

# South Central Pennsylvania Softball, Inc.

## BOARD OF DIRECTOR INSTRUCTIONS

South Central Pennsylvania Softball, Inc. uses one form for an organization and/or team to be considered for appointment to the Organization's Board of Directors; as well as to use for an already affiliated organization or team to notify the league of a change in their representative; and to renew an organizations desire for an appointment to the Board of Directors.

Any submission to the Organization on the "Application for Board of Directors" form MUST have the affiliated organization name and be properly signed by the Chief Officer of the submitting organization.

If you are submitting a new application for the Board of Directors or this is a renewal of an existing appointment to the Board of Directors of the League:

1. Please check the first box
2. Enclose a check payable to the YCJGSL, Inc. for \$25
3. Have the appropriate people complete the balance of the application
4. Enclose the nominee's "Risk Disclosure Statement"
5. Return to SCPAS, P.O. Box 20663, York, PA 17402

If your organization already has a position on the Board of Directors and this is not an annual renewal, and the purpose of this notification is to simply change the identity of the organizations nomination of their League Board of Director:

1. Please check the second box
2. Have the appropriate people complete the balance of the application
3. Enclose the nominee's "Risk Disclosure Statement"
4. Return to SCPAS, P.O. Box 20663, York, PA 17402

If there are any questions, please contact SCPAS, Inc.

# SOUTH CENTRAL PENNSYLVANIA SOFTBALL, INC.

APPLICATION FOR THE BOARD OF DIRECTORS OF SCPAS, INC

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Please provide the name of the organization making application

We hereby make application to South Central PA Softball for a new position on the Board of Directors; or this is an application renewing our current appointment to the Board of Directors. If approved by the League, the above mentioned organization nominates the following person as its representative to the Organizations Board. Please find enclosed our \$25 fee and the appropriate risk disclosure statement.

The purpose of this application is to simply notify the League of a change in our appointment to the Board of Directors. We have enclosed an updated risk disclosure statement on our new appointment and understand that the appointment is subject to the approval of the League.

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Signed by the Chief Officer of the organization named above

Date

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Print name

## NOMINEE TO BOARD OF DIRECTORS

Name \_\_\_\_\_

EMAIL Address \_\_\_\_\_

Cell Phone Number \_\_\_\_\_

Home Phone \_\_\_\_\_

I understand and acknowledge that I have been nominated by the above mentioned organization to be considered for the Board of Directors of South Central Pennsylvania Softball. I have attached my risk disclosure statement and understand that my nomination is subject to the approval of the Organization. I acknowledge receipt of the Articles of Incorporation and By-Laws of the Organization and agree to be bound by them.

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Signature

Date

**SOUTH CENTRAL**  
**PENNSYLVANIA**  
**SOFTBALL, INC.**

**COROPRATE CHARTER**  
**AND**  
**ORGANIZATIONAL BY-LAWS**

**David Eckman, President**

**Shane Walker, Vice – President**

**Max Laing, Treasurer**

**Jamie Hull, Secretary**

**Terry Choate, Executive Board Member at Large**

**Mike Staub, Executive Board Member at Large**

**John Myers, Executive Board Member at Large**

# **ARTICLES OF** **INCORPORATION**

## **SOUTH CENTRAL PENNSYLVANIA** **SOFTBALL, INC**

Effective September 1, 2010

Revised June 1, 2013

The undersigned incorporator, a natural person over 18 years of age and a citizen of the United States, in order to form a Non-Profit Corporation under the Non-Profit Corporation Law of the Commonwealth of Pennsylvania, do hereby certify:

## **ARTICLE 1**

### NAME

The name of the Corporation shall be SOUTH CENTRAL PENNSYLVANIA SOFTBALL, INC.

## **ARTICLE 2**

### LOCATION

The place in this state where the principal office of the Corporation is to be located is the Township of Springettsbury, York County with an office address of 680 Chronister Street, York, PA 17406.

## **ARTICLE 3**

### PURPOSE

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, more specifically to provide organized girls fast pitch softball in a geographical area within the United States, that the Board of Directors shall further determine, and to engage in any other lawful enterprises. To this end, the cooperation shall at all times be operated exclusively for charitable purposes within the meaning of section 501(c)3 of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, acquired by gift or contribution or otherwise, shall be devoted for such purposes.

## **ARTICLE 4**

### EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or others private persons, except that the organization shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE 5**

### **DURATION**

The duration of the corporate existence shall be perpetual.

