

Fauquier Girls Softball Association

Approved BY-LAWS 10/15/2006

ARTICLE I IDENTIFICATION AND PURPOSE

Section 1. NAME - The name of this corporation is the Fauquier Girls Softball Association, Inc., (FGSA).

Section 2. PURPOSE - This corporation is a voluntary, nonprofit organization within the, including primarily the establishment and supervision of an educational, training, and competitive recreational program of girls softball. The program is available to all girls who, desiring to participate, are eligible according to the rules, regulations, and guidelines established by the Fauquier Girls Softball Association.

ARTICLE II BOARD OF DIRECTORS

Section 1. COMPOSITION - The Fauquier Girls Softball Association, Inc., (FGSA) shall be governed by the Board of Directors who will ultimately approve/disapprove or act on all actions submitted before them at General meetings. Membership in the FGSA and appointment to the Board of Directors occurs when an approved, active team is properly registered according to league rules, and accepted for play in FGSA. All elected members of the Executive Board will automatically become members of the Board of Directors. Each approved, active team shall designate one non-player representative from that accepted team who will be the person so appointed to the Board of Directors. Active teams are those teams which have been registered and been accepted to play in the current or next playing season. During the period between playing seasons, those teams which were registered to play in the most recently completed season are considered to be active.

Section 2. TENURE - The term of appointment to the Board of Directors will be for a period of twelve (12) months from the date of initial appointment or until a date established by the President, FGSA. If a member of the Board vacates or is removed for just cause, the respective approved team is granted the opportunity to nominate a non-player representative to complete the non-expired term of his/her predecessor. If a team disbands or is no longer a functional entity, that voting rep position shall be deleted from the Board of Directors. Should a member of the Board of Directors, FGSA fail to attend two (2) consecutive meetings, either regular or special, the President, FGSA shall so notify that member of his/her acquired status of "pending removal from the Board of Directors". Any member of the Board of Directors that fails to attend three (3)

consecutive meetings, either regular or special, or an aggregate combination of both, without due cause, shall automatically be removed from the Board of Directors, FGSA.

Section 3. MEETINGS:

- A. Regular meetings of the Board of Directors shall be held at such suitable place convenient as may be designated by the President. The annual meeting of the FGSA shall be held during the month of September or October. At such annual meeting, there shall be elected by ballot of the Board of Directors, the officers of FGSA as called for hereinafter by these By-Laws. The members may also transact such other business of FGSA as may properly come before them. Notice of regular meetings shall be served by the Secretary of the association, or his/her designee, personally, by telephone, or by mail, within fourteen (14) days before the date set for such a meeting. If mailed, it shall be directed to the members at their address as it appears on the corporate records, but at any meeting at which all members shall be present, or at which all members not present have waived notice in writing, the giving of notice as described above may be dispensed with. If circumstances prevail that prevent a member of the Board of Directors from attending a scheduled meeting, that active, accepted team may designate an alternative representative for the time period in which the Board member is absent. Notice of alternative representation must be provided to the Executive Board prior to a scheduled meeting. Regular meetings of the FGSA Board of Directors are open to the public.
- B. Special meetings of FGSA may be called by the President at any time. Any three (3) or more members of the Board of Directors may petition the President to call a special meeting to propose new actions to be taken by the Executive Board or to redirect actions already taken by the Board of Directors or the Executive Board. Notice of special meetings, stating the purpose for which they are called, shall be served by the Secretary, FGSA or his/her designee, personally or by mail within ten (10) days before the date set for such meeting. If mailed, it shall be directed to the members at their address as it appears on the corporate records, but at any meeting at which all members shall be present, or at which all members not present have waived notice in writing, the giving of notice as described above may be dispensed with. No business shall be transacted at a special meeting except as stated in the notice. In the event that an Emergency Meeting is requested, the ten day notification may be waived by the President. Concerns for the health, safety, etc. of FGSA participants would constitute the need for an Emergency Meeting.

Section 4. QUORUM:

- A. At all meetings of the Board of Directors, a minimum of 20% of Directors established by Article II, Section I., of these By-Laws present at the time the meeting is called to order and the roll call made, shall constitute a quorum for the transaction of business and after such a quorum has been established, no act of any Director present may destroy such a quorum. The acts of the majority of the Directors present at a meeting, at which such a quorum has been established in accordance with this Section, shall be the acts of the Board of Directors.

