

Leesburg Girls Softball Club, Inc.

Bylaws

ARTICLE I - NAME & PURPOSE

Section 1: Name: The registered, legal name of the organization shall be Leesburg Girls Softball Club, Inc., dba Leesburg Girls Softball League (LGSL).

Section 2: Mission Statement: The Leesburg Girls Softball League is organized exclusively for charitable and educational purposes, more specifically to provide a safe, competent and enjoyable league structure for girl's fast pitch softball within and around the Leesburg, Virginia demographic area. LGSL is a non-profit organization within the meaning of Section 501 (c) (3) of the Internal Revenue code. The program is available to all girls who, desiring to participate, are eligible according to the rules and guidelines established by LGSL.

ARTICLE II - MEMBERSHIP

Membership shall consist of the Board of Directors, Volunteers, Players, Parents and Coaches registered with LGSL.

ARTICLE III - MEETINGS

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the President or the majority of the Board of Directors at any time. Notice of such a special meeting, specifically stating the purpose, for calling the meeting, shall be served upon the members by the President before the date set for the special meeting. Normally, no business shall be conducted at a special meeting except as specifically set forth in the notice concerning the meeting.

Section 3: Regular Meetings: Meetings of the Board of Directors will meet at least once quarterly and as deemed necessary. The regular meetings are open to the public. This may be changed by the President as long as all members of the Board of Directors are notified in a timely manner.

Section 4: Notice. Notice of each meeting shall be given to each voting member, by electronic mail, not less than 48 hours prior to the proposed meeting time.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board of Directors is responsible for overall policy and direction of the corporation, and shall delegate responsibility for day-to-day operations to the President and committees. The Board of Directors shall have up to 15 and not fewer than 5 members to consist of four

Officers and up to 11 Directors each with voting privileges. The Board Members receive no compensation other than reimbursement for practical expenses.

Section 2: Board Elections. Election of new Directors or election of current Directors to an additional term will occur as the first item of business at the annual meeting of the Corporation. Directors will be elected by a majority vote of the existing Directors. If a Board Member resigns, vacates, or is removed for just cause, a new election can be held to fill the position. If a Board Member is voted into a position in the middle of a term, the new Board Member will fulfill the current term and then be eligible for reelection at the end of the term.

Section 3: Terms. All Board Members shall serve 2 year terms, but are eligible for re-election. The Secretary shall maintain records of all Board Member term dates. Their terms shall be for two years, two positions being staggered. The President and Secretary terms will commence and expire on odd numbered years. The Vice President and Treasurer terms will commence and expire on even numbered years.

Section 4: Quorum. A quorum must be attended by at least 51% percent of the Board of Directors before business can be transacted or motions made or passed. The acts of the majority of the Board of Directors present at any meeting, at which such a quorum has been established as stated above, shall be the acts of the LGSL Board of Directors.

Section 5: Notice. An official Board meeting requires that each Board Member have adequate notice as determined by the President of LGSL.

Section 6: Officers and Directors Duties. There shall be four Officers of the Board consisting of a President, Vice-President, Secretary and Treasurer. The Officer positions are elected by the Board of Directors following Director Elections at the annual meeting referenced in Section 1. Their duties are as follows:

Section 6.1: The President shall convene regularly scheduled and special Board meetings, shall preside or arrange for other members of the Board to preside at each meeting in the following order: Vice President, Secretary, Treasurer and Directors. The President shall sign and make all contracts and agreements in the name of LGSL, with the approval of the Board of Directors. All financial transactions shall be submitted to the Treasurer for disbursement with the exception of budgeted disbursements assigned to other Members and approved by the Board of Directors. The President shall share ownership with the Treasurer of all bank accounts and adhere to the same responsibilities as the Treasurer. The President or another Board approved designee have full authority to assume the role of Acting Treasurer in the case of vacancy, incapacity or removal by the Board of Directors until a successor is nominated and elected by the remaining Board of Directors. The President shall ensure that the records, reports, statements and certificates required by statute are properly kept, made, and filed according to the applicable law and according to the requirements of member-affiliated organizations. The President should maintain a "turnover" file of all relevant correspondence and other informational items. Lastly, the President will ensure that these By-Laws are observed and perform all duties accompanying the position and office.

Section 6.2: The Vice President shall assume all duties and responsibilities of the President in the case of vacancy, incapacity or dismissal by the Board of Directors until the remaining Board of Directors has nominated and elected a successor. The Vice President shall work in conjunction with the President and other Board Members to ensure the smooth operation of the league.