## **ARTICLE 6**

### **MEMBERSHIP/BOARD OF DIRECTORS**

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is one (1), their names and addresses being as follows:

David N. Eckman, 680 Chronister Street, York, Pa 17406

Members of the first Board of Directors shall serve until the first annual meeting, at which time their successors are duly elected and qualified, or removed as provided for in the bylaws.

## **ARTICLE 7**

### PERSONAL LIABILITY

No officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers, or Directors be subject to the payment of the debts or obligations of this corporation.

## **ARTICLE 8**

### DISOLUTION

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

## **ARTICLE 9**

### INCORPORATOR(S)

The undersigned incorporators certify that they execute these articles for the purposes herein stated.

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David N. Eckman

Date

**ORGANIZATIONAL**  
**BY-LAWS**

**SOUTH CENTRAL PENNSYLVANIA**  
**SOFTBALL, INC**

Effective January 1, 2012

Adopted September 22, 2011

Revised June 1, 2013



# ARTICLE I

## PARTICIPATION, MEMBERSHIP and GOVERNANCE

Section 1: Participation in “SOUTH CENTRAL PENNSYLVANIA SOFTBALL, Inc.” (hereinafter referred to as "SCPAS") is open, subject to the approval of the Board of Directors, to community athletic organizations, individual teams, and other organizations designed to play youth, girls fast pitch softball.

Section 2: Governance of SCPAS, Inc shall be reserved to the Board of Directors of the Organization or as otherwise described in these By Laws.

Section 3: Each community athletic organization, individual team, or other organization designed to play youth, girls fast pitch softball, that seeks to participate in the governance of SCPAS, Inc, shall in January of each calendar year pay to the League annual dues in the amount of \$25.00 and be subject to the approval of the Board of Directors.

Section 4: Membership on the Board of Directors of SCPAS shall consist of a single representative, which is any person eighteen years of age or older designated in writing, from each dues paying community athletic organization, individual team, or other organization designed to play youth, girls fast pitch softball.

Section 5: Each dues paying community athletic organization, individual team, or other organization designed to play youth, girls fast pitch softball, shall be entitled to one (1) vote in the affairs of SCPAS, Inc at any regular or special meeting of the SCPAS, Inc Board of Directors. Each SCPAS, Inc Officer, with the exception of the President, shall be entitled to one (1) vote in the affairs of the SCPAS, Inc, unless otherwise restricted in these By-Laws.

Section 6: The Board of Directors of SCPAS shall be empowered to promulgate all playing rules that shall govern all participants in SCPAS. All participants in any League operated by SCPAS, Inc are required to follow and abide by all decisions, rules, and interpretations of the Rules, as determined by the Board of Directors of SCPAS, Inc.

Section 7: The Board of Directors of SCPAS, Inc shall be empowered to determine all team registration fees, fines, and other monetary penalties and sanctions upon the participating

community athletic organization, individual team, or other organization designed to play youth, girls fast pitch softball.

## **ARTICLE II**

### FISCAL YEAR

The fiscal year of South Central Pennsylvania Softball, Inc, shall be from January 1 through December 31.

## **ARTICLE III**

### OFFICERS OF ORGANIZATION

Section 1: The officers of the organization shall consist of a President, Vice-President, Secretary, Treasurer, and 3 Members at Large.

Section 2: The elected officers as described in Article III, Section 1, shall constitute the Executive Board of the Organization.

## **ARTICLE IV**

### MEETINGS

Section 1: Regular meetings of the Board of Directors of SCPAS, Inc shall be held on the third Wednesday of January, April, July, and October. The meetings will normally be held at a location in the York, Pennsylvania area and will normally convene at 7:00 P.M. The President may change the date, time and/or location of the regular meetings of the Board of Directors to accommodate the needs of the Organization, with the approval of the Executive Board. Such change in meeting must be announced to the Board of Directors at least 48 hours in advance. Such notice may be accomplished via electronic means.

Section 2: Regular meetings of the Board of Directors of SCPAS, Inc shall be open to all current participants within any League operated by SCPAS, Inc, however only Members of the Board of Directors shall vote on matters that come before the Board.

Section 3: Regular meetings of the Executive Board of the League shall be held at a date and time convenient to the Executive Board in the calendar month preceding the regular Board of Directors meeting. Such meetings may be by electronic means.

Section 4: Special meetings of the Board of Directors may be called at any time by the President or any three Directors and one elected officer, provided that notice of the meeting is provided to each Board of Director at least five days prior to the meeting. Such notice shall contain the subject of the meeting and no business may be conducted except that contained within the notice. Such notice may be by electronic means.

Section 5: A quorum at any Board of Directors meeting, regular or special, shall be five of the seven elected officers.

Section 6: A quorum at any Executive Board meeting shall be a simple majority of the elected officers of the organization.