Section 5. VOTING:

- A. At all General or Special meetings all questions shall be decided by vote of the Board of Directors. Questions will be decided by majority vote of eligible members present. The first order of business at any general or special meeting, The Secretary shall determine the number of voting members present. This action is performed through the calling of roll of the Board of Directors. No proxies or absentee ballots shall be permitted at any meeting of the Board of Directors, FGSA.

Section 6. ORDER OF BUSINESS:

- A. The order of business at all regular meetings of the FGSA Board of Directors shall be as follows:
 - a. Count of members for purposes of establishing a quorum
 - b. Open Floor from Parents or Visitors
 - c. Reading of minutes of the preceding meeting
 - d. Report of Officers
 - e. Report of Committee(s)
 - f. Election of Officers (at annual meeting only)
 - g. Unfinished business
 - h. New Business

ARTICLE III
EXECUTIVE BOARD

Section 1. COMPOSITION:

The affairs of the Fauquier Girls Softball Association shall be managed by an Executive Board comprised of the following officers who shall be elected at the annual meeting of the Board of Directors of the FGSA.

- a) President
- b) 1st Vice President - Administration
- c) 2nd Vice President – Operations
- d) 3rd Vice President – Finance
- e) Secretary
- f) Treasurer
- g) Equipment Manager(s)
- h) Registrar
- i) Fusion Business Director

The number of members of the Executive Board may be increased or decreased, from time to time, by vote of the Board of Directors, in order to accommodate new or special committees or functions, but no decrease shall have the effect of shortening the term of any incumbent officer.

Section 2. ELECTION OF OFFICERS:

Executive Board FGSA officers shall be elected at the annual meeting of the FGSA, or at any special meeting called for that purpose. The slate of nominees must include all positions on the Executive Board or as stipulated in these By-Laws. Nominations may be made from the floor at the time of the election and/or provided by a nominating committee appointed by the President of the Association. Consent of the nominee is a prerequisite for nomination. Elections under this Article shall be by a show of hands, or voice vote. A written ballot may be requested by any nominee. A majority of votes cast or counted shall suffice for election to office. The newly elected officers shall assume office at the conclusion of the fall season, not less than 7 days after the final game. All outgoing officers shall turn in all available records following the fall season to the respective newly elected officer, except that the Treasurer shall not turn over the corporate financial records until they have been audited. An audit may be performed by a committee composed of at least three individuals, the chairperson of which must be a member of the Board of Directors.

Section 3. TERM OF OFFICE:

The term of office of each FGSA Executive Board member shall be Two (2) years, alternating terms with the Vice President – Administration, Vice-President – Operations, Treasurer, and Registrar whose terms will run on odd years while President, Vice President – Finance, Secretary, Equipment Manager, and Fusion Business Director will run on even years. Vacancies on the Executive Board shall, when they occur, be filled by vote of a majority of the Board of Directors present at a Special meeting called for that purpose. A nominee for the vacated seat on the Executive Board shall, if possible, be a member of the Board of Directors. Each Executive Board member so elected or appointed shall hold office for the term remaining for which he/she is elected or appointed and until a successor shall be elected or appointed. In NO CASE is any individual discouraged from holding any position on the Executive Board.

Section 4. DUTIES:

The Executive Board shall have control and general management of the affairs and business of the Association. Such Executive Board shall in all cases act as a unit, regularly convened, by a majority, and may adopt such rules and regulations for the conduct of their meetings, and the management of the Association, and affiliated leagues that are an accepted and active part of the Association, as they deem proper. Such management and rules and regulations shall not be inconsistent with the provisions of these By-Laws.

Section 5. QUORUM:

The presence, in person, of at least 2/3 members of the Executive Board, or a minimum of three (3) members, whichever is the lesser amount, shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn to some future time not less than five (5) days later, and the Secretary, or his/her designee, shall thereupon give notice of the rescheduled date and place to each Executive Board member entitled to vote who was absent from such meeting.

Section 6. MEETINGS:

Meetings of the Executive Board shall be held at the discretion of the Executive Board, but occurring no less than four (4) times per year with the time and place of such meetings to be designated by the Executive Board. Meetings of the Executive Board shall be opened to the public.

Section 7. SPECIAL MEETINGS:

Special meetings of the Executive Board, other than regulated by statute, may be called at any time by the President, FGSA. Notice of such meeting stating the

purpose for which it is called, time and site location, shall be served by the Secretary, or his/her designee, to each Executive Board member entitled to vote as established by these statutes.

Section 8. VOTING:

At all meetings of the Executive Board, all matters not specifically regulated by statute shall be determined by a majority vote of the Executive Board in attendance.