Section 6.3: The Secretary shall record proceedings of all Board meetings and provide minutes of those meetings upon request. The Secretary shall also ensure that all documents of league operation that may include,

but are not necessarily limited to legal documents, articles of incorporation, by-laws, insurance forms, birth certificates, and player registration forms be stored in a safe manner and that any documents, to the degree relevant, be renewed or submitted to the proper authority, as required by law or policy of the league. The Secretary shall assist the Treasurer in any legal documentation or League required documentation. As deemed necessary, the Secretary shall oversee all coaching certifications and any necessary background checks.

Section 6.4: The Treasurer shall make a report at each Board meeting. Treasurer shall chair any finance committee, assist in the preparation of the budget, and make financial information available to Board members and the public. The Treasurer shall assist the Secretary in any record keeping as deemed necessary. The Treasurer will have the care and custody and responsibility for all funds and deposit all such funds in the name of the league in such bank(s) or safety deposit vault as the Board of Directors may designate. The Treasurer may sign, make, and endorse in the name of LGSL all checks, drafts, warrants, and orders for payment of money, and pay out and dispose of same receipt thereof, under the direction of the Board of Directors. All unbudgeted disbursements require prior written President approval.

Section 6.5: Directors shall report to the Officers. Directors shall have voting positions unless otherwise noted when or elected and will accept and assume responsibilities as directed by the Board Officers.

Section 7: Voting - At all regular or special meetings of the LGSL Board of Directors, all motions shall be decided by vote of the members of the Board of Directors. Motions will be decided by a majority vote of eligible members present. As the first order of business at any regular or special meeting, the LGSL secretary shall determine the number of voting members present to determine if a Quorum is reached. This action will be performed through the calling of roll of the Board of Directors. No proxies or absentee ballots shall be permitted at any meeting of the LGSL Board of Directors.

Section 8: Order of Business - The order of business for all regular meetings for the LGSL Board of Directors shall be as follows:

- a. A count of members present for the purpose of establishing a quorum
- b. A reading of minutes of the preceding meeting
- c. Director Reports as needed
- d. Unfinished Business
- e. New Business

Section 9: Vacancies - When a vacancy on the Board of Directors exists, a Letter of Interest completed by candidates should be sent to the President. These Letters of Interest shall be distributed to Board Members with a Board Meeting announcement, to be voted upon at the next Board Meeting. These vacancies will be filled only to the end of the particular Board Member's term.

Section 10: Resignation, Termination and Absences - Resignation from the Board of Directors must be in writing and received by the President. A Board member may be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year by a majority vote of the Board. A Board member may be removed for other reasons by a two-thirds vote of the remaining Board of Directors. If a Board member fails to fulfill their term for any reason, that Board member must apply back to the Board to determine eligibility.

ARTICLE V – COMMITTEES & TASK MANAGERS

The Board may create committees or assign Task Managers as needed. All committees and Task Manager activities will be overseen by a Director of the Board.

ARTICLE VI-MEMBER CONDUCT

Section 1: Conduct - Members at any level may be removed from the LGSL Board of Directors for conduct prejudicial to the good name and purpose of this league. Removal of any member shall require an affirmative vote of two-thirds of the members of the Board of Directors present at a regular meeting or at a special meeting called for that purpose. No vote shall be taken on an action for removal until the person(s) concerned has been given the opportunity for a hearing before the Board of Directors at this meeting.

Section 2: Conflict of Interest - A conflict of interest arises when a personal interest, fiduciary or otherwise, conflicts with, or has the potential to conflict with, one's duty as a member of the Board.

If a member of the Board has a material personal interest in a matter being considered, or about to be considered, at a meeting of the Board or a Board Committee, the member must, as soon as possible, disclose the conflict and its nature. The conflict may be disclosed to the President prior to the meeting, or at the meeting prior to discussion taking place on the item. If the member is uncertain whether the conflict concerns a "material" personal interest, he or she should seek the guidance of the President. The assumption is that a member will recuse himself or herself from a meeting while a matter on which he or she has declared a personal interest is being discussed. However, the Board or Committee may decide that the conflict is not of sufficient substance to demand the member's absence. But the member may not take part in the discussion nor vote on the matter. The minutes shall record any declared conflict of interest and whether the member concerned was present during discussion on the item.

ARTICLE VII - AMENDMENTS

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the President to be sent out with regular or special Board of Directors announcements.

These Bylaws were approved at a meeting of the Board of Directors of Leesburg Girls Softball Club, Inc. on January 22, 2012.