Section 7: The Board of Directors shall exercise proper decorum at their meetings and shall follow proper parliamentary procedure in accordance with Robert Rules of Order.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

Section 1: The Board of Directors of SCPAS, Inc. shall consist of a designated representative of each dues paying community athletic organizations, individual teams, and other organizations designed to play youth, girls fast pitch softball. Should a designated representative be elected as a SCPAS, Inc. Officer, a replacement designated representative should be named by the respective organization.

Section 2: The President of SCPAS, Inc. shall not be a designated representative of any community athletic organizations, individual teams, and other organizations designed to play youth, girls fast pitch softball.

Section 3: The term of the President, Vice-President, Secretary and Treasurer shall be for two years and the positions of Member at Large shall be one year.

Section 5: A Director whose continued service is deemed detrimental to the welfare of the Association may be removed as a Director upon the majority vote of the Directors present and voting at a meeting called for that purpose.

Section 6: All members of the Board of Directors will be required to complete a Risk Disclosure Statement. It is the intent of SCPAS, Inc. to deny any person who has been convicted of a crime of violence, a crime against a person, or crimes involving the possession or sale of illegal substances from serving on the Board of Directors. The disclosure statement must be updated at least every two years by each member of the Board of Directors.

## **ARTICLE VI**

### **ELECTION OF OFFICERS**

Section 1: All Member at Large positions within SCPAS, Inc. shall stand for election at the regular Board of Directors meeting held in October and shall serve a one year term beginning on January 1.

Section 2: The President and Treasurer of SCPAS, Inc. shall serve a two-year term and shall stand for election at the Regular Board of Directors meeting held in October of odd numbered years.

Section 3: The Vice President and Secretary of SCPAS, Inc. shall serve a two-year term and shall stand for election at the Regular Board of Directors meeting held in October of even numbered years.

Section 4: Each member of the Board of Directors is entitled to be nominated and elected to office.

Section 5: Officers are elected by a simple majority of the votes cast. However if candidates for an office are unable to obtain a majority of the votes cast, the candidate with the least amount of votes cast shall be excluded until a candidate obtains a majority of the votes cast.

Section 6: Successive terms of office held by any individual shall be unlimited.

## **ARTICLE VII**

### VACANCIES IN OFFICE

If a vacancy occurs among the elected Officers, the vacancy will be filled by simple majority vote of the Board of Directors, for the remaining term of the vacated office.

## **ARTICLE VIII**

### DUTIES OF THE OFFICERS

Section 1: President - The President shall be the principal executive officer of the organization and subject to the control of the Board of Directors. The President shall: a) supervise all business and affairs of the organization; b) preside at all meetings of the Board of Directors and Executive Board; c) sign all official documents of the organization; and d) appoint committees as needed; e) serve as ex-officio member of all committees, both standing and special; f) prepare and circulate the agenda for all meetings of the Organization; g) prepare and circulate a written report on all activity conducted on behalf of the League since the last meeting; h) co-sign all checks written from accounts in the League's name.

Section 2: Vice President - The Vice President shall perform the duties of the President in the event the President is unable to perform his or her duties and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. He or she is also responsible for all things relating to competition within the League.

Section 3: Secretary - The Secretary will keep and maintain the minutes of all meetings of the organization and will present such minutes at the next meeting for approval. The Secretary may be assigned primary responsibility of the League website. The Secretary shall perform other duties as assigned by the President.

Section 4: Treasurer - The Treasurer will have charge of all receipts and moneys of SCPAS, Inc, receive and give receipts for monies due and payable to the organization from any source whatsoever, deposit them in the name of SCPAS, Inc, in a financial institution insured by the Federal Insurance Deposit Corporation or Federal Agency and approved by the Board of Directors, and disburse funds as ordered or authorized by the Board of Directors The Treasurer shall co-sign with the President all checks for the organization. The Treasurer will report the

financial status of SCPAS, Inc to the Board of Directors at each meeting, prepare an annual administrative budget for consideration by the Board and make annual filing of yearly non-profit report and tax returns. The Treasurer may be bonded as directed by the Board of Directors.

Section 5: Members at Large – Members at Large elected to serve on the Board of Directors shall perform the duties as assigned by the President.

## **ARTICLE IX**

### **DUTIES AND POWERS OF THE BOARD OF DIRECTORS AND EXECUTIVE BOARD**

Section 1: The Board of Directors will have general charge and management of the affairs, funds and property of SCPAS, Inc. The Board of Directors will have full power and it will be the Board's duty to carry out the purposes of SCPAS, Inc according to its Charter and by-laws, and to establish such policies and procedures as are reasonable or necessary to accomplish the purposes of the SCPAS, Inc.