ARTICLE IV OFFICERS

Section 1. DUTIES AND RESPONSIBILITIES:

The duties and powers of the officers (Executive Board, Fauquier Girls Softball Association) shall be as follows:

President

The President shall:

- A. Be responsible for directing the affairs of the Association and the affiliated leagues so as to further its purpose and objectives and to ensure that the provisions of these By-Laws are carried out.
- B. Be present and preside at all meetings of the Association and the Executive Board.
- C. Call regular or special meetings of the Association and the Executive Board.
- D. Sign and make all contracts and agreements in the name of the Association with the approval of the Executive Board. All financial transactions shall be submitted to the Treasurer for disbursement.
- E. Ensure that all records, reports, statements and certificates required by statutes are properly kept, made and filed according to applicable law and member affiliated organizations.
- F. Have the authority to sign all notes, drafts or bills of exchange, warrants or other orders for the payment of money.
- G. Oversee all website information.
- H. Coordinate practice, game and umpire scheduling.
- I. Contact uniform vendor for meeting information and contract negotiation.
- J. Voting member of the FYSCC (Fauquier Youth Sports Complex Council) board of directors.
- K. Maintain a "turnover file" of all pertinent correspondence and related information items.
- L. Enforce these By-Laws and perform all duties incident to the position and office which are required by law.

1st Vice President – Administration

Vice President – Administration shall:

- A. Report directly to the President and be responsible to assist in all administrative matters concerning the Association.
- B. Purchase insurance and document reported injuries.
- C. File incorporation and legal documents.
- D. Coordinate special projects such as opening day activities, parades, picnics, FGSA nights at the high schools, etc.
- E. Ensure that bylaws and rules of order are complied with at all meetings.
- F. Be an ex-officio member of all committees.
- G. Represent the Association as the voting member of the FYSCC board in the absence of the President.
- H. Assure that an accurate recording of minutes from each Board of Directors meeting is promptly distributed to the board and made available to the general membership.
- I. Coordinate, promote and arrange training and education for the Association (i.e. softball skills, pitching, hitting, coaching, umpire, scorekeeping clinics).
- J. Coordinate Public Relations - Ensuring that all future and current information about the Association is publicized.
- K. Be the designated Public Information Officer for the Association as the liaison to all news media and general public for purposes of furthering the goals and objectives of the association as a vehicle to provide a safe, healthy, and positive environment for those that participate in Fauquier Girls Softball Association.
- L. During the absence and/or inability of the President to render and perform his/her duties or exercise his/her powers as set forth in these By-Laws or in the acts under which the Association is organized, the same will be performed and exercised by the Vice President - Administration; and when so acting, shall have all the powers and be subject to the responsibilities hereby given to or imposed upon the President.

2nd Vice President – Operations

Vice President - Operations shall:

- A. Report directly to the President, and be responsible to provide oversight of all field operations, ensuring that all resources of the Association are managed and coordinated in an efficient and professional manner.
- B. Be the designated Safety Officer for the Association.
- C. Monitor equipment procurement, management and distribution of equipment and manage an equipment inventory procedure.
- D. Represent the Association at field related meetings as requested by the President, ensuring all Field Resolution meetings are attended, and field requests and calendars are submitted to the county on time.
- E. Assure all fields are in safe playing condition, determine if the fields are playable and if unplayable, make proper notification to all parties necessary.

- F. Be the main contact for commissioners.
- G. Assist the President with scheduling practices and games as needed.
- H. Reschedules cancelled or postponed games and ensures posting to the website through webmaster.
- I. Represent the Association as the voting member of the FYSCC board in the absence of the President and 1st Vice President – Administration.
- J. During the absence and/or inability of the 1st Vice President to render and perform his/her duties as set forth in these By-Laws, the same will be performed and exercised by the Vice President - Operations; and when so acting, shall have all the powers and be subject to the responsibilities hereby given to or imposed upon the 1st Vice President - Administration.

3rd Vice President – Finance

Vice President – Finance shall:

- A. Report directly to the President, and be responsible for providing leadership and oversight for all financial planning and compliance, (including annual audit and tax return filing) and report irregularities and explain changes (upon confirmation) to the President and/or Executive Board immediately.
- B. Ensure financial statements are presented to the Board on an annual basis.
- C. Read/understand/interpret financial statements for Board members.
- D. Ensures financial safeguards are in place.
- E. Coordinate with Treasurer to prepare an annual budget of income and expense of the Association and submit to executive board for approval and adoption.
- F. Regulate the expenses of the Association in line with budgeted income.
- G. Recommend to the Board procedures and controls concerning the receipt and expenditure of funds of the Association.
- H. Supervise the custody and management of all funds of the Association.
- I. Review all bank statements, notices, and correspondence from such bank(s), trust company(s), or safe deposit vault(s), as the Executive Board may designate.
- J. Apply for grants and community contributions.
- K. Supervise financial committees (i.e. fundraising and sponsorship).
- L. Reconcile all Association accounts monthly, including a review of all checks, drafts, and debits to Association accounts for proper signatures.
- M. Represent the Association as the voting member of the FYSCC board in the absence of the President, 1st Vice President - Administration and 2nd Vice President - Operations.
- N. During the absence and/or inability of the 2nd Vice President to render and perform his/her duties as set forth in these By-Laws, the same will be performed and exercised by the Vice President - Finance; and when so

acting, shall have all the powers and be subject to the responsibilities hereby given to or imposed upon the 2nd Vice President – Operations.

Secretary

The Secretary will coordinate with the 1st Vice President - Administration all matters concerning documents, agendas, and minutes of the association.

The Secretary shall:

- A. Keep the minutes of all meetings, (Executive Board, Regular or Special) and FGSA appropriate corporate records. Give and serve all notices of the Association, and be custodian of the records and the seal, and affix the latter when required.
- B. Keep the corporate records in the manner prescribed by law, so as to show at all times the names of the Board of Directors and voting members of the Association thereof, alphabetically arranged, their respective places of residence, post office address and date on which each person attained their respective position.
- C. Maintain corporate records at a location designated by the President, FGSA. Corporate records are subject to the inspection of any member of the Association.
- D. Permit the President or other member to make extracts from said records to the extent as prescribed by law.
- E. Be responsible for the timely collection of all communications addressed to or received in the name of the Association, and shall present such communications to the Executive Board at their stated meetings. The Secretary shall also prepare and distribute all communications and correspondence required, due to action of the Executive Board or President, on behalf of the Association.
- F. Responsible for composing and sending "Thank You" letters to our sponsors.
- G. Schedule pictures each season through the photography vendor.
- H. Coordinate trophy ordering and distribution each season.
- I. Coordinate and compile the Coaches Information book each season. Collect time sensitive information for calendars, player registration information and coach contact information.

Treasurer

The Treasurer will coordinate with the 3rd Vice President – Finance, all matters concerning Association funds.

The Treasurer shall:

- A. Have the care, custody of, and the responsibility, for all the funds and securities of the Association, and deposit all such funds in the name of the Association, in such bank(s), trust company(s), or safe deposit vault(s), as the Executive Board may designate.
- B. Create, in the name of the Association, all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of the same and receipt therefore, under the direction of the Executive Board.

- C. Exhibit at all reasonable times, FGSA books and accounts to any member of the Association.
- D. Render a Statement of Financial Condition of the Association at each regular meeting of the Association and at such other times as shall be required of him/her, and a complete Financial Report at the annual meeting of the Association.
- E. Keep available at a location designated by the 3rd Vice President – Finance, accurate and complete accounting and financial records of the Association.
- F. Sign all checks, drafts, warrants and orders for the payment of money created by the Treasurer. If the amount of an invoice or bill is over five-hundred dollars (\$500.00) that check, draft, warrant or order will be co-signed by at least one other member of the Executive Board.

Equipment Manager

The Equipment Manager will coordinate with the 2nd Vice President – Operations all matters concerning equipment issues.

The Equipment Manager shall:

- A. Ensure that all teams have necessary equipment.
- B. Issue and keep a roster of those who have been issued equipment and who have returned his/her equipment each season. This roster must be available to any Executive Officer.
- C. Maintain, replace and/or repair damaged equipment.
- D. Maintain an adequate supply of equipment, especially bats and balls for said season, in such a manner that no team or individual has an advantage as to equipment issued by FGSA.
- E. Inventory equipment.
- F. Prepare a yearly budget with the Vice President - Operations and remit it to the **Vice** President – Finance before the start of the spring season.

Note: Equipment will be issued each and every season. No coach will be permitted to keep his/her equipment. The Equipment Manager is not responsible for retrieving equipment from each coach. At the completion of each season, each manager shall return the equipment distributed to them, no later than seven (7) days after the completion of the season, to the Equipment Manager(s) in order to facilitate the inventory and evaluate the equipment and supplies needs for the following season. If a coach does not return his/her equipment at the end of the season, he/she will be under review for next season for his/her prospective position.

Registrar

The Registrar will coordinate with the President all matters concerning registration of players, coaches, sponsors and volunteers.

The Registrar Shall:

- A. Manage registration data in the registration database.
- B. Forward all fees collected with registrations to the Treasurer.

- C. Forward registration information to executive board members as needed.
- D. Maintain all registration files, player information, coach information, sponsor information, age exceptions and volunteer information for ready access by the Executive Board.
- E. Organize the delivery of registrations to local schools (public and private), local recreation centers, and local libraries for distribution.
- F. Organize walkup registration sessions.
- G. Organize the placement and retrieval of registration signs during the registration period for each season.
- H. Responsible for the notification of newspaper and cable registration information.
- I. Coordinate mailings of registration information.
- J. Coordinate the team distribution for players and coaches.

Fusion Business Director

(Interim Duties to be evaluated by May 1, 2009)

- A. Prepare notebooks for Managers use.
- B. Collect registrations and birth certificates from all players.
- C. Sanction teams with appropriate sanctioning bodies.
- D. Register teams for tournaments.
- E. Arrange payments (for tournaments, uniforms etc.) with FGSA treasurer.
- F. Arrange deposits (checks from players for Fusion fees, socks, helmets, cash from fundraising etc.) with FGSA treasurer.
- G. Ensures invoices/deposits are coded properly (designating team) for FGSA treasurer.
- H. Track budgets – notify Managers and team coordinators of money status on a monthly basis.
- I. Ordering of uniforms, procurement of special equipment etc.
- J. Offering and Ordering of extras (spiritwear, socks, helmets, equipment bags etc.)

ARTICLE V

FINANCIAL ACTIVITY

The Fiscal Year of the Fauquier Girls Softball Association shall begin on the 1st day of January and end on the 31st day of December of each year. The Financial Records of the FGSA shall be examined by an audit committee appointed by the President and approved by the Executive Board, upon request. An audit report will be prepared in accordance with the requirements of the Executive Board.

ARTICLE VI COMMITTEES

Section 1. GENERAL:

To *assist* in the administrative functions of the FGSA and render support to the overall operation of the Association, the President, Fauquier Girls Softball Association shall appoint the following Committees:

FINANCE COMMITTEE:

This committee shall prepare a Fiscal Budget for approval by the Executive Board and assist the Treasurer in planning a sound financial policy. All requests for funds should be brought before this committee. The members of this committee shall consist of the Treasurer, and two (2) members of the Board of Directors. The Fiscal Budget will be presented to the Board of Directors at the first regular meeting conducted in the new Fiscal Year.

PUBLIC INFORMATION / MEDIA RELATIONS COMMITTEE

The Public Information/Media Relations Committee will coordinate with the President all matters of public information and media relations.

Public Information/Media Relations Committee Chair shall

- A. Act as a liaison to all news media.
- B. Report league activity to local news media.
 1. Posting Scores
 2. Special events
 3. League standings
- C. Coordinate the advertising of league activities through
 4. Newspaper ads
 5. Radio/cable public announcement ads
 6. Registration sign placement
 7. Developing/coordinating the delivery of registration flyers to local businesses, restaurants, and public facilities
- D. Promote interest and participation in FGSA related activities.
- E. Create and disseminate any other communication deemed necessary by the Board.

The President may appoint such other committees as he/she shall deem appropriate. These other committees may be, but are not limited to, Scheduling, Field Usage, Tournaments/Festivals, By-Laws, Playing Rules, etc.

ARTICLE VII
MISCELLANEOUS

Section 1. AMENDMENTS:

These Fauquier Girls Softball Association By-Laws may be altered and amended by an affirmative vote of the majority of the Board of Directors at any regular meeting, or special meeting called for that purpose, provided that a written notice shall have been sent to each member of the Board of Directors, which shall state the alterations, amendments or changes which are proposed to be made. Only such changes as have been specified in the notice shall be made. If, however, all the Directors shall be present at any regular or special meeting, these By-Laws may be amended by a majority vote without any previous notice.

Section 2. MEMBER CONDUCT:

Members at any level of membership may be removed from FGSA for conduct prejudicial to the good name and purposes of the FGSA. Removal of any member shall require an affirmative vote of 2/3 of the Board of Directors present at any meeting called for that purpose. No vote shall be taken on action for removal until the person(s) concerned has been given an opportunity for a hearing before the Board of Directors. Any such person(s) subject to a vote will have their voting privileges suspended until a decision is rendered by the Board of Directors.