play is conducted and operated by the League.

### **Article VII. SPONSORS**

**Section 7.01 Classes of Sponsors** There are two (2) classes of Sponsors in the corporation: League Sponsors and Team Sponsors.

**Section 7.01A League Sponsors** It is the goal of the League to obtain as many League sponsors as possible. Registration fees are not enough to cover the cost and expenses of the League. League sponsorship donations are heavily relied upon to have successful seasons. League sponsors will be given advertising space, based on donation amount, on all League banners and the League website. Duration of website advertising is based on donation amount. Donations are not required to be monetary, but can be anything of value to the League (i.e. advertising, storage space, etc.) League sponsors donating \$250 or more will be given thank you plaques at the end of the season. Additional awards may be awarded to more generous sponsors, as recommended by the Sponsorship Coordinator and approved by the Board. Donation receipts will be given by the Treasurer. Every attempt should be made to support and patronize our sponsors, prior to looking elsewhere.

**Section 7.01B Team Sponsors** Team Sponsors are obtained by the individual teams. Each team in the league is required to obtain at a minimum, one team sponsor. Recreational team sponsor funds will be split 50/50 with the League and the team being sponsored. The Treasurer will issue a voucher for the amount due to the team and the team must keep all receipts for reimbursement for the amount of the voucher. Team Sponsors will be given advertising space on appropriate team banner(s). Donations are not required to be monetary, but can be anything of value to the team (i.e. refreshments, equipment, etc.). Team Sponsors donating \$250 or more will be given thank you plaques at the end of the season. Donation receipts will be given by the Treasurer. Every attempt should be made to support and patronize our sponsors, prior to looking elsewhere.

### **Article VIII. INDEMNIFICATION AND INSURANCE**

**Section 8.01 Indemnification** The corporation shall, to the maximum extent permitted by California Non-profit Mutual Benefit Corporation Law, and in accordance with that law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts arising by reason of the fact any such person is or was an agent of the corporation. For purposes of this section, an "agent" of the corporation includes any person who is or was an officer, employee or other agent of the corporation, or is or who was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a director, officer, employee or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

**Section 8.02 Insurance** The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in

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such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under provisions of this Article 8.

### Article IX. AMENDMENTS

**Section 9.01 Process** These Bylaws or the Articles of Incorporation may be amended or repealed by a two-thirds (2/3) vote of the Board membership at any duly called Board meeting. The League's Rules and Regulations may be amended as set forth in the adopted Rules and Regulations of the corporation.

**Section 9.01A Separation of Baseball and Softball Leagues** The primary purpose of this league is to provide youth recreational baseball and softball to the members of our community. Because of this, the Corporation shall maintain both leagues without favoritism, no matter the circumstances, meaning neither league can be dropped under any circumstances without a unanimous vote of the full Board. This rule does not fall under the 2/3 vote amendments process and is not subject to revision or deletion.

**Section 9.01B Official League Colors** The official league colors for this league are navy blue and gold. Gray and white may be used as supplemental colors for pants, jerseys and caps/visors. These colors cannot be changed without a unanimous vote of the full Board. This rule does not fall under the 2/3 vote amendments process and is not subject to revision or deletion.

### Article X. RATIFICATIONS

These Bylaws of the French Valley Girls Softball Association, revised and adopted on the revision date below, by the Board of Directors, supersedes all previous Bylaws issued by FVGSA or any previous affiliation either written or oral.

#### Bylaw Revisions

Revision Date	Change #	Description of Change(s)
1/26/2014	1	Revised bylaws to reflect new board positions and change in board member duties
4/4/2016	2	Revised bylaws to reflect BMAL positions and changes in election process. Also revised the position of Treasurer to an appointed position.