Section 2: The Board of Directors exclusively, shall have full power to determine the sanctioning body for any League operated by SCPAS, Inc.

Section 2: No committee shall have any authority to create indebtedness, whatsoever, except on specific authority from the Board of Directors.

Section 3: The Executive Board of SCPAS, Inc shall act in the best interest of SCPAS, Inc in between meetings of the Board of Directors. Such action shall be binding upon the Board of Directors.

Section 4: The Executive Board exclusively, shall evaluate, determine, approve, deny, or modify in any way, amendments to any playing rules utilized in any League operated by SCPAS, Inc..

## **ARTICLE X**

### **COMPENSATION OF DIRECTORS AND OFFICERS**

Section 1: Officers or directors will not receive any salary or compensation for services rendered to the YCJGSL as an officer or director.

Section 2: Elected Officers of the League who incur costs while performing the duties of their office shall have their reasonable expenses reimbursed, subject to the approval of the Board of Directors.

Section 3: The Board of Directors of SCPAS, Inc are subject to a conflict of interest policy, which is hereby incorporated in these by-laws and is contained in Appendix A.

## **ARTICLE XI**

### FINANCIAL RECORD REVIEW

The President shall designate a competent person to review the Association's financial records annually and prior to the transfer of the financial records to a newly elected Treasurer.

## **ARTICLE XII**

### BONDING OF THE TREASURER

At the discretion of the Board of Directors a bond shall be required of the Treasurer or other officers in such an amount as the Board shall specify and which bond shall be paid for out of general treasury funds.

## **ARTICLE XIII**

### AMENDMENTS

These by-laws may be amended only by a two-thirds majority vote of the Board of Directors.

# **APPENDIX A**

## **CONFLICT OF INTEREST POLICY**

Pursuant to Article X, Section 3 of the By-Laws of SCPAS, Inc, all members of the Board of Directors of SCPAS, Inc. are subject to this conflict of interest policy.

For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
3. Payments to the interested officer or director are reasonable and do not exceed fair market value.
4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.



# APPENDIX B

## SOUTH CENTRAL PENNSYLVANIA SOFTBALL, INC. Board Member Risk Disclosure Statement

\_\_\_\_\_  
Last Name (List Name as It Appears on Driver's License)

\_\_\_\_\_  
First Name & Middle Initial

\_\_\_\_\_  
Maiden Name

\_\_\_\_\_  
Affiliate Organization Name

\_\_\_\_\_  
Street Address City State, Zip

(\_\_\_\_\_) \_\_\_\_\_  
Home Phone

(\_\_\_\_\_) \_\_\_\_\_  
Work Phone

Gender: \_\_\_\_ M \_\_\_\_ F

\_\_\_\_\_  
Driver's License Number

\_\_\_\_\_  
State Issued & Expiration Date

\_\_\_\_\_  
Date of Birth

\_\_\_\_\_  
Social Security # or Registration # for non U.S. Citizen (use last four numbers of SS Number)

Please answer the following questions:

1. How many years of experience do you have working with youth? \_\_\_\_\_ In what capacities? \_\_\_\_\_

2. How many years of experience do you have working in youth softball? \_\_\_\_\_ In what capacities? \_\_\_\_\_

3. If you have been in the above address for the last 5 years, please enter NA. If not, please enter your previous addresses for the last 5 years. Please use the back of the form if necessary.  
\_\_\_\_\_  
\_\_\_\_\_

4. Have you ever been convicted of a felony including but not limited to a crime of violence? Y N

5. Have you ever been convicted of a crime against a person? Y N

I the undersigned, understand and agree to the following:

A. It is the intent of the SCPAS, Inc to deny participation on the Board of Directors to any person who has been convicted of a crime of violence or a crime against a person.

B. Falsification of information on this disclosure statement may be grounds to deny or revoke membership on the Board of Directors.

C. This disclosure statement shall be updated every two years.

D. In applying for a position on the Board of Directors, I hereby authorize the release of records pertaining to any criminal and domestic abuse history. This authorization is given in connection with a background investigation which may be conducted relative to my application. Any information obtained by a background check will be considered in determining my suitability for the position for which I am applying. In the event my application is disapproved on the basis of a background check, the sources of confidential information cannot be revealed to me. Further, I agree to indemnify and hold harmless SCPAS, Inc, its agents and person to whom this request is presented as well as her/his agents from and against all claims, damages, losses and expenses, including attorney's fees arising out of or by reason of compliance with this request.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed

\_\_\_\_\_  
